



## METCASH LIMITED NOMINATION COMMITTEE CHARTER

1. The Nomination Committee (“Committee”) is a standing committee of the Board of Directors (“Board”) of Metcash Limited (“Metcash”). The scope of this Charter extends to all subsidiaries of Metcash and all references to Metcash expressly include those subsidiaries.
2. The principal responsibilities of the Committee are to:
  - (a) review and advise the Board with respect to Board membership, including with respect to recruitment, composition, competencies, experience and diversity and having regard to the need to have effective succession plans in place. The Committee shall also make recommendations for the recruitment, appointment and re-election of directors, and where necessary, propose candidates for consideration by the Board;
  - (a) assist the Board and the Chair of the Board, as required, in evaluating the performance of the Board, its committees and the selection and competencies of individual directors against robust and effective measures including as outlined in Section 8 of the Metcash Board Charter;
  - (b) undertake appropriate checks before appointing a person, or putting forward to shareholders a person for election, as a director and provide shareholders with all material information in its possession relevant to a decision on whether to elect a director;
  - (c) ensure that an effective Board induction process is in place and regularly review its effectiveness as well as providing access to continuing professional development programs for existing directors;
  - (d) ensure that the Board has in place plans to manage the succession of the CEO and other senior executives; and
  - (e) review the time expected to be devoted by non-executive directors in relation to Metcash’s affairs and carrying out their duties as non-executive directors.
3. The Committee shall be comprised of the non-executive directors and shall be chaired by the Chair of the Board. A separate Chair will be appointed if and when the Committee is dealing with the appointment of a successor to the Chair of the Board.
4. The Committee may extend an invitation to any person to attend all or part of any meeting of the Committee which it considers appropriate.
5. The Committee and its members may:
  - (b) obtain independent professional or other advice from external consultants or specialists in the fulfillment of their duties at the cost of Metcash; and
  - (c) obtain such resources and information from Metcash management in the fulfillment of their duties as they may reasonably require.

Approved by the Board on 23 February 2017