

METCASH SECURITIES TRADING POLICY

1. Purpose and scope of this Policy

- 1.1 This Securities Trading Policy (**Policy**) aims to promote compliance with Australia's insider trading laws, to mitigate the risk of insider trading occurring and to protect Metcash from legal risk and reputational damage arising from insider trading, in each case in relation to dealings in Securities by Team Members.
- 1.2 This Policy applies to dealings in Securities by all Team Members. Certain aspects of this Policy however apply only to Directors, the GLT or Specified Management, as well as their 'connected persons'. Directors, the GLT and Specified Management must ensure that their connected persons are aware of the rules in this Policy.
- 1.3 In this Policy:

Company Secretary means the company secretary of Metcash Limited;

Connected Person means:

- (a) a family member who may be expected to influence, or be influenced by, the Director, GLT member or Specified Manager in their dealings with Metcash or Securities (this may include the Director, GLT member or Specified Manager's spouse, partner and children, the children of their partner, or their dependants or dependents of their partner); and
- (b) a company or any other entity which the Director, GLT member or Specified Manager has an ability to control;

Director means a director of Metcash Limited;

GLT means the Group Leadership Team (being the Group CEO and certain of his or her direct reports who form part of Metcash's Group Leadership Team as determined by the Group CEO from time to time);

Metcash means Metcash Limited and its subsidiaries;

Securities means all Metcash shares, options, notes, performance rights, debentures and other securities on issue or granted from time to time;

Specified Manager means any person (other than a Director or a member of the GLT) who, due to the nature of their position, is likely to come into contact with, or have access to, key financial, operational or strategic information about Metcash that will, or is likely to have, a material effect on the price or value of Securities, and includes at a minimum:

- (a) all directors of subsidiaries of Metcash Limited;
- (b) the Company Secretary and all company secretaries of subsidiaries of Metcash Limited;
- (c) all Team Members at the General Manager level and above;
- (d) direct support staff (such as Executive Assistants) of Directors, the GLT and any of the above roles;
- (e) all members of Finance, Risk and Assurance, Legal and Corporate Affairs and Investor Relations teams (whether in Metcash's corporate division or any of its business pillars); and
- (f) any other Team Member that is notified from time to time by Metcash that they are a Specified Manager,

and **Specified Management** has a corresponding meaning; and

Team Members means all directors, employees, contractors and consultants of Metcash.

2. Restrictions applying to all Team Members

- 2.1 Team Members must not 'deal' in Securities 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 Securities (either for a specified time or until Metcash gives further notice). The terms 'deal' and 'inside information' are explained in section 7 below.
- 2.2 Team Members must apply a "Front Page Test" before dealing in Securities. Applying a Front Page Test means asking the following questions:
- (a) If the market was aware of all the current circumstances, could I be perceived to be taking advantage of my position in an inappropriate way?
 - (b) How would it look if the transaction were reported on the front page of the newspaper?
- 2.3 If the Team Member is unsure, he or she should consult the Company Secretary before dealing.
- 2.4 Team Members must not:
- (a) deal in Securities on a speculative or short-term trading basis, which includes buying and selling Securities on market within a 3 month period, and entering into other short-term dealings. Note, selling Securities received following the vesting or exercise of entitlements under an executive or employee incentive plan within 3 months of the vesting or exercise date is **not** a short-term dealing for the purposes of this Policy; or
 - (b) short-sell Securities, which involves borrowing the Securities and selling them in the hope that you will be able to buy the Securities back at a lower price at some point in the future to make a profit.

3. Restrictions applying to Directors, GLT and Specified Management

- 3.1 No Director, member of the GLT or Specified Manager may deal in Securities between:
- (a) 1 October and 10am (Sydney time) on the next trading day following the ASX announcement of the half year results (e.g. if the results are released on Monday, you can deal at 10am on Tuesday subject to seeking prior written approval in line with section 4);
 - (b) 1 April and 10am (Sydney time) on the next trading day following the ASX announcement of the preliminary full year results; and
 - (c) any other period that the Board specifies from time to time,
- except with prior written authority obtained in accordance with section 4.
- 3.2 The Board may under section 3.1(c) above restrict the Directors, members of the GLT and Specified Managers from dealing in Securities during any other period if, in its opinion, information is available to Directors, GLT members or Specified Managers which, if published, could affect the price or value of the Securities. This may occur, for example, where Metcash intends to make an announcement containing market sensitive information. Dealing in Securities may be restricted for certain periods prior to, and after, such announcement.
- 3.3 Directors, GLT members and Specified Managers must take appropriate steps to ensure that their Connected Persons only deal in Securities in circumstances where they would be permitted to deal under this Policy. For example, by obtaining prior written approval in accordance with this Policy in respect of the dealing if the Director, GLT member or Specified Manager would be required to first obtain such clearance under this Policy.

4. Seeking approval to deal during prohibited periods – Directors, GLT and Specified Management

- 4.1 A Director, GLT member or Specified Manager who wishes to deal in Securities during a prohibited period referred to in section 3.1 must request the approval of:
- (a) the Chair of Metcash Limited (in the case of Directors/GLT);
 - (b) the Chair of the Audit, Risk and Compliance Committee (in the case of the Chair of Metcash Limited); or
 - (c) the Group CEO (in the case of Specified Managers),
- (each of the above, an Approver).
- 4.2 A request under section 4.1 must be submitted to the Company Secretary in writing or by email and the Company Secretary will communicate the request to the relevant Approver.
- 4.3 An application under section 4.1 must be accompanied by sufficient evidence (in the opinion of the relevant Approver) that the dealing of the relevant Securities is the most appropriate course of action available in the circumstances.
- 4.4 An application under section 4.1 will only be granted in exceptional circumstances and where the Director, GLT member or Specified Manager is not in possession of inside information. Such exceptional circumstances may include where the person:
- (a) is in severe financial hardship; or
 - (b) is required under a court order or undertaking to dispose of the Securities or is required to do so as part of a family settlement.
- 4.5 The Approver may request more information from the applicant, grant the request, refuse the request or impose conditions on the dealing.
- 4.6 The Approver is not obliged to provide reasons for any aspect of the decision.
- 4.7 Approval can be revoked at any time by the Approver at their discretion without giving a reason for this decision. This may occur because new information comes to light or there is a change in circumstances.
- 4.8 If a request is not approved or an approval is revoked, that fact must be kept confidential.
- 4.9 If a request is approved, the approved dealing must occur within 5 business days following approval (or such other time specified in the approval), otherwise the approval is no longer effective and fresh approval must be sought.
- 4.10 Following any trade, Directors must promptly notify the Company Secretary, ideally by close of business on the day of the trade. This is to assist Metcash Limited to comply with its disclosure obligations under the ASX Listing Rules.

5. Seeking approval to deal outside prohibited periods – Directors and GLT only

- 5.1 A Director or member of the GLT who wishes to deal in Securities outside a prohibited period referred to in section 3.1 must seek approval in accordance with section 4.

6. Hedging, margin loans and excluded dealings

- 6.1 Team Members must not enter into a hedging or other derivative transaction in connection with Securities:
- (a) acquired under any executive or employee incentive plan prior to vesting; or
 - (b) whilst they are subject to a holding lock or restriction on dealing under the terms of any executive or employee incentive plan.

The use of hedging or other derivative transactions in these circumstances can have the effect of distorting the proper functioning of time and/or performance hurdles under executive or employee incentive plans and reduce the intended alignment between management and shareholders, as well as being prohibited under the Corporations Act for Directors, Metcash's key management personnel and their closely related parties.

- 6.2 Directors and members of the GLT who finance acquisitions of Securities by margin call loans must advise the Company Secretary of these arrangements who must maintain a register of these arrangements and provide a copy to the Board on any change (addition or deletion) to the register. Directors and GLT members must advise the Company Secretary (who must in turn advise the Chair) of any lender's intention to sell Securities held by them to satisfy margin loans. This Policy in no way alters the obligation of Directors and GLT members to notify the Company Secretary of any change in the beneficial ownership of Securities held by them.
- 6.3 The following dealings are excluded from the restrictions on short-term dealing (section 2.4), restrictions on dealings during prohibited periods (section 3) and restrictions on dealings outside prohibited periods (section 5) set out in this Policy:
- (a) participation in an executive or employee incentive plan operated by Metcash. However, where Securities granted under an executive or employee incentive plan cease to be held under the terms of that plan (e.g. when shares are issued on vesting of performance rights), any dealings in those Securities must only occur in accordance with this Policy;
 - (b) the following categories of trades:
 - acquisition of Securities through a dividend reinvestment plan;
 - acquisition of Securities through a Security purchase plan available to all retail Security holders;
 - acquisition of Securities through a rights issue; and
 - the disposal of Securities through the acceptance of a takeover offer, scheme of arrangement or equal access buy-back;
 - (c) dealings that result in no effective change to the beneficial interest in the Securities (for example, transfers of Securities already held into a superannuation fund or trust of which the Team Member is a beneficiary);
 - (d) trading under a pre-approved non-discretionary trading plan, where the Team Member did not enter into the plan or amend the plan during a blackout period, the plan does not permit the Team Member to exercise any influence or discretion in relation to trading under the plan and the plan cannot be cancelled during a blackout period, other than in exceptional circumstances; and
 - (e) a disposal of Securities that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement.
- 6.4 However, given the above dealings **remain subject to the insider trading laws**, Team Members should still consider any legal or reputational issues (and discuss any concerns they have with the Company Secretary) before proceeding with any Securities dealing.

7. Insider trading – Further information

- 7.1 Under the insider trading provisions of the Corporations Act, it is an offence for a person who:
- (a) has information (which includes intentions and matters of supposition); and
 - (b) knows (or ought to know) that:
 - the information is not generally available (that is it has not been made known in a way in which it would or would be likely to come to the attention of persons who commonly invest in the securities affected by the information); and

- if it were generally available, a reasonable person would expect the information to have a material effect (upwards or downwards) on the price or value of those securities (which will be the case if it would or would be likely to influence persons who commonly invest in securities in deciding whether or not to buy or sell the relevant securities),

to 'deal' which means:

- (a) apply for, acquire or dispose of the relevant securities or agree to do so;
- (b) procure, incite, induce or encourage another person to apply for, acquire or dispose of the relevant securities or agree to do so; or
- (c) directly or indirectly communicate the information to another person if the person knows (or ought to know) that the other person would or would be likely to do any of the above things.

7.2 The prohibited conduct under the Corporations Act includes dealings not only in Securities but also in securities of other listed companies with which Metcash may be dealing (including Metcash's customers, contractors or business partners) where a Team Member possesses 'inside information' in relation to that other company.

8. Breaches of this Policy

8.1 Breaches of the insider trading laws can have significant consequences for both the Team Member concerned and Metcash.

8.2 Breaches of this Policy will be taken very seriously and may result in disciplinary action against relevant Team Members, up to and including termination of employment or engagement (as applicable).

9. Questions

9.1 Team Members should contact the Company Secretary if:

- (a) they are unsure about whether it is acceptable to deal or communicate with others in relation to the Securities or other securities; or
- (b) if they have any other queries about this Policy.