

METCASH SPEAK UP POLICY

Commitment

Metcash is committed to high standards of business conduct and ethical behaviour outlined in its Code of Conduct including complying with all applicable laws and practices. Metcash's ability to maintain these high standards depends on you speaking up about any behaviour, conduct or affairs that are inconsistent with Metcash's expected standards of conduct and behaviour. For this reason, the Metcash Limited Board (**Board**) and the Metcash management team values speaking up and seeks to promote a workplace environment in which everyone feels safe, supported and encouraged to speak up.

Purpose

The purpose of the Metcash Speak Up Policy (**Policy**) is to encourage all employees and non-employees covered by this Policy to report suspected 'Reportable Conduct' that they may become aware of during their engagement with Metcash. Reportable Conduct is described below. This Policy applies in respect of Metcash Limited and each of its subsidiaries. All references to Metcash in this Policy mean Metcash Limited and its subsidiaries.

While conduct can be reported through the normal channels of Metcash line management, there may be times where you believe the matter has not been effectively resolved, or that it is inappropriate or difficult for matters to be reported through these channels, or you otherwise prefer to report under this Policy in order to receive the protections described in this Policy.

This Policy sets out the Company's whistleblower escalation process and the protections available. You should be aware that by speaking to people other than those nominated under this Policy or who are otherwise eligible recipients under the law, this may limit the protections that you are entitled to under the law.

Scope

The protections under this Policy apply to all of Metcash's current and past:

- employees;
- officers;
- suppliers (including employees of suppliers); and
- associates,

and these people's dependents (or their spouse's dependents) and their relatives.

The above persons are eligible whistleblowers and may also be protected by whistleblowing laws. Please see the Appendix for more information.

Other persons who are not listed above are also able to make a disclosure under this Policy, however they may not be deemed eligible whistleblowers in accordance with the whistleblowing laws, which means that certain protections afforded by this Policy may not be available to those persons.

What is Reportable Conduct?

You may make a report under this Policy if you have reasonable grounds to suspect that any Reportable Conduct has occurred or is occurring.

Reportable Conduct is any suspected or actual misconduct or improper state of affairs or circumstances in relation to Metcash. This will include conduct in relation to an employee or officer of Metcash, as well as a breach of law or information that indicates a danger to the public or to the financial system. For example, Reportable Conduct includes conduct which:

- is unethical, dishonest, fraudulent or corrupt activity, including bribery, facilitating payments or other such benefits

- breaches the Metcash Code of Conduct or other Metcash policies or procedures;
- is illegal or criminal activity (such as theft, illicit drug sales or use, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal laws or regulations);
- is potentially damaging to Metcash, a Metcash employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of Metcash assets; amounts to an abuse of authority, unauthorised use of Metcash's confidential information or conflict of interest;
- is anti-competitive behaviour;
- involves financial fraud or mismanagement, insider trading, breach of trade sanctions or other trade controls or tax-related misconduct;
- may cause financial loss to Metcash or damage its reputation or be otherwise detrimental to Metcash's interests;
- involves harassment, discrimination, victimisation or bullying;
- involves modern slavery practices; or
- involves any other kind of serious impropriety.

Reportable Conduct does not generally include personal work-related grievances. Personal work-related grievances are grievances relating to your employment that have implications for you personally (such as a conflict between you and another employee or a decision about your promotion). Generally, personal work-related grievances are more effectively addressed by relevant People and Culture policies.

While personal grievances will not generally amount to Reportable Conduct, they may be covered by this Policy in certain situations.

For example, a grievance may be covered by this Policy if it:

- relates to detriment that has been suffered or is threatened because an individual has raised a concern about suspected Reportable Conduct;
- relates to both a personal work-related grievance and Reportable Conduct; or
- relates to concerns that Metcash has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or information that suggests misconduct beyond the discloser's personal circumstances.

In some cases, personal work-related grievances may qualify for legal protection. See the Appendix for details.

What if the Information is Incorrect?

When making a report under this Policy, you must have reasonable grounds to believe that the Reportable Conduct has occurred or is occurring (e.g. you believe the information is true). However, you will still be protected under this Policy even if the information turns out to be incorrect.

However, you obviously must not make a report under this Policy that you know is false or misleading. If you knowingly make a false or misleading report, it will be viewed seriously and may be a breach of Metcash's Code of Conduct and will be followed up with disciplinary action up to and including termination of employment or legal proceedings.

Who to Report To

Metcash has several channels for making a report if a person becomes aware of any issue or behavior which they consider to be Reportable Conduct.

Reports of actual or suspected Reportable Conduct may be made anonymously and will still qualify for legal protections. However, this may limit Metcash's ability to address the matter reported and provide you with support and protection from detriment. If you provide your identity when making a report, your identity will be treated sensitively and confidentially as described in this Policy.

Metcash encourages you to speak up to one of the following **Recipients**:

(a) any of the Protected Disclosure Officers, being the:

<p>Group Head of Risk and Compliance (Whistleblower Protection Officer)</p> <p>Gregory Greer</p> <p>P: +61 2 2 9741 3037</p> <p>M: +61 418 797 892</p> <p>E: Gregory.Greer@metcash.com</p>	<p>Chief People and Culture Officer</p> <p>Danielle Jenkinson</p> <p>P: +61 2 9741 7388</p> <p>M: +61 424 317 163</p> <p>E: Danielle.Jenkinson@metcash.com</p>	<p>Chief Legal, Risk and Compliance Officer & Group Company Secretary</p> <p>Julie Hutton</p> <p>P: +61 2 9741 3063</p> <p>M: +61 429 776 368</p> <p>E: Julie.Hutton@metcash.com</p>
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(b) the independent external Ethics Hotline:

- <https://www.pkftalkintegrity.com/?met>
- Phone: 1800 835 587 (Australia) / 0080 5100 5200 (New Zealand)

The Recipients will ensure appropriate protective measures are put in place for the individual.

The independent Ethics Hotline has been established, external to Metcash, to provide an option for those with concerns to raise issues and provide information in a completely anonymous manner.

Please note that reports made to a member of the People and Culture team (other than the Chief People and Culture Office), through the People Advice Centre, or under the Metcash ‘*See Something, Say Something*’ Guidelines, are handled separately and are not treated as reports made under this Policy. To be covered by the ‘whistleblowers’ protection’ described under this Policy (explained in more detail below), you must report to a Recipient or other eligible recipient under the law (refer the Appendix for further detail).

People must not discourage any individual from disclosing Reportable Conduct and to do so will itself breach this Policy. If any person is told not to raise or pursue a concern, even by their manager or a person in authority, they are encouraged to still make a disclosure to a Recipient (including, if applicable, to make a further disclosure to a different Recipient).

While we encourage you to report Reportable Conduct to a Recipient, there are certain other people to whom you can report and still receive the legal protections described in this Policy, who are listed in the Appendix.

What Information Should I Provide?

You should provide as much information as possible, including details of the Reportable Conduct, people involved (including witnesses), dates, locations and if any more evidence may exist.

You are encouraged to feel supported and safe in providing information, and to consent to the limited sharing of your identity. This will assist Metcash to protect and support you in relation to your disclosure and facilitate Metcash in investigating, reporting and taking action arising as a result of your disclosure.

Please be aware that if you do not consent to the limited sharing of your identity as needed, this may limit Metcash’s ability to progress your disclosure and take any action in respect of your disclosure.

Whistleblower Protection Officer

Metcash has appointed a Whistleblower Protection Officer who is a senior Metcash employee (the Group Head of Risk and Compliance). The Whistleblower Protection Officer is authorised to protect whistleblowers from personal disadvantage as a result of making a report. The Whistleblower Protection Officer is authorised to provide certain protections where he/she deems appropriate for fulfilling their role.

Anyone covered by this Policy can approach the Whistleblower Protection Officer prior to, during or after making a whistleblowing report to seek advice.

Protection for Reports Made Under this Policy

Metcash is committed to protecting people who disclose Reportable Conduct under this Policy. This section outlines Metcash's policy on protecting those who report Reportable Conduct.

Protection from detriment and confidentiality are legal protections for disclosing Reportable Conduct. Additional legal protections may be available and are summarised in the Appendix.

Protecting your identity

Metcash will look to protect the identity of people who disclose Reportable Conduct. Your identity (and any information Metcash has because of your report that someone could likely use to work out your identity) will only be disclosed if:

- you give your consent to Metcash to disclose that information;
- the disclosure is allowed or required by law (e.g. in dealings with a regulator or the police); or
- in the case of information likely to identify you, it is reasonably necessary to disclose the information for the purposes of an investigation, but all reasonable steps are taken to prevent someone from working out your identity.

Measures which Metcash may adopt to protect your identity may include some or all of the following, as appropriate in the circumstances:

- using a pseudonym in place of your name;
- if you choose to remain anonymous, communicating with you through the anonymous avenue available through the Ethics Hotline;
- redacting personal information or references to you, or generalising information in your disclosure;
- referring to you in a gender-neutral context;
- limiting access to all information relating to a disclosure to those directly involved in managing and investigating the report;
- only disclosing your identity or information that is likely to lead to your identification to a restricted number of people who are directly involved in handling and investigating the disclosure; and
- reminding each person who is involved in handling and investigating a disclosure about the confidentiality requirements.

If your report qualifies for legal protection as set out in the Appendix, your identity and information that is likely to lead to another person identifying you has the benefit of these protections at law. If a person makes an unauthorised disclosure of your identity, the person may breach the law and you may be able to seek legal recourse. In some circumstances, this may also be a criminal offence.

Protecting you from detriment

No person may victimise or cause detriment to someone else (or threaten to do so) because of a belief that person has, will or could report Reportable Conduct. Examples of detriment include discrimination, harassment, intimidation, retaliation, causing physical or psychological harm, damaging property, varying an employee's role or duties, or demoting or dismissing the person.

Metcash is committed to ensuring that any individual providing or considering providing Reportable Conduct information is not disadvantaged in any way from validly raising such concerns about suspected behaviour. Preferably, you should contact the Whistleblower Protection Officer if you are concerned that you are, or someone else is, being disadvantaged or suffering any form of detriment or victimisation in connection with speaking up. However, you can also tell any of the Recipients and Metcash will treat this very seriously.

In particular, Metcash will seek to ensure that you will not be disadvantaged by dismissal, demotion, harassment, discrimination or bias or suffer other detrimental conduct if you make or are considering making a report under this Policy.

If your report qualifies for legal protection as set out in the Appendix, you are legally protected from detriment. If a person causes detriment or victimises you, or threatens to do so, the person may breach the law and you may be able to seek legal recourse. In some circumstances, this may also be a criminal offence.

Other protections available

Metcash is committed to making sure that you are treated fairly and do not suffer detriment because you speak up. The additional protections Metcash can offer you will depend on things such as the relevant conduct, people involved and whether you have disclosed your identity. Protections may include the following:

- monitoring and managing the behaviour of other employees;
- relocating employees (which may include the people alleged to have been involved in the Reportable Conduct) to a different division, group or office;
- offering you a leave of absence or flexible workplace arrangements while a matter is investigated;
- for disclosers who are employees, accessing Metcash’s Employee Assistance Program; and/or
- seeking to rectify any detriment that you have suffered.

Metcash will look for ways to support all people who report information under this Policy, but it will not be able to provide non-employees with the same support that it provides to employees. Where this Policy cannot be applied to non-employees (e.g. because Metcash cannot itself offer flexible workplace arrangements to a supplier), Metcash will still seek to offer as much support as practicable.

See the Appendix which describes the special protections available to whistleblowers who disclose in accordance with Australian law.

Confidentiality and Making an Anonymous Report

You can make an anonymous report if you do not want to reveal your identity. Metcash encourages the disclosure of Reportable Conduct, however we appreciate that doing this can be difficult.

All information received in respect of Reportable Conduct will be held in strictest confidence and the identity of the person will not be disclosed without obtaining their permission or as allowed or required by law.

Whilst you can choose to remain anonymous when reporting Reportable Conduct, we encourage you to provide your name to assist us in the investigation and resolution of the matter. However, you are not required to do so, and may choose to remain anonymous when making a disclosure, over the course of the investigation and after the investigation is finalised.

If you do not provide your name, any investigation will be conducted as best as possible in the circumstances. Metcash will assess the content and merit of your disclosure in the same way as if you had revealed your identity. However, an investigation may not be possible if you do not provide sufficient information, or if the disclosure is particularly specific to you and you do not provide consent to share your identity. It may also be difficult to offer you the same level of practical support if we do not know your identity. You will still be entitled to protections under the law, as applicable (see the Appendix).

If you do provide your name, it will only be disclosed if you provide your consent, or if allowed or required by law. Details of how your identity will be protected are described in this Policy. If you have concerns about this, you can discuss this with the Recipient.

Responding to a Report Under this Policy

All disclosures made under this Policy will be received and treated sensitively and seriously, and will be dealt with promptly, fairly and objectively. Metcash’s response to a disclosure will vary depending on the disclosure (including the amount of information provided). While reporting information under this

Policy does not guarantee that the matter will be formally investigated, all reports will be properly assessed and considered and a decision made as to whether they should be investigated.

To reassure those individuals providing information as to the integrity with which their information will be assessed by Metcash, any investigation will be undertaken or supported by appropriately qualified parties, whether internally and/or by external advisers, consultants or specialists, depending on the matter or content of the individual complaint received. The investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances. All employees and contractors must cooperate fully with any investigations.

As noted above, if a person chooses to disclose an issue anonymously, this may hinder the ability to fully investigate the matter, or to commence an investigation at all.

Metcash will endeavour to ensure the fair treatment of all persons who are mentioned in a report, including those who are known to be the subject of or implicated in a report. In this regard, the investigating officers undertaking the review of the information provided will assume no guilt on the part of any party until proven otherwise. When appropriate, a person being investigated will be provided with details of the disclosure that involves them (whilst protecting the identity of the discloser and to the extent permitted by law) and be given an opportunity to respond. Where any wrongdoing is uncovered, the investigating officer will apply the guidelines of Metcash's Code of Conduct or other relevant policies along with this Policy.

Whistleblower Feedback and Results of Investigation

Where an individual reports suspected Reportable Conduct and seeks protection, they will, where possible or appropriate, receive relevant and timely feedback on the progress of the investigation, which may vary on a case-by-case basis.

At the conclusion of the investigation, they may be informed of the outcome, but it may not always be appropriate to provide this information and may not be possible unless the individual's identity and contact details are provided.

The outcome of any investigation, and any subsequent actions, will be recorded in writing. This information will be confidential and is the property of Metcash. The outcome of any investigation will be reported to the Board or a Committee of the Board in accordance with this Policy.

Metcash will apply discretion regarding the disclosure of outcomes relating to an investigation to a discloser or any other person subject to or implicated in an investigation. Where an investigation identifies a breach of Metcash's Code of Conduct or internal policies or procedures, appropriate disciplinary action may be taken. This may include but is not limited to terminating or suspending the employment or engagement of a person(s) involved in any misconduct.

Penalties for Breach of this Policy

Where any officer, employee or contractor of Metcash breaches this Policy by acts of intimidation, retaliation etc., this will be considered a breach of Metcash's Code of Conduct and will be dealt with as such as outlined within that Code.

As noted above, in certain circumstances, an unauthorised disclosure of identity, victimisation of or causing detriment to whistleblowers can constitute a criminal offence.

Any person who engages in an unauthorised disclosure of identity or detrimental conduct will be subject to disciplinary action, including but not limited to termination of employment or engagement. Metcash may also refer any person that has engaged in such conduct to law enforcement authorities for further investigation.

Reporting

The Protected Disclosure Officers are responsible for reporting incidents and matters disclosed under this Policy to the Board or a Committee of the Board. Serious and/or material Reportable Conduct will be considered by the Protected Disclosure Officers for immediate referral to the Chair of the Audit, Risk and Compliance Committee (ARCC), who in turn may notify the Board as they deem appropriate.

These reports will also observe the identity protection requirements outlined above.

Policy Management

Policy Administration

This Policy is administered by the Group Risk and Compliance function.

Monitoring Review

The Policy is reviewed annually to ensure it is operating effectively or more frequently if there is a major change to Metcash or change in relevant law. Changes to the Policy must be approved by the ARCC.

Training

Protected Disclosure Officers will receive training about how to respond to any reports made under this Policy.

Communication

This Policy is published on Metcash's website at <https://www.metcash.com/corporate-information/corporate-governance/> and on the Metcash Intranet.

Further Information

Any questions about this Policy or reporting Reportable Conduct can be referred to the Whistleblower Protection Officer or independent external Ethics Hotline. Questions can be asked at any time, including before or after you have made a report under this Policy.

This Policy does not form part of terms of employment and may be amended from time to time.

APPENDIX – Special protections available to whistleblowers under the law

Under Australian law, including the *Corporations Act 2001* (Cth) (the **Act**), legislative protections for disclosing Reportable Conduct are available to certain persons (including current and former employees, officers, suppliers, employees of suppliers, associates, as well as these people’s relatives and dependants) who make a protected disclosure to certain people.

You are encouraged to disclose Reportable Conduct to Recipients outlined in this Policy and you will be protected as outlined in the Policy if you do so. However, the law also offers protections in other cases (for example, you can report Reportable Conduct to people other than Recipients). A disclosure can qualify for protection under the Act even if it is made anonymously or turns out to be incorrect.

Please contact a Recipient if you would like more information about legal protections.

Eligible Recipients Under the Law

To be a protected disclosure qualifying for protection under the Act, the disclosure must relate to a disclosable matter and be made to an eligible recipient under the Act. A matter that is disclosed under the Policy but which does not meet these criteria will not qualify for protection under the Act. Examples of this information and recipients are outlined in the following table:

Information reported or disclosed	Recipient of disclosed information
<p>General Disclosable Matters</p> <ul style="list-style-type: none"> ▪ Information about actual or suspected misconduct, or an improper state of affairs or circumstances in relation to Metcash Limited or a related body corporate ▪ This includes information that Metcash Limited or a related body corporate, or any officer or employee of Metcash Limited or a related body corporate has engaged in conduct that: <ul style="list-style-type: none"> – contravenes or constitutes an offence against certain legislation (e.g. the Act); – represents a danger to the public or the financial system; or – constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more <p>Note that “personal work-related grievances” are not protected disclosures under the law, except as noted below.</p>	<p>Recipients for any general disclosable matters</p> <ul style="list-style-type: none"> ▪ A person authorised by Metcash Limited to receive protected disclosures – i.e. the Recipients, including Protected Disclosure Officers, under this Policy ▪ An officer or senior manager of Metcash Limited or a related body corporate ▪ An auditor, or a member of an audit team conducting an audit, of Metcash Limited or a related body corporate ▪ An actuary of Metcash Limited or a related body corporate ▪ ASIC or APRA or another Commonwealth body prescribed by regulation ▪ A legal practitioner for the purpose of obtaining legal advice or legal representation ▪ Journalists or parliamentarians, under certain circumstances allowing emergency and public interest disclosures. It is important for you to understand the criteria for making a public interest or emergency disclosure before doing so. Please contact the Group Head of Risk and Assurance if you would like more information about emergency and public interest disclosures.
<p>Tax Related Disclosable Matters</p> <ul style="list-style-type: none"> ▪ Information about misconduct, or an improper state of affairs or circumstances in relation to the tax affairs of Metcash Limited or an associate, which the employee considers may assist the recipient to perform functions or duties in relation to the tax affairs of the Company or an associate 	<p>Recipients for any tax-related disclosable matters</p> <ul style="list-style-type: none"> ▪ A person authorised by Metcash Limited to receive reports of tax related disclosable matters – i.e. the Recipients, including Protected Disclosure Officers, under this Policy ▪ An director, secretary or senior manager of Metcash Limited ▪ An employee or officer of Metcash Limited who has functions or duties that relate to the tax affairs of Metcash Limited ▪ An auditor, or a member of an audit team conducting an audit, of Metcash Limited

Information reported or disclosed	Recipient of disclosed information
	<ul style="list-style-type: none"> ▪ A registered tax agent or BAS agent who provides tax agent services or BAS services to Metcash Limited ▪ A legal practitioner for the purpose of obtaining legal advice or legal representation
<p>Further Tax Related Information</p> <ul style="list-style-type: none"> ▪ Information that may assist the Commissioner of Taxation to perform his or her functions or duties under a taxation law in relation to Metcash Limited or an associate 	<p>Recipients for any further tax-related information</p> <ul style="list-style-type: none"> ▪ Commissioner of Taxation ▪ A legal practitioner for the purpose of obtaining legal advice or legal representation

Personal Work-Related Grievances

Legal protection for disclosures about solely personal employment-related matters are only available under the law in limited circumstances. A disclosure of a personal work-related grievance will remain protected if, in summary:

- it concerns detriment to you because you have or may be considering disclosing Reportable Conduct under this Policy; or
- it is made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the law about whistleblowers.

Under the law, some grievances will **not** be a ‘personal work-related grievance’ such as if it:

- has significant implications for an entity regulated under the law that do not relate to the discloser;
- concerns conduct, or alleged conduct, in contravention of specified corporate and financial services laws, or that constitutes an offence punishable by 12 months or more imprisonment under any other Commonwealth laws;
- concerns conduct that represents a danger to the public or financial system; or
- concerns conduct prescribed by the regulations.

Specific Protections and Remedies Available Under the law

Additional legislative protections may also be available, including but not limited to:

- compensation for loss, damage or injury suffered as a result of detrimental conduct;
- an injunction to prevent, stop or remedy the effects of the detrimental conduct;
- an order requiring an apology for engaging in the detrimental conduct;
- if the detrimental conduct wholly or partly resulted in the termination of an employee's employment, reinstatement of their position;
- exemplary damages; and
- any other order the court thinks appropriate.

The law also states that if you make a protected disclosure:

- in some circumstances (e.g. if the disclosure has been made to a regulator) the information you provide is not admissible in evidence against you in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information;
- you are not subject to any civil, criminal or administrative liability for making the disclosure; and

- no contractual or other remedy may be enforced or exercised against on you the basis of the disclosure.