

## 1. Introduction

- 1.1. This Charter outlines the role, responsibilities, operation and authority of the Safety and Sustainability 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 role of the Committee is to assist the Board to discharge its duties and responsibilities in respect of Metcash’s safety, environmental and sustainability strategies, policies and practices.

## 3. Responsibilities

- 3.1 **Strategy and initiatives:** making recommendations to the Board in respect of Metcash’s safety, environment, sustainability and climate-related strategies and related initiatives, and monitoring management’s implementation of Metcash’s strategy and initiatives as they relate to safety, environment, sustainability and climate, including considering the climate resilience of the strategy, business model and value chain. In particular, the Committee will consider how Metcash takes into account safety, environment, and sustainability-related risks and opportunities when recommending and overseeing Metcash’s safety, environment, sustainability and climate-related strategies and related initiatives. This includes oversight of management’s consideration of climate resilience, including through climate scenario identification and assessment where relevant.

- 3.2 **Safety and sustainability policies, frameworks and systems:** reviewing and approving periodic updates to Metcash’s material safety, environment, sustainability and climate policies and monitoring Metcash’s safety, environment, sustainability and climate frameworks and management systems, including receiving reports from management on the identification, assessment, prioritisation and monitoring of:

- (a) risks, risk management processes, and controls relating to safety, environment and sustainability (including climate scenario analyses, climate transition plans, critical safety risks, and human rights risks); and
- (b) safety, environment, sustainability-related opportunities,

and monitoring resource allocation in relation to those risks and opportunities. As monitoring of climate-related risks and opportunities falls within the remit of the Audit, Risk and Compliance Committee (“ARCC”), the Committee will refer any new material climate-related risks and opportunities that come to its attention through its oversight and monitoring of such matters to the ARCC.

- 3.3 **Targets and performance:** reviewing and recommending to the Board Metcash’s safety, environment, sustainability and climate-related targets (including targets related to identified material climate-related risks and opportunities), as well as having regard to recognisable external targets and the impact on stakeholders (such as employees, third parties and communities) and Metcash’s reputation, and reporting to the Board on Metcash’s performance with respect to safety, environment, sustainability and climate, including progress towards achieving its targets.

- 3.4 **Public statements, reporting and disclosures:** reviewing Metcash’s safety, environment, sustainability and climate position statements, external reporting and public disclosures, including any applicable associated assurance, and recommending those statements, reports and disclosures (including the Company’s modern slavery statement and sustainability report and any proposed publicly-disclosed targets) to the Board or the Audit, Risk and Compliance Committee, as applicable, for approval.

- 3.5 **Trends:** reviewing and reporting to the Board on safety, environment, sustainability and climate related trends and emerging areas of interest (including emerging risks and opportunities) which may have significant implications for Metcash.
- 3.6 **Compliance:** monitoring compliance with applicable safety, environment, sustainability and climate-related laws and regulations and any related external commitments, made on behalf of Metcash.
- 3.7 **Reviews and investigations:** procuring the undertaking of any investigations, audits or reviews or similar of any matters within the ambit of the Committee's roles and responsibilities or as otherwise may be requested by the Board and reviewing the results of and monitoring actions arising from those investigations, audits and reviews.
- 3.8 **Other:** Any other safety, environmental, sustainability or climate-related matter as determined by the Committee or as directed by the Board.

#### 4. Administration matters

- 4.1 The Committee's operation is governed by the Metcash Standing Committee Rules ("Standing Rules") contained in the Metcash Board Charter. If there is any conflict between this section 4 and the Standing Rules, the Standing Rules prevail.

##### *Membership*

- 4.2 The Committee will comprise three non-executive directors (or such larger number as the Board may determine from time to time), 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. A quorum shall be two.
- 4.3 Members should have the requisite expertise and sufficient understanding of the industry in which Metcash operates to be able to discharge the Committee's mandate effectively. Members between them should have appropriate skills and competencies to oversee safety, environmental and sustainability matters, including Metcash's sustainability-related risks and opportunities.
- 4.4 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.
- 4.5 Any director who is not a Committee member may attend (but not vote at) a meeting of the Committee.

##### *Meetings*

- 4.6 The Committee will meet as often as the Committee members deem necessary in order to fulfil their role and responsibilities. However, it is intended that the Committee will meet as often as is required to undertake its role and responsibilities effectively and the schedule of meetings will be agreed in advance.
- 4.7 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.

##### *Performance and effectiveness evaluation/review*

- 4.8 The Committee shall undertake an annual performance and effectiveness self-evaluation or external review of the Committee and the contributions of its members that:
- (a) assesses the performance and effectiveness of the Committee as against its role, responsibilities, operation and authority as outlined in this Charter;
  - (b) sets the goals and objectives of the Committee for the upcoming year;
  - (c) recommends to the Committee any areas of focus or development to improve the Committee's performance and effectiveness; and

- (d) recommends to the Board any changes to this Charter deemed necessary or desirable.

4.9 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.

## **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.

5.4 The Committee will work in close coordination with the Audit, Risk and Compliance Committee in respect of climate-related risks, controls, financial impacts, data reliability and assurance, to ensure consistent and aligned oversight of climate-related matters.

## **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;
- (b) obtain such resources, information and explanations from Metcash management as they may reasonably require; and
- (c) seek any information and explanations it requires from (and without management present, if desired):
  - any employee, and all employees are directed to co-operate with any request made by the Committee;
  - external parties; and
  - internal and external auditors.

6.2 The Committee 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.