

Metcash

The best of
a good bunch

Pier St
Our bagged
SALADS are
washed & ready to go!

NOW IN SEASON
Seedless Grapes
GROWN IN A FRESH & SWEET HARVEST

NOW IN SEASON
Seedless Watermelon
CRISP FOR YOUR FRESH IDEAS

WE'RE HOT
Delish Dips
TO PLEASE THE CHEF

THE Great Enter



CODE OF CONDUCT



**At Metcash we have a single purpose –
Championing Successful Independents
– it is at the heart of everything we do.**

Small business is the back-bone of the Australian economy and we are privileged to work with more than 100,000 businesses across a network of independent retailers and suppliers in the food, liquor and hardware markets.

These businesses often play a pivotal role in the community; providing career opportunities for residents, and supporting local causes, schools and other small business.

Our Code of Conduct forms a principal part of outlining the way we should all behave. We strive to uphold and demonstrate high standards of conduct, acting lawfully, ethically and in a socially responsible manner in every interaction we have whether it's with our retailers, our suppliers, the community or each other.

Adhering to the Code is essential if we are to fulfil our purpose of Championing Successful Independents and becoming a favourite place to work. Therefore, I encourage everyone to familiarise themselves with the Code – we will not shy away from investigating breaches of the Code and taking necessary steps in response to any breach.

And of course, please speak out when you see a breach of this Code. Our reputation and the long-term success of Metcash and our independent retailers depend on it.

Jeff Adams

CODE OF CONDUCT

Our Code of Conduct sets out the overarching commitment we make, as individuals and an organisation, to behave in a way that aligns with our values and supports fulfilling our purpose. It sets out key expectations for all our team members.

Our Purpose Vision & Values

OUR PURPOSE & VISION

CHAMPIONING SUCCESSFUL INDEPENDENTS

INDEPENDENCE IS WORTH FIGHTING FOR

OUR VALUES

WE BELIEVE INDEPENDENCE IS WORTH FIGHTING FOR, IN TREATING **OUR PEOPLE, RETAILERS AND SUPPLIERS** THE WAY WE LIKE TO BE TREATED; AND IN **GIVING BACK** TO THE COMMUNITIES WHERE WE LIVE AND WORK



BEST STORE
IN TOWN



PASSIONATE ABOUT
INDEPENDENTS



A FAVOURITE PLACE
TO WORK



BUSINESS PARTNER
OF CHOICE



SUPPORT THRIVING
COMMUNITIES

Complying with the Code

All team members are expected to behave in a manner that helps us achieve our purpose and aligns with our values — every day.

You are required to:

- Read this Code and make sure you understand it
- Complete and sign the Declaration attached to this Code to acknowledge your agreement to be bound by it
- Follow the Code at all times in your employment or engagement with Metcash.

For the purposes of the Code, team members include all Metcash directors, employees, contractors and consultants (and any workers they engage to perform work for the Metcash group). Metcash includes all members of the Metcash group of companies.



DEMONSTRATING METCASH BEHAVIOURS

The Metcash Behaviours Framework contains four core behaviours, which align to our purpose and values and which all our team members are expected to demonstrate.

ACCOUNTABILITY

I am open and honest, accepting responsibility and delivering on promises. I act with integrity

TEAMWORK

I am responsible for the strength and diversity of my team, and I own my own development. I build a strong culture.

Metcash

THINK CUSTOMER

I understand and anticipate my retailer/supplier/shopper needs and drive innovation for mutual benefit.

CONTINUOUS IMPROVEMENT

I learn from success and failure, and seek out better ways, and I collaborate with others to reach the best outcome.

WORKPLACE BEHAVIOUR AND DIVERSITY

At Metcash, we aspire for all team members to experience a sense of belonging, to feel comfortable bringing their whole selves to work and to feel respected, unique and valued. We all have a part to play in promoting diversity and belonging, supporting equal opportunity and respecting others. We have no tolerance for unlawful discrimination, bullying, harassment or victimisation.

We expect

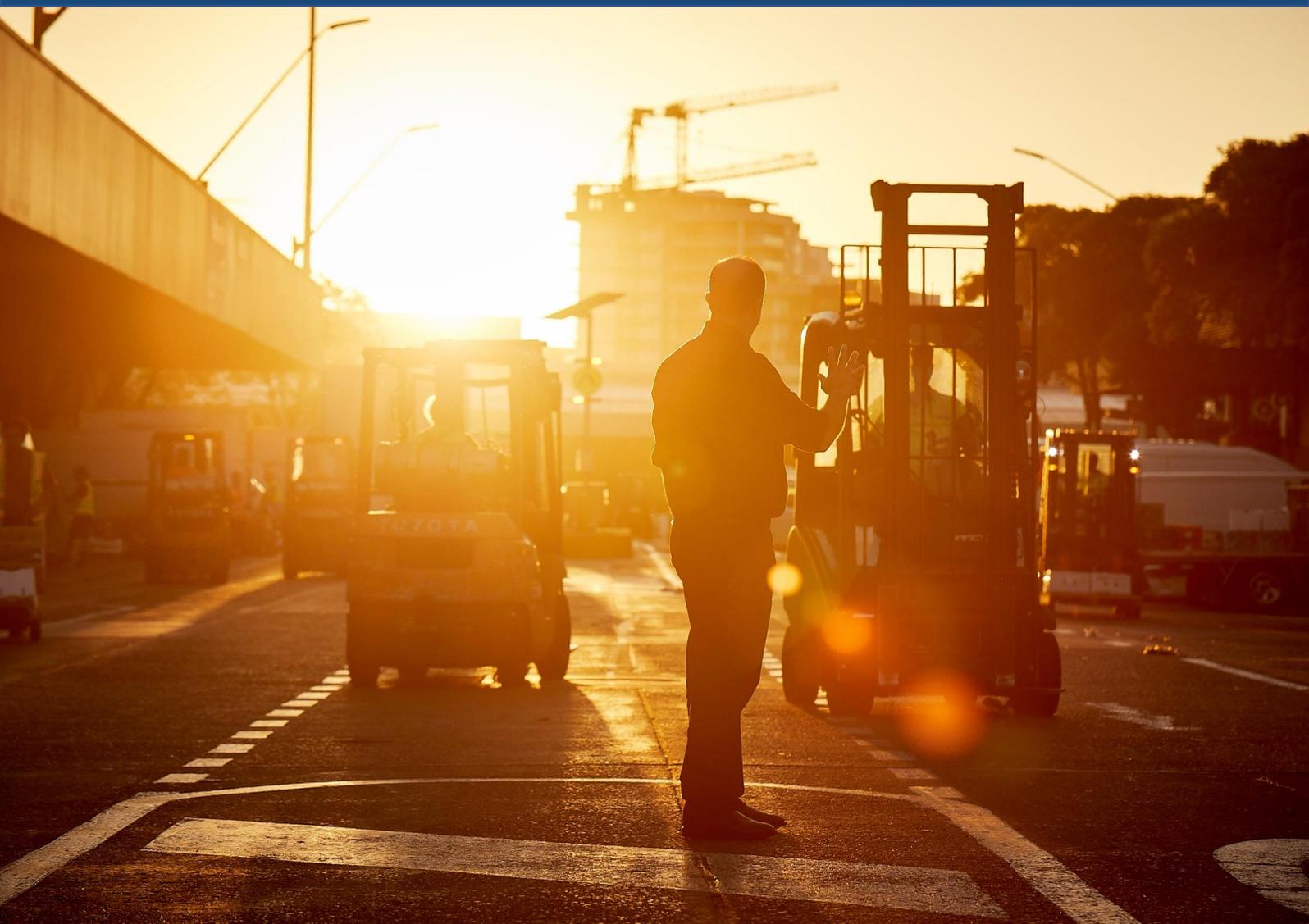
- Your conduct supports and promotes diversity and belonging at Metcash
- You treat others with dignity, courtesy and respect
- You do not victimise or treat someone less favourably because they make a complaint
- You conduct yourself in a way that reflects positively on you and Metcash including not engaging in any conduct or behaviour that may amount to bullying, harassment, sexual harassment, unlawful discrimination or vilification
- You comply with all policies, procedures and directions from your leader regarding your behaviour or conduct as notified to you from time to time, including, but not limited to Metcash's EEO, Discrimination, Bullying and Harassment Policy.

HEALTH, SAFETY AND WELLBEING

Metcash is committed to the health, safety and wellbeing of our team members and others impacted by our operations. We believe health, safety and wellbeing is everyone's responsibility and all team members have both the right to and responsibility for a safe and productive workplace.

We expect

- You arrive fit for work and not impaired in any way. Fit for work means that you are in a physical, mental and emotional state which enables you to perform assigned tasks competently and in a manner which does not compromise or threaten the health or safety of you or others
- You do your job safely, or not at all. No task is so urgent or so important that it cannot be done safely
- You make sure you know all the health and safety rules, policies and procedures that are relevant to your work or role and observe these at all times
- You promptly report all hazards and incidents, however minor, and make your leader aware of behaviours or barriers that are preventing you, or other team members, from working safely
- You lead by example, modelling safe working behaviours, and look out for your own safety, the safety of other team members, as well as the safety of retailers, suppliers and anyone else at the workplace and you do not attempt tasks you are not appropriately trained to undertake
- You dress appropriately and in a neat, clean and presentable condition. In an office environment, smart-casual dress is acceptable. Special requirements may apply in our distribution centres and retail stores, such as the requirement to wear uniforms or personal protective equipment designated for the role.



CONFLICTS OF INTEREST

In keeping with our purpose, vision and values, it is important that team members act with professionalism and integrity in all of our business dealings and our stakeholder relationships. A conflict of interest may exist where a team member has an interest or activity that creates an actual, potential or perceived conflict with the interests of or their duties to Metcash. To prevent a conflict of interest team members must separate their private interests from commercial interests so unbiased decisions in Metcash's interest are taken.

Examples of situations where a conflict may arise include, but are not limited to, where:

- You, or a friend or relative, has an undisclosed commercial or financial interest in, or relationship with, Metcash or its suppliers or retailers
- You make a business decision on behalf of Metcash that provides a personal benefit to you or a friend or relative, or you otherwise use your position at Metcash to obtain a personal benefit for yourself or friend or relative
- During working hours you do not devote your full time and attention to your tasks or duties but rather undertake a activities that result in personal gain or a benefit

All actual, potential or perceived conflicts must be disclosed to your leader and to the Risk & Assurance team and avoided until satisfactorily resolved.

Outside business activities and interests

To help manage conflicts and risks:

- All employee team members must obtain prior approval from Metcash if they want to perform work outside of their employment with Metcash, including external directorships
- All contractor and consultant team members must disclose all other engagements prior to commencing with Metcash and seek prior approval for any new engagements they propose to undertake during their engagement
- Team members must notify Metcash of any other business activities or interests they hold or engage in or propose to take up.

Metcash may refuse permission to engage in the outside work or take up those business activities or interests.

Even if Metcash has approved a team member's involvement in other work or an outside business activity or interest, it is important that a team member does not represent themselves as doing so on Metcash's behalf, or in their capacity as a team member.

Team members may own shares or other interests in any public listed company. In most cases these interests will not present a problem. However, team members should carefully assess the potential for a conflict of interest where they or their relatives own shares or other interests in a company that is a trade customer of, supplier to, or competitor of Metcash.

We expect

- You act in the best interests of Metcash in performing your work
- You disclose all actual, potential or perceived conflicts of interest, to your leader and avoid the conflict until it is satisfactorily resolved. You should err on the side of caution if you are in doubt as to whether something is an actual, potential or perceived conflict
- As a leader, you promptly notify all conflicts of interest notified to you (and the manner of resolution, as relevant) to Risk & Assurance for resolution
- You not make or influence any decision in the course of your employment or engagement with Metcash (as relevant) for personal or improper reasons, such as benefitting a friend or relative.

CONFIDENTIAL INFORMATION AND INTELLECTUAL PROPERTY



Team members may often come into contact with confidential or private information that belongs to Metcash, other team members, our retailers, our suppliers or other third parties. We trust and rely on our team members to do the right thing when it comes to confidential and private information, whether it belongs to Metcash or any other person, making sure it is only accessed when authorised and used for its intended purpose and that we do our best to keep it safe.

Taking care with confidential and private information is essential. Unauthorised access to or disclosure or use of confidential or private information can have serious adverse consequences for our reputation, damage our relationships with our retailers, suppliers and other stakeholders, cause serious harm to impacted individuals and may also be unlawful and expose the team member or Metcash to legal risk. Metcash also has a legal requirement to notify regulators and affected individuals in the event of certain breaches of personal information, within tight time frames.

Team members must also respect the intellectual property rights of Metcash's retailers, suppliers and any other third party. Inappropriate or unauthorised use or copying of intellectual property can likewise have serious consequences to our reputation and may expose the team member or Metcash to legal risk.

We expect

- You do not disclose Metcash confidential or private information without express authorisation from your Group Leadership Team leader (after consulting with the Legal team)
- You exercise care to reduce the likelihood of an unauthorised disclosure – including by properly safeguarding any information or records in your care
- You only access confidential and private information of Metcash or any other person if authorised and only use such information for the purpose it was given to you, and you only use and copy the intellectual property rights of others as expressly authorised by them
- You do not access, use, disclose or distribute any confidential or private information of any person received in error and immediately inform the sender and, at their request, delete the information or destroy or return it to the sender
- You do not keep or disclose any confidential or private information obtained during the term of your employment or engagement with Metcash after it ends for any reason
- You let your leader and the Legal team know promptly if you think you may have a legal obligation to disclose Metcash confidential or private information
- You notify your leader and the Legal team immediately if you become aware of disclosures of any Metcash confidential or private information outside Metcash or any unauthorised or improper access to or use of confidential or private information (whether of Metcash or any other person)
- You report any suspected or actual data breach immediately to your leader who must in turn report it to the Privacy Officer by emailing privacy@metcash.com.au.

METCASH ASSETS AND RESOURCES

Team members may have access to various Metcash assets and resources including machinery or equipment; vehicles or pool cars; stock, samples or merchandise; computers, tablets, mobile phones; internet access; money or financial transactions, such as cash on delivery or the use of expense accounts. Deliberate waste of, reckless damage to, or the theft or misuse of any Metcash assets or resources is not acceptable.

We expect

- You only use Metcash assets or resources as authorised for the purposes of your employment or engagement
- You exercise due care in using or dealing with any Metcash assets and resources, and always ensure any use is in the best interests of Metcash
- You ensure any records you keep are accurate and you do not change, alter, destroy or falsify Metcash records
- You do not consume, take or use samples, merchandise or stock (even if it appears damaged or unwanted) without express permission from your leader
- You report any suspected misuse or theft of Metcash assets or resources
- As a leader, you monitor and record the use of Metcash assets and resources in your team and in line with any relevant Metcash policies and procedures
- You make sure any Metcash assets or resources (including any intellectual property or confidential information) are returned at the end of your employment or engagement.

ANTI-BRIBERY, GIFTS AND ENTERTAINMENT

Team members must not offer, accept or request any payments, gifts, entertainment or other benefits which may have the intention or effect of influencing business dealings. Being influenced or seeking to influence by payments, gifts, entertainment or other benefits from or to a current or prospective retailer, supplier, a government or regulatory authority or anyone else seeking to do business with Metcash, is a conflict, compromises Metcash's reputation and may also be unlawful.

Gifts that do not create a conflict and are appropriate in the context (for example, a small token of thanks or seasonal greeting) are acceptable if disclosed to your leader, are non-monetary and have a value of no more than \$150. If a gift exceeds \$150, you must decline the gift or, if that is not practicable, give it to your pillar or function leader who must donate it to charity or share it among members of the team at their discretion. All gifts received in excess of \$150 value must be recorded in the Gift Register maintained by your pillar or function.

Likewise, entertainment that has a legitimate business purpose and does not create a conflict is acceptable, provided you obtain the consent of your leader, the entertainment (and your conduct at it) otherwise complies with this Code and other relevant Metcash policies and procedures and, if you are providing the entertainment, you act within your limits of authority.

We expect

- You do not take or authorise any action that involves illegal, unethical or otherwise improper provision or receipt of any payment, gift, entertainment or benefit
- Advise your leader of any gift you accept. As a leader, if the value of the gift exceeds \$150, deal with it as set out above
- You seek the permission of your leader to participate in business-related entertainment with retailers, suppliers or other stakeholders and act consistently with this Code and other Metcash policies and procedures at the activity.



COMPLIANCE AND LEGAL OBLIGATIONS

We are a business that operates in numerous environments across our food, liquor and hardware pillars, ranging from distribution centres, retail stores and office environments and the physical and technical infrastructure that connects them. This means at any given time, there are multiple laws and regulations we need to comply with. Meeting our legal and compliance obligations is an essential component of how we do business.

We expect

- You carry out your work in good faith, always following relevant laws, regulations, policies and procedures
- You learn about the laws, regulations, policies and procedures relevant to your role and participate in any training you are asked to complete so that you can perform your work in a legal and compliant way, and you raise anything you don't understand with your leader
- You always act within your level of authority including compliance with any delegations of authority
- You are prompt and proactive in raising any potential legal or compliance concerns or risks involving the business
- You do not engage in conduct, or ignore conduct by others, which breaches relevant laws, regulations, policies or procedures
- You speak up about any behaviour, conduct or affairs that are inconsistent with Metcash's legal and compliance obligations.



CONTINUOUS DISCLOSURE AND INSIDER TRADING

To enable Metcash to comply with its disclosure obligations under the ASX listing rules, all Metcash team members must report potentially market sensitive information concerning Metcash to a Disclosure Officer (any one of the Group CEO, the Group CFO or the Company Secretary) as soon as they become aware of it and immediately notify a Disclosure Officer if they become aware of an inadvertent leak of any market sensitive information concerning Metcash not previously disclosed to ASX.

Information will be 'market sensitive' if a reasonable person would expect that information to have a material effect on the price or value of Metcash's securities.

Team members must not deal in Metcash securities (which includes buying, selling or encouraging another person to do so) if they are aware of 'inside information' in relation to Metcash or the team member has been notified by Metcash that they must not deal in Metcash securities (either for a specified time or until Metcash gives further notice). Inside information is information which is not generally available which, if it were, a reasonable person would expect the information to have a material effect on the price or value of Metcash securities.



MEDIA (INCLUDING SOCIAL MEDIA)

Any media enquiries should be referred to the Corporate Affairs Department regardless of the pillar or function in which a team member works. Team members must not speak to the media on behalf of Metcash, offer personal opinion or provide background to any media unless expressly authorised to do so by the Head of Corporate Affairs.

Team members are responsible for the content they publish in a personal capacity on any form of social media platform. Comments made via social media are as public as if they were made to the media or in a public forum. In the same way team members are not permitted to speak to the media about Metcash or as a representative of Metcash, nor are they able to do so on or via social media. While Metcash does not intend to discourage nor unduly limit a team member's personal expression or online activities, team members should recognise the potential for damage to the business when they are able to be identified as a team member.

We expect

- You do not speak to the media or publish anything in the media in your capacity as a team member, or with reference to or on behalf of Metcash, except as authorised by the Head of Corporate Affairs
- You do not post anything on social media in your capacity as a team member, or with reference to or on behalf of Metcash, except as authorised by the Head of Corporate Affairs or your pillar's social media marketing teams
- You do not publish or post, at any time (including outside working hours), inappropriate or potentially offensive comments about Metcash, other team members, our retailers or suppliers or other business partners or any other person or class of person.

COMMUNITY AND ENVIRONMENT

Metcash is committed to being a responsible member of the communities and environment in which we do business, including by supporting our local communities, encouraging our team members to contribute to the community and endeavouring to conduct our business in an environmentally sustainable manner.

We expect

- You uphold Metcash's commitment to being a good corporate citizen while engaging in business activity
- You report any activity that is not environmentally responsible or may breach applicable laws or regulations to your leader
- If you engage in political activity, you ensure that you do not expressly or impliedly suggest Metcash endorses the activity, or that otherwise there is any connection with Metcash, if that is not the case.

COMPLYING WITH THE CODE

All team members, regardless of the pillar or function they work in or the nature of the work they perform, are expected to meet and comply with the standards, requirements and expected behaviours in this Code and to participate in Code of Conduct compliance training on an annual basis and as Metcash requires from time to time.

Where a team member does not comply with one or more aspects of the Code (or any underpinning Metcash policies and procedures), the result may be disciplinary action up to and including termination of employment or engagement (as relevant).

How to raise concerns

The best thing to do is ask.

If a team member has questions about the Code, how it applies to them, any expected behaviours, or are unsure about whether certain conduct is consistent with the Code, it is important to seek guidance from their leader.

If a team member genuinely believes that conduct is in breach of the Code, there are a number of avenues for team members to use:

1. Raise concerns with your leader (or if the breach involves your leader, then with your leader's leader). The vast majority of concerns can be resolved in this way.
2. The People Advice Centre can provide information, advice and assistance for team members with Code of Conduct concerns. Leaders are also encouraged to contact the People Advice Centre for additional support on 02 9741 7555 or peopleadvice@metcash.com
3. Alternatively you may wish to report any breach to a Protected Disclosure Officer or anonymously via the Ethics Hotline (1800 835 587 / <http://www.talkintegrity.com/metcash/>) under the [Metcash Speak Up Policy](#) to receive the protections under that Policy. The Ethics Hotline is an independent and confidential reporting line that team members can use.

We expect you to act honestly when raising a complaint, to keep anything discussed confidential if you are involved in an investigation, and to promptly raise issues or suspected breaches of this Code.

Dealing with breaches

Metcash treats breaches of the Code seriously. This includes where a team member has assisted in the breach of the Code or, as a leader, has not taken appropriate action in relation to a breach. Where a breach of this Code has occurred, appropriate action including disciplinary action may be taken. Breaches that Metcash considers serious misconduct are likely to result in termination of employment or engagement (as relevant).

Metcash policies and procedures

There are Metcash policies and procedures which underpin this Code of Conduct. Examples include:

- Diversity and Inclusion Policy
- EEO, Discrimination, Bullying and Harassment Policy
- Media Policy and Social Media Policy
- Privacy Policy
- IT Security Policy
- Internet and Email Guidelines
- Data Breach Response Plan & Privacy Compliance Manual
- Speak Up Policy
- Market Disclosure Policy
- Securities Trading Policy

Metcash policies and procedures are published and can be accessed on MetCentral. Team members who do not have access to MetCentral should ask their leader if they want copies of any policies, and they can also be obtained by contacting the People Advice Centre, on 02 9741 7555 or peopleadvice@metcash.com

We expect you to read Metcash policies and procedures, noting they will be updated periodically.

Review of Code of Conduct

The Code will be reviewed periodically by Metcash, and is not intended to, and does not, create any contractual rights or benefits or form part of any contract between a team member and Metcash.

CODE OF CONDUCT DECLARATION

At Metcash, we require all team members to confirm whether they are engaging in any business activities that could potentially conflict with their obligations to the business. If you are unable to access this form using the Metcash online training platform, please complete the form manually and return to the P&C Advice Centre (peopleadvice@metcash.com).

Are you a director, sole owner, partner, consultant, advisor to, or have a financial interest in, any business enterprise that, to your knowledge (tick where appropriate):

YES

NO

Supplies property, goods or services to Metcash or any of its wholly owned subsidiaries?

Engages in any business that may be in competition with Metcash or any of its wholly owned subsidiaries?

Are you a director of any entity (tick where appropriate):

YES

NO

If your answer is "yes" to any of the above questions, please identify the business enterprise or entity and describe your relationship to it:

Do you perform work, in any capacity (and including on a voluntary basis), or have any business interests outside of your employment or engagement with Metcash:

YES

NO

Perform work outside your employment or engagement with Metcash

Have or undertake business interests or activities outside of your employment or engagement with Metcash

If your answer is "yes" to either of the above questions, please identify the nature of the work activities or outside business interests or activities and describe your relationship to it:

I acknowledge that:

- I have read and understood my obligations as outlined in the Metcash Code of Conduct
- I am required to adhere to all the requirements in the Code of Conduct and seek guidance from my leader if I am unsure
- I am expected to speak up about any behaviour, conduct or affairs that are inconsistent with Metcash's expected standards of conduct and behavior
- The Code of Conduct sets out directions and requirements that the Metcash group requires me to comply with, but is not intended to and does not form part of any contract between me and Metcash
- A breach of the Code of Conduct is a serious matter that may lead to disciplinary action, up to and including the termination of my employment or engagement (as relevant).

Signature:

Name (Please print):

Employee No (if known):

Position Title:

Location:

Date:

Metcash

Metcash



**Independent
Hardware Group**
Mitre 10 • Home Timber & Hardware • Thrifty-Link • True Value Hardware

ALM
AUSTRALIAN LIQUOR MARKETERS PTY. LTD.

Metcash
Food & Grocery