



## **METCASH LIMITED NOMINATION COMMITTEE CHARTER**

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The principal responsibilities of the Committee (which are available on the company's website) are to:

1. Review and advise the Board with respect to Board membership, including with respect to 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 appointment and re-election of Directors, and where necessary, propose candidates for consideration by the Board.
2. 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.
3. Ensure that an effective Board induction process is in place and regularly review its effectiveness.
4. Review the time expected to be devoted by Non-executive Directors in relation to the Company's affairs and carrying out their duties as Non-executive Directors.
5. The Committee shall be comprised of the Non-executive Directors and shall be chaired by the Chair of the Board.
6. The Committee may extend an invitation to any person to attend all or part of any meeting of the Committee which it considers appropriate.
7. The Committee has the authority to:
  - (a) obtain independent professional or other advice in the fulfillment of its duties at the cost of the Company; and
  - (b) obtain such resources and information from the Company in the fulfillment of its duties as it may reasonably require.