



METCASH LIMITED REMUNERATION COMMITTEE CHARTER

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

1. Review and advise the Board annually on the remuneration and components of remuneration for the Chief Executive Officer and executives reporting directly to the Chief Executive Officer. A critical role and objective is to ensure that there are both competitive (relative to the Company's desired position to market) and effective reward mechanisms in place for senior executives.
2. Review management recommendations and advise the Board on performance linked compensation packages for management staff, directors' and executives' retirement, pension and superannuation schemes, and employee participation schemes, including executive share and share option plans and employee share plans.
3. Oversee the administration of the Metcash Employee Option Plan, Share Performance Rights Plan and exercise the Board's discretionary power when required.
4. Review management recommendations on policies and strategies relating to employee culture and behaviour and make recommendations to the Board where appropriate. This includes, but is not limited to, policies and recommendations on bullying, harassment and diversity.
5. 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.
6. Review, approve and oversee the effectiveness of Metcash's succession planning for the CEO, his direct reports and critical business roles.
7. The Committee will annually revisit its objectives and duties and review the effectiveness of its performance.