



Metcash Limited

ABN 32 112 073 480
1 Thomas Holt Drive
Macquarie Park
NSW 2113 Australia

15 August 2023

Market Announcements Office
Australian Securities Exchange Limited
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

METCASH LIMITED – 2023 ANNUAL GENERAL MEETING

In accordance with ASX Listing Rule 3.17, please find attached the following documents which have been sent to members:

- Letter to shareholders regarding the 2023 annual general meeting
- Proxy Form.

Please also find attached the Notice of Annual General Meeting (and Explanatory Memorandum to Shareholders).

The 2023 annual general meeting will be held at the Lyceum Room, Wesley Conference Centre, 220 Pitt Street, Sydney, New South Wales 2000, on Friday, 15 September 2023 at 2.30pm (AEST).

Please refer to the attached for further details.

Yours faithfully

A handwritten signature in black ink, appearing to read "Julie D. Hutton".

Julie Hutton
Company Secretary

15 August 2023

Dear Shareholder

The 2023 Annual General Meeting (**Meeting**) of shareholders of Metcash Limited (**Company** or **Metcash**) will be held at **2.30pm (AEST) on Friday, 15 September 2023**. Shareholders are invited to attend the Meeting at the Lyceum Room, Wesley Conference Centre, 220 Pitt Street, Sydney, New South Wales 2000.

The Notice of Meeting can be viewed and downloaded at <https://www.metcash.com/investor-centre/2023-agm/>. The Notice of Meeting includes information on participating in the Meeting and the business to be considered at the Meeting, including:

- the consideration of our financial and statutory reports for FY23;
- the re-election of Mr Murray Jordan as a director;
- the adoption of Metcash's Remuneration Report for FY23; and
- the approval to grant performance rights to Mr Douglas Jones, Group CEO.

You can request a hard copy of the Notice of Meeting by contacting Boardroom on 1800 655 325 (within Australia) or +61 2 9290 9696 (outside Australia).

Shareholders should monitor the Metcash website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the Meeting.

If you are unable to attend the Meeting, we encourage you to submit a directed proxy form as early as possible. Shareholders may use the Proxy Form attached or can lodge their proxy online at www.votingonline.com.au/metcashagm2023. Proxy Forms must be lodged by 2.30pm (AEST) on Wednesday, 13 September 2023.

Shareholders who are unable to attend the Meeting can listen to the Meeting via telephone by dialling 03 4149 3102 (within Australia) or +61 3 4149 3102 (outside Australia). Shareholders will not be able to vote, ask questions or make comments via telephone.

Shareholders can also ask questions before the Meeting by emailing questions to metcash@boardroomlimited.com.au by no later than 5pm (AEST) on Friday, 8 September 2023. Please note that individual responses will not be sent to any shareholder.

The Board and management of Metcash look forward to welcoming you to the Meeting and providing an update on Metcash's activities.



Peter Birtles
Chair

15 August 2023

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1800 655 325
(outside Australia) +61 2 9290 9696

YOUR VOTE IS IMPORTANT

For your vote to be effective your proxy form must be lodged **before 2.30pm (AEST) on Wednesday, 13 September 2023.**

📄 TO LODGE YOUR PROXY ONLINE**📱 BY SMARTPHONE**

STEP 1: VISIT www.votingonline.com.au/metcashagm2023

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



PLEASE NOTE: For security reasons it is important you keep the above information confidential.

Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM**STEP 1 APPOINTMENT OF PROXY**

Indicate who you want to appoint as your proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1 on the next page. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave that section blank, or your named proxy does not attend the Meeting or does not vote on a poll in accordance with your directions, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the Company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

If you are entitled to cast two or more votes on a resolution, you are entitled to appoint up to two proxies to attend the Meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the Company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) Complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) Return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

It is recommended that you direct your proxy how to vote particularly where the proxy is not the Chair. To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses to the extent permitted by law. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy voting by key management personnel: The key management personnel of the Company (which includes each of the Directors) at the date of the Meeting and their closely related parties will not be able to cast your votes on items 3 or 4 unless you direct them how to vote, or the Chair of the Meeting is your proxy. If you intend to appoint a member of the key management personnel or one of their closely related parties as your proxy, please ensure that you direct them how to vote on items 3 and 4 by marking the box opposite that item.

If you have appointed the Chair of the Meeting as your proxy (or the Chair becomes your proxy by default), you can direct them how to vote by marking the box for the relevant item. If you do not mark any box opposite items 3 or 4, by completing and submitting the Proxy Form you are expressly authorising the Chair of the Meeting to cast your vote as they see fit on those items, even though the items are connected with the remuneration of the key management personnel.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the Meeting must have provided an "Appointment of Corporate Representative" prior to the Meeting. An Appointment of Corporate Representative form can be obtained from the Company's securities registry.

STEP 3 SIGN THE FORM

The Proxy Form **must** be signed as follows:

Individual: this form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. **Please indicate the office held by signing in the appropriate place.**

If submitting your Proxy Form online you do not need to lodge a signed copy of the Proxy Form.

STEP 4 LODGEMENT

Proxy Forms (and any Power of Attorney or other authority under which it is signed) must be received no later than 48 hours before the commencement of the Meeting, therefore by **2.30pm AEST on Wednesday, 13 September 2023.** Any Proxy Form received after that time will not be valid for the Meeting.

Proxy Forms may be lodged using the enclosed Reply Paid Envelope or:

💻 **Online** www.votingonline.com.au/metcashagm2023

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Attending the Meeting

If you wish to attend the Meeting please bring this form with you to assist registration.

Metcash Limited

ABN 32 112 073 480

☐

Your Address

This is your address as it appears on the Company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

At the Annual General Meeting of **Metcash Limited** (Company) to be held at the **Lyceum Room, Wesley Conference Centre, 220 Pitt Street, Sydney, New South Wales 2000 on Friday, 15 September 2023 at 2.30pm (AEST)** and at any adjournment or postponement of that meeting (Meeting), I/we being a member/s of the Company and entitled to attend and vote at the Meeting hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR

Note: If you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy, in this box.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit (subject to voting exclusions).

Chair of the Meeting authorised to exercise available proxies on remuneration related matters (items 3 and 4): If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of items 3 or 4, then by completing and submitting this form, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of those items even though items 3 and 4 are connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

The Chair of the Meeting intends to vote all available proxies in favour of all resolutions.

If you wish to direct your proxy how to vote, you can provide a direction by marking the 'For', 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority on a poll.

		For	Against	Abstain*
Resolution 2	To re-elect Mr Murray Jordan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	To approve the grant of performance rights to Mr Douglas Jones, Group CEO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023



NOTICE OF
ANNUAL GENERAL
MEETING 2023

AGENDA ITEMS

Notice is given that the 2023 annual general meeting of Metcash Limited (Company) will be held at the Lyceum Room, Wesley Conference Centre, 220 Pitt Street, Sydney, New South Wales 2000, on Friday, 15 September 2023 at 2.30pm (AEST).

Shareholders should monitor the Metcash website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the meeting.

1. FINANCIAL REPORT

To receive and consider the financial report of the Company and the reports of the directors and auditor for the year ended 30 April 2023.

2. RESOLUTION TO RE-ELECT A DIRECTOR

Shareholders are asked to consider, and if thought fit, to pass the following resolution as an ordinary resolution:

To re-elect Mr Murray Jordan as a director

"That Mr Murray Jordan, who retires in accordance with the Company's Constitution, be re-elected as a director of the Company."

3. RESOLUTION TO ADOPT THE REMUNERATION REPORT

Shareholders are asked to consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That the remuneration report that forms part of the directors' report of the Company for the financial year ended 30 April 2023 be adopted."

The remuneration report is set out on pages 51 to 67 of the 2023 annual report. Please note that the vote on this resolution is advisory only, and does not bind the directors or the Company.

Voting exclusion statement

The Company will disregard any votes cast on the resolution proposed in item 3:

1. by or on behalf of a person who is a member of the Company's key management personnel named in the remuneration report for the year ended 30 April 2023 or their closely related parties (regardless of the capacity in which the vote is cast); or
2. as proxy by a person who is a member of the Company's key management personnel on the date of the annual general meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on the resolution proposed in item 3:

3. in accordance with a direction on the proxy form; or
4. by the Chair of the meeting in accordance with an express authorisation in the proxy form to exercise the proxy even though the resolution in item 3 is connected with the remuneration of the Company's key management personnel.

4. RESOLUTION TO APPROVE GRANT OF PERFORMANCE RIGHTS TO MR DOUGLAS JONES, GROUP CEO

Shareholders are asked to consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That approval is given for all purposes, including ASX Listing Rule 10.14, for the grant of performance rights to Mr Douglas Jones on the terms described in the Explanatory Memorandum accompanying this notice of meeting."

Voting exclusion statement

The Company will disregard any votes cast on the resolution proposed in item 4:

1. in favour of the resolution by or on behalf of Mr Jones or any of his associates, regardless of the capacity in which the vote is cast; or
2. as proxy by a person who is a member of the Company's key management personnel on the date of the annual general meeting or their closely related parties, unless the vote is cast on the resolution proposed in item 4:
3. as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
4. by the Chair of the meeting as proxy for a person entitled to vote on the resolution in accordance with an express authorisation to exercise the proxy as the Chair of the meeting decides; or
5. by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - b) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BACKGROUND INFORMATION AND EXPLANATORY MEMORANDUM

Shareholders are referred to the Background Information and Explanatory Memorandum accompanying and forming part of this notice of meeting.

By Order of the Board



Julie Hutton
Company Secretary

15 August 2023

BACKGROUND INFORMATION

ENTITLEMENT TO VOTE AND REQUIRED MAJORITY

Snapshot time

The Board has determined, under Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that for the purposes of the annual general meeting, persons who are the registered holders of shares in the Company as at **7.00pm (AEST) on Wednesday, 13 September 2023** will be entitled to attend and vote at the annual general meeting as a shareholder. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

If more than one joint holder of shares tenders a vote (whether in person or by proxy, attorney or representative), only the vote of the joint holder whose name appears first on the register will be counted.

Resolutions

All items of business at the meeting are ordinary resolutions and will be decided on a poll.

PROXIES, ATTORNEYS AND CORPORATE REPRESENTATIVES

Voting by proxy

All shareholders who are entitled to attend and vote at the meeting can appoint the Chair of the meeting or another person as proxy to attend and vote in their place.

A proxy may but need not be a shareholder of the Company and can be either an individual or a body corporate. If a shareholder directs their appointed proxy how to vote on an item of business, the proxy must vote in accordance with the direction.

The proxy can be appointed in respect of some or all of the votes held by the shareholder. A shareholder that is entitled to cast 2 or more votes may appoint up to 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

If a shareholder appoints a body corporate as proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the meeting.

Lodging proxy forms

If a shareholder wishes to appoint a proxy, they must complete the proxy form for the meeting. Completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be received by the Company's corporate registry, Boardroom Pty Limited, by **2.30pm (AEST) on Wednesday, 13 September 2023**, at the following address, facsimile number or website address:

Address: By mail: Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
AUSTRALIA

Facsimile: +612 9290 9655

Online: www.votingonline.com.au/metcashagm2023

Voting by attorney

Where a shareholder appoints an attorney to act on their behalf at the meeting, the instrument appointing the attorney (together with any authority under which the instrument was signed or a certified copy of the authority) must be received by **2.30pm (AEST) on Wednesday, 13 September 2023** by the Company's corporate registry, Boardroom Pty Limited, as set out above for proxy forms.

Voting by corporate representative

Any corporate shareholder or proxy may appoint a person to act as its representative at the meeting. The representative must bring to the meeting a formal notice of appointment, including any authority under which the appointment is signed. A form of notice of appointment can be obtained from Boardroom Pty Limited or downloaded from <http://boardroomlimited.com.au/investor-forms/>.

How the Chair intends to vote available proxies

If a shareholder appoints the Chair of the meeting as their proxy or the Chair of the meeting becomes their proxy by default and the shareholder has not marked a voting box for Resolutions 3 or 4, then by completing and submitting a proxy form, the Chair of the meeting is expressly authorised to vote available proxies in respect of those items even though Resolutions 3 and 4 are connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

The Chair of the meeting intends to vote all available proxies **in favour** of the resolutions set out in this notice of meeting.

Default to the Chair of the meeting

Any directed proxies that are not voted on a poll at the meeting will automatically default to the Chair of the meeting, who is required to vote proxies as directed.

BACKGROUND INFORMATION CONTINUED

ASKING QUESTIONS

In advance of the meeting

A shareholder entitled to attend and vote at the annual general meeting may submit written questions to the Company or the external auditor before the meeting. Written questions to the auditor must be in relation to the conduct of the audit or the content of the auditor's report.

Any questions should be emailed to metcash@boardroomlimited.com.au by no later than **5pm (AEST) on Friday, 8 September 2023**. Please note that individual responses will not be sent to any shareholder.

At the meeting

During the meeting, shareholders as a whole will have a reasonable opportunity to ask questions or make comments to the Company or the external auditor. In the interests of all attendees, please confine questions to matters being considered at the meeting that are relevant to shareholders as a whole.

Questions to the external auditor must be relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

The Chair will endeavour to address as many of the more frequently raised relevant questions as possible. However, there may not be sufficient time available at the meeting to address all of the questions raised.

ADMISSION TO MEETING

Shareholders or their proxies, attorneys or representatives who will be attending the meeting are asked to arrive 15 minutes before the start of the meeting and to bring their proxy form to help speed admission. Shareholders who appoint a proxy or attorney may still attend the meeting. However, if the shareholder votes on a resolution, the proxy or attorney is not entitled to vote as that shareholder's proxy or attorney on the resolution.

Shareholders who do not plan to attend the meeting are encouraged to complete and return a proxy form.

LISTENING TO THE MEETING BY TELEPHONE

Shareholders who are unable to attend the annual general meeting in person can listen to the meeting by telephone. Shareholders will not be able to vote, ask questions or make comments via telephone.

You can listen to the meeting by dialling:

- 03 4149 3102 (within Australia)
- +61 3 4149 3102 (outside Australia).

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

This Explanatory Memorandum has been prepared to assist shareholders to understand the business to be put to shareholders at the annual general meeting. It is an important document. Please read it carefully.

AGENDA ITEMS

1. Financial report

The Corporations Act requires:

1. the reports of the directors and auditor; and
2. the annual financial report, including the financial statements of the Company,

for the year ended 30 April 2023 to be laid before the annual general meeting.

While no resolution is required for this item, shareholders as a whole will be given a reasonable opportunity to raise questions or comments on the reports and statements, as well as the management of the Company, at the meeting. A copy of the annual report of the Company for the year ended 30 April 2023 is available on Metcash's website at <https://www.metcash.com/investor-centre/annual-reports/>.

2. Resolution to re-elect a director

Resolution 2 seeks approval for the re-election of Mr Murray Jordan who offers himself for re-election as a director of the Company under rule 7.1(f) of the Company's constitution.

The Board conducts an annual review of the performance of the Board, its Committees and the individual directors, alternating each year between an internal self-assessment and an external review conducted by a board performance consultant. As part of these processes, the Board has reviewed the performance of Mr Jordan and considered his contribution to the Board and its Committees, and his skills and expertise.

For these reasons, and those outlined in Mr Jordan's profile below, the Board recommends the re-election of Mr Murray Jordan.

Profile of the director standing for re-election

Mr Murray Jordan, Independent Non-executive Director (MPA and MAICD)

Mr Jordan was appointed to the Board on 23 February 2016 and is currently a member of the People, Culture and Nomination Committee and the Safety and Sustainability Committee. He was formerly a member of the Audit, Risk and Compliance Committee (from February 2016 to April 2023).

Mr Jordan has extensive experience in the independent retail sector, bringing unique insight and perspective to the Board regarding the challenges faced by independent retailers and the valuable role they play in the community. Mr Jordan was previously Managing Director of New Zealand business Foodstuffs North Island Limited, a co-operative wholesale company, supplying independently owned and operated businesses in the supermarkets, foodservice and liquor sectors. He has also held key management positions in property development and investment.

Mr Jordan is a non-executive director of Metlifecare Limited, Asia Pacific Village Holdings Pty Limited and Asia Pacific Village Group Pty Limited (each since November 2020), Stevenson Group Limited (since July 2016) and Chorus Limited (since September 2015), which are each New Zealand companies.

He is also a trustee of the Foodstuffs Members Protection Trust and Foodstuffs Co-operative Perpetuation Trust (both since January 2019), a trustee of the Southern Cross Health Trust (since August 2019), a director of the Southern Cross Medical Care Society (since January 2020) and a director of Deakin TopCo Pty Ltd, the ultimate owner of Australian Retirement Services, which owns the Levande Living retirement village portfolio (since July 2022).

The Board considers Mr Jordan to be an independent director.

Recommendation

For the reasons outlined above and in the director's profile, the Board (with Mr Jordan abstaining) unanimously recommends that shareholders vote in favour of Resolution 2.

3. Resolution to adopt the remuneration report

Shareholders are asked to adopt the Company's remuneration report. The remuneration report is set out on pages 51 to 67 of the 2023 annual report and is also available on the Company's website www.metcash.com. The remuneration report:

1. describes the policies behind, and structure of, the remuneration arrangements of the Company and the link between the remuneration of team members and the Company's performance;
2. sets out the remuneration details for the non-executive directors, the Group CEO and the group executives of the Company who together have the authority and responsibility for planning, directing and controlling the activities of the Company; and
3. explains the differences between the bases for remunerating non-executive directors and executives.

A reasonable opportunity for discussion of the remuneration report will be provided to shareholders at the annual general meeting. The vote on Resolution 3 is advisory only and does not bind the directors or the Company. However, the Board will take the outcome of the vote and discussion at the meeting into account in setting remuneration policy for future years.

Recommendation

The Board unanimously recommends that shareholders vote in favour of Resolution 3.

EXPLANATORY MEMORANDUM TO SHAREHOLDERS CONTINUED

4. Resolution to approve grant of performance rights to Mr Douglas Jones, Group CEO

Background

Shareholder approval is sought to grant 399,746 performance rights to the Group CEO, Mr Douglas Jones, as his long-term incentive (LTI) for FY24 (the **Performance Rights**).

If shareholder approval is obtained, the Performance Rights will be granted under the Company's Senior Executive Performance Rights Plan (PRP).

Why is approval sought?

ASX Listing Rule 10.14 requires the Company to obtain shareholder approval in order to issue securities under an employee incentive scheme to a director, an associate of a director or a person whose relationship with the Company, a director or associate of the Company is such that, in ASX's opinion, the acquisition should be approved by security holders. As Mr Jones is a director of the Company, he falls within the first category (ASX Listing Rule 10.14.1).

Accordingly, the Company is seeking shareholder approval for the grant of Performance Rights to Mr Jones in the interests of transparency and good governance, and so that the Company will have the flexibility to issue shares to Mr Jones if the performance conditions are achieved and his Performance Rights vest.

If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Jones.

Number of Performance Rights

If shareholders approve the grant of Performance Rights to Mr Jones, he will be granted 399,746 Performance Rights.

This number has been determined by dividing Mr Jones' LTI opportunity of \$1,575,000 by \$3.94, being the volume weighted average price (VWAP) of the Company's shares traded on the ASX over the 20 trading days ended 30 April 2023, the last trading day before the start of the Company's 2024 financial year. Mr Jones' LTI opportunity is 90% of his Total Employment Cost (TEC) of \$1,750,000.

The actual value that Mr Jones will receive (if any) will depend on whether the performance conditions for the grant are achieved and the price of the Company's shares at the date of vesting.

The Company uses Performance Rights because they create share price alignment between executives and ordinary shareholders, but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the Performance Rights vest.

Performance Conditions

The award will be subject to two performance conditions that will be tested over a three-year performance period from 1 May 2023 to 30 April 2026.

Half of the Performance Rights will be subject to an absolute total shareholder return (TSR) hurdle. The remaining half of the Performance Rights will be subject to a return on funds employed (ROFE) hurdle. Further detail about each of these performance conditions is set out below.

Absolute TSR

TSR is measured as the growth in share price over the performance period plus dividends paid to shareholders and assuming dividends are reinvested when they are paid. The opening and closing share prices used in the calculation are set with reference to the VWAP of the Company shares over the 20 business days ended 30 April 2023 and 30 April 2026. The Board may exercise its discretion to include other share capital transactions, including buybacks and otherwise adjust the calculation for capital transactions as deemed appropriate. The TSR result is expressed as a percentage and reported as the compound annual growth rate over the performance period (TSR CAGR).

Metcash TSR CAGR	% of Performance Rights subject to the Absolute TSR condition that vest
Below Threshold	0%
Threshold	25%
Between Threshold and Target	Pro-rata vesting on a straight-line basis
Target	50%
Between Target and Stretch	Pro-rata vesting on a straight-line basis
Stretch	75%
Between Stretch and Maximum	Pro-rata vesting on a straight-line basis
Maximum or above	100%

The Board sets the above TSR performance condition through consideration of historical returns of ASX200 companies, future expectations regarding market returns and also the Company's weighted average cost of capital (WACC). Full vesting of the TSR component will only occur if the Company achieves a TSR CAGR of 10% or more in respect of the three-year performance period, which is approximately 1.2 percentage points higher than the average of eight analysts where WACC has been reported for the Company. If the Performance Rights vest, the performance condition percentages will be disclosed after the test date.

ROFE

ROFE is calculated as underlying Adjusted Earnings Before Interest and Tax (**Adjusted EBIT**) divided by the average of funds employed at the beginning and end of the financial year. Adjusted EBIT represents Underlying Earnings Before Interest and Tax less Project Horizon Significant Items expense (pre-tax) and less Mega DC Significant Items expense (pre-tax). The overall ROFE result will be determined as the mathematical average of the individual ROFE result determined in respect of each of the relevant three financial years over the performance period.

Metcash ROFE	% of Performance Rights subject to the ROFE condition that vest
Below Threshold	0%
Threshold	25%
Between Threshold and Target	Pro-rata vesting on a straight-line basis
Target	50%
Between Target and Stretch	Pro-rata vesting on a straight-line basis
Stretch	75%
Between Stretch and Maximum	Pro-rata vesting on a straight-line basis
Maximum or above	100%

The Board sets the above ROFE performance condition through consideration of the latest strategic plan presented to the Board (which is commercially sensitive) and also after taking into account the strategic and market risks and opportunities which may present over the performance period. The Board has adopted the Adjusted EBIT metric as part of holding senior management including Mr Jones accountable for Project Horizon and Mega DC expenses. Full vesting of the ROFE component will only occur if the Company achieves a ROFE of 25.6% or more in respect of the three-year performance period. This maximum ROFE hurdle incorporates Board approved levels of Project Horizon and Mega DC expense. If the Performance Rights ultimately vest, the performance condition percentages will be disclosed after the test date.

Mr Jones' Performance Rights will be tested:

- against satisfaction of the above performance conditions after the financial results of the last year of the performance period are released in or around June 2026; and
- in respect of an employment service condition up to 15 August 2026.

When testing the performance conditions, the Board has discretion to include or exclude any items from its calculations. Calculation of the hurdles and achievement against the hurdles will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant (including changes to Australian Accounting Standards). Any Performance Rights that do not vest when they are tested will lapse.

Terms applying to all Performance Rights

Vesting	<p>Each Performance Right that vests entitles Mr Jones to one fully paid ordinary share in the Company (or an equivalent cash payment in lieu of an allocation of shares).</p> <p>Any shares issued or transferred to Mr Jones on vesting of his Performance Rights may be purchased on-market or issued by the Company. No amount will be payable by Mr Jones for those shares.</p> <p>The Performance Rights do not carry any voting rights or entitlements to receive dividend payments prior to vesting. Once Performance Rights have vested, the shares issued or transferred to Mr Jones are not subject to any disposal restriction, however Mr Jones must comply with the Company's Securities Trading Policy as amended from time to time.</p>
Cessation of employment	<p>Unless the Board determines otherwise, where Mr Jones' employment is terminated:</p> <ul style="list-style-type: none"> – for cause or he resigns or gives notice of resignation prior to the vesting date, all unvested Performance Rights will lapse; or – in all other circumstances, a pro rata portion of his unvested Performance Rights will remain on foot (calculated based on the portion of the performance period that has elapsed) and will be tested in the ordinary course subject to the performance conditions outlined above as though Mr Jones had not ceased employment.
Change of control	<p>The Board has full discretion to vest or lapse some or all of Mr Jones' unvested Performance Rights if there is a takeover or other event that the Board reasonably considers should be treated in the same way as a change of control of the Company.</p>
Misconduct	<p>The PRP Rules contain forfeiture and clawback provisions that will apply in certain circumstances. For example, if Mr Jones acts fraudulently or dishonestly or is in breach of his obligations to the Metcash Group, the Board may determine that any or all of his Performance Rights lapse (or shares allocated on vesting are forfeited).</p>

EXPLANATORY MEMORANDUM TO SHAREHOLDERS CONTINUED

Additional information provided for shareholders in accordance with ASX Listing Rules

Listing Rule 10.15.4 requires this Notice of Meeting to include details (including the amount) of Mr Jones’ current total remuneration:

Total Employment Cost (including superannuation) (TEC)	\$1,750,000
Short-term incentive	70% of TEC at target, 157.5% of TEC at maximum
Long-term incentive	90% of TEC on a face value basis

Shareholders are referred to the Company’s remuneration report for full details of Mr Jones’ remuneration.

If shareholder approval is obtained, the Company intends to grant the Performance Rights to Mr Jones as soon as practicable after the annual general meeting and, in any event, no later than 12 months after approval is obtained.

No amount will be payable by Mr Jones for Performance Rights as they form part of his FY24 remuneration package.

The ASX Listing Rules require this Notice of Meeting to state the number and average price of securities received by Mr Jones under the PRP. 1,131,228 Performance Rights have been issued to Mr Jones under the PRP (at no cost) in respect of prior year long-term incentives, the deferred component of his FY22 and FY23 short-term incentive award and a buyout of executive incentives issued by his former employer. 196,289 of these Performance Rights have vested and been allocated to Mr Jones as fully paid ordinary shares.

Mr Jones is a director of the Company and no other director of the Company is entitled to participate in the PRP.

No loan will be made by the Company in connection with the grant of Performance Rights or the allocation or issue to Mr Jones of any shares on vesting of those Performance Rights.

Details of any Performance Rights issued under the PRP will be published in the Company’s annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the PRP after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.

Recommendation

The Board (with Mr Jones abstaining) unanimously recommends that shareholders vote in favour of Resolution 4.