

METCASH LIMITED PEOPLE, CULTURE AND NOMINATION COMMITTEE CHARTER

1. Introduction

- 1.1. This Charter outlines the role, responsibilities, operation and authority of the People, Culture and Nomination Committee ("Committee") of the Board of Directors of Metcash Limited ("Board"). The scope of this Charter extends to all subsidiaries of Metcash Limited and all references to Metcash in this Charter mean Metcash Limited and its subsidiaries.

2. Role

- 2.1. The Committee's role is to assist the Board in discharging its duties and responsibilities in respect of Metcash's people, culture and nomination strategies, policies and practices.
- 2.2. The Committee plays a critical role in shaping Metcash's long-term organisational success by overseeing strategic initiatives that drive talent development, leadership capability, employee engagement, cultural alignment, and values-led behaviour across the Group.

3. Responsibilities

The Committee will oversee, monitor, and review and, as applicable, make recommendations to the Board or determinations in respect of the following matters:

Strategic People and Culture Priorities

- 3.1 Review and approve the Metcash Group People Strategy and monitor progress against it.
- 3.2 Organisational Culture and Engagement
- Monitor and assess corporate culture and its alignment with Metcash's values and strategic objectives.
 - Oversee periodic surveys and other tools to track engagement and cultural health.
 - Review and monitor compliance with the organisation's Code of Conduct and behavioural expectations.
- 3.3 Talent Development and Leadership Capability
- Monitor and support learning and development strategies for the Group Leadership Team (GLT) and GLT-1, to ensure leadership effectiveness and succession readiness.
- 3.4 Succession Planning and Leadership Appointments
- Regularly review succession plans for the GLT.
 - Evaluate GLT role requirements and oversee appointment processes, including internal and external candidate assessments and appropriate checks.
 - Employment terms and contracts for the GLT and appointment terms for the Chair and other non-executive directors (NEDs).
 - Induction processes for the GLT and for the Chair and other non-executive directors, including periodically reviewing their effectiveness.
- 3.5 Group Organisational Design
- Oversee and provide strategic input into reviews of Metcash's operating model to drive agility and alignment with the Group Strategy.

- 3.6 Diversity, Equity and Inclusion and ESG
- Oversee diversity, equity and inclusion policies and practices, including measurable objectives for gender diversity across the Board, executive team and broader workforce.
 - Monitor progress and compliance.
 - Support people-related ESG initiatives.
- 3.7 People Practices and Policy Oversight
- Periodically review and update people-related policies to ensure alignment with Metcash's strategic priorities, purpose, aspiration and company values.
- 3.8 Performance Oversight
- Align on annual performance metrics for the GLT and performance ratings against those metrics.
 - Performance management of the GLT.

Remuneration and Benefits Policy and Practices:

- 3.9 Remuneration framework and policies, including pay philosophy and strategy, to confirm they:
- encourage and sustain a culture aligned with Metcash's values;
 - support Metcash's purpose, vision, strategic objectives and long-term financial soundness;
 - are aligned with the Group's risk management framework and risk appetite; and
 - reflect shareholder interests.
- 3.10 Pay practices, including:
- fixed and variable pay, including incentive plans;
 - annual fixed pay and annual variable pay opportunities and outcomes for the Group CEO and each other member of the Group Leadership Team;
 - non-executive director fees and benefits;
 - termination arrangements for the Group CEO and each other member of the Group Leadership Team, including retention, vesting and/or lapsing of any variable remuneration entitlements; and
 - pay equity and pay compliance.
- 3.11 The remuneration report to be included in the annual directors' report.
- 3.12 Superannuation default plans.

Non-Executive Director Succession Planning and Appointment:

- 3.13 Reviewing and making recommendations to the Board regarding non-executive director retirement and succession (including the Chair).
- 3.14 Establishing and overseeing processes for the appointment of non-executive directors.
- 3.15 Evaluating the balance of skills, knowledge, experience, independence, and diversity on the Board and, in light of this evaluation, reviewing and approving a description of the role and capabilities required for a particular non-executive director appointment.
- 3.16 Undertaking appropriate checks before appointing a person as a non-executive director (or putting them forward to shareholders for election).
- 3.17 Assisting the Board to develop and review its board skills matrix, setting out the mix of skills that the Board currently has or is looking to achieve in its membership, including in relation to any emerging business and governance issues, and reviewing and making recommendations to the Board on the appropriate balance of skills, knowledge, experience, independence and

diversity among Board members to enable the Board to discharge its duties and responsibilities effectively.

- 3.18 Reviewing and making recommendations to the Board regarding continuing professional development programs for existing directors, including assessing if professional development opportunities address new and emerging business and governance issues.
- 3.19 Reviewing the time expected to be devoted by non-executive directors in relation to Metcash's affairs and exercising their powers and carrying out their duties as non-executive directors and monitoring the number of boards of companies (and any committees of those boards) on which non-executive directors serve, to ensure that they can give the necessary time and attention to properly exercise their powers and discharge their duties.
- 3.20 Assessing and making recommendations to the Board as to the independence of each non-executive director having regard to the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations and overseeing the disclosures made in relation to the independence of each non-executive director.
- 3.21 Reviewing and making recommendations to the Board regarding the election and re-election of non-executive directors and overseeing the process for election and re-election of non-executive directors and that shareholders are provided with all material information in Metcash's possession relevant to a decision on whether to elect or re-elect a director.

Other:

- 3.22 Any other people, culture or nomination-related matter as determined by the Committee or as directed by the Board.

4. Operation

- 4.1. The Committee's operation is governed by the Metcash Standing Committee Rules ("Standing Rules") contained in the Metcash Board Charter.
- 4.2. The Standing Rules stipulate that:
 - (a) The Committee will comprise three non-executive directors, a majority of whom must be independent directors. The Committee may invite one or more external subject matter experts to join the Committee or provide guidance, support and expertise as required.
 - (b) The quorum for a Committee meeting is any two members;
 - (c) Members will be appointed by the Board and will serve at the discretion of the Board and for such term or terms as the Board may determine. The Board will appoint one member of the Committee as its Chair, who must be an independent director;
 - (d) Any director who is not a Committee member may attend (but not vote at) a meeting of the Committee;
 - (e) Committee meetings are to be held regularly and where possible closely before the Board meeting at which the Committee is to report;
 - (f) Committee meetings may be held by conference call or similar communications equipment by means of which Board meetings may be held under the relevant provisions of the Metcash Limited constitution and the Corporations Act;
 - (g) The Committee shall undertake an annual performance and effectiveness self-evaluation or external review of the Committee and the contributions of its members that:
 - assesses the performance and effectiveness of the Committee as against its role, responsibilities, operation and authority as outlined in this Charter;
 - sets the goals and objectives of the Committee for the upcoming year;
 - recommends to the Committee any areas of focus or development to improve the Committee's performance and effectiveness; and
 - recommends to the Board any changes to this Charter deemed necessary or desirable;

- (h) The Company Secretary shall assist with the implementation and conduct of the performance and effectiveness evaluation/review and otherwise assist that process as the Chair may request.

- 4.3. If there is any conflict between section 4.2 above and the Standing Rules, the Standing Rules prevail.

5. Board Reporting

- 5.1. The Committee Chair (or other designated Committee member) will provide a report of the actions of the Committee at the Board meeting following the Committee meeting. All directors will be permitted, within the Board meeting, to request information of the Committee Chair or other members of the Committee.
- 5.2. The proceedings of all Committee meetings will be minuted. All directors will have access to all Committee meeting minutes and papers (subject to conflicts protocols).
- 5.3. The Committee will also consider if any material matters arising out of the Committee meeting should be advised to any other Committee and, if so, ensure that this occurs.

6. Advice and Resources

- 6.1. The Committee and its members may, in the exercise of their powers and fulfillment of their role and responsibilities:
 - (a) obtain professional or other advice and reports from external advisers, consultants or specialists at Metcash's cost; and
 - (b) obtain such resources, information, and explanations from Metcash management as they may reasonably require.
- 6.2. The Committee or the Committee Chair may extend an invitation to any person to attend all or part of any meeting of the Committee as it considers appropriate, including both internal team members and external parties with relevant experience and expertise.