

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme Metcash Limited
50 Waterloo Road
Macquarie Park NSW 2113

ACN/ARSN 112 073 480

1. Details of substantial holder (1)

Name Lazard Asset Management Pacific Co
ACN/ARSN (if applicable) ACN 064 523 619

There was a change in the interests of the substantial holder on 29/10/2015

The previous notice was given to the company on 12/10/2015

The previous notice was dated 12/10/2015

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice Person's votes (5)		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	76,652,024	8.26%	86,290,635	9.30%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure B					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
See Annexure C					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
See Annexure A	Related bodies corporate

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Lazard Asset Management Pacific Co and its associates listed in Annexure A	Level 39, Gateway 1 Macquarie Place SYDNEY NSW 2000


Signature

print name

Apnavi Saddington

capacity

Company Secretary

sign here

date

2 November 2015

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
 - (2) See the definition of 'associate' in section 9 of the Corporations Act 2001.
 - (3) See the definition of 'relevant interest' in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
 - (7) See the definition of 'relevant agreement' in section 9 of the Corporations Act 2001. Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write 'unknown'.
 - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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Annexure 'A'

This is Annexure A of 1 page referred to in Form 604 Notice of change of interests of substantial holder signed by me and dated 2 November 2015.

Apnavi Saddington
Company Secretary

2 November 2015
Dated

Associates of Lazard Asset Management Pacific Co. ACN 064 523 619

Lazard Ltd
Lazard Group LLC
Lazard Frères & Co LLC
Lazard Asset Management LLC
Lazard Brothers & Co., Ltd.
Lazard Asset Management (Canada), Inc.
Lazard Pension Management, Inc
Lazard Asset Management Limited, London
Lazard Japan Asset Management KK
Deutsche Lazard Asset Management Holding GmbH
Lazard Asset Management (Deutschland) GmbH
Lazard Funds Marketing GmbH, Frankfurt
Lazard Alternatives LLC
Lazard Investment Funds Limited, Dublin
Lazard Fund Managers (Ireland) Limited
Lazard Fund Managers Limited, London
Lazard Debt Recovery Management LLC
LAMP Administration Pty Ltd
Lazard Pty Ltd
Lazard Asset Management (Hong Kong) Limited
Lazard Korea Asset Management Co. Ltd
Lazard Asset Management Securities LLC
Lazard Asset Management (Singapore) Pte Ltd
Lazard Asset Management Schweiz AG

Annexure 'B'

This is Annexure B of 3 pages referred to in Form 604, Notice of change of interests of substantial holder, signed by me and dated 2 November 2015.

Apnavi Saddington
Company Secretary

2 November 2015
Dated

Lazard Asset Management Pacific Co
ACN: 064 523 619

Form 604
Annexure B - Changes in Relevant Interests

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change AUD	Class and number of securities affected (All ordinary securities)	Person's votes affected (All ordinary securities)
09/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 134,070.38	107,040	107,040
09/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 29,093.88	23,227	23,227
09/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 15,728.76	12,557	12,557
09/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 163,390.16	130,442	130,442
09/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 81,870.45	65,361	65,361
09/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 42,535.41	33,958	33,958
09/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 17,626.44	14,072	14,072
09/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 599,696.63	477,539	477,539
09/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 130,156.42	103,623	103,623
09/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 70,368.10	56,023	56,023
09/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 730,953.73	581,943	581,943
09/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 366,261.28	291,596	291,596
09/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 190,290.17	151,498	151,498
09/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 78,852.77	62,778	62,778
12/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 200,564.35	155,026	155,026
12/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 39,853.28	30,803	30,803
12/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 23,982.08	18,536	18,536
12/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 229,978.83	177,753	177,753
12/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 109,218.37	84,416	84,416
12/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 73,130.09	56,523	56,523
12/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 24,784.25	19,156	19,156
13/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 858,214.09	635,528	635,528
13/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 149,276.84	110,521	110,521
13/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 104,532.02	77,393	77,393
13/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 981,661.92	726,799	726,799
13/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 424,685.53	314,427	314,427
13/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 347,057.41	256,953	256,953
13/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 105,863.77	78,379	78,379
14/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 494,128.87	358,978	358,978
14/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 65,480.05	47,568	47,568
14/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 609,667.33	442,893	442,893
14/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 314,477.13	228,452	228,452
14/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 66,322.50	48,180	48,180
16/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 566,955.41	405,191	405,191
19/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 315,594.66	231,112	231,112
20/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 689,045.46	513,431	513,431

Form 604
Annexure B - Changes in Relevant Interests

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change AUD	Class and number of securities affected (All ordinary securities)	Person's votes affected (All ordinary securities)
27/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 173,547.60	130,967	130,967
27/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 37,124.15	28,010	28,010
27/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 22,124.72	16,693	16,693
27/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 22,250.64	16,788	16,788
27/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 225,884.74	170,429	170,429
27/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 144,261.98	108,845	108,845
27/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 72,136.95	54,427	54,427
27/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 24,308.96	18,341	18,341
28/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 205,833.52	156,329	156,329
28/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 44,031.61	33,435	33,435
28/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 26,241.18	19,926	19,926
28/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 26,391.30	20,040	20,040
28/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 267,907.36	203,433	203,433
28/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 85,557.10	64,967	64,967
28/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 28,831.59	21,893	21,893
29/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 196,582.25	149,375	149,375
29/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 47,420.33	35,980	35,980
29/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 21,366.09	16,232	16,232
29/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 23,793.35	18,076	18,076
29/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 245,273.04	186,336	186,336
29/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 65,688.37	49,904	49,904
29/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 26,501.09	20,097	20,097
29/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 1,246,921.06	1,025,501	1,025,501
29/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 300,404.09	247,011	247,011
29/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 135,528.50	111,440	111,440
29/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 150,927.48	124,102	124,102
29/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 1,555,767.28	1,279,249	1,279,249
29/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 416,667.46	342,610	342,610
29/10/2015	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 167,790.72	137,968	137,968

Annexure 'C'

This is Annexure C of 2 pages referred to in Form 604, Notice of change of interests of substantial holder, signed by me and dated 2 November 2015.

Apnavi Saddington
Company Secretary

2 November 2015
Dated

Lazard Asset Management Pacific Co
ACN: 064 523 619

Form 604
Annexure C - Present Relevant Interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities (Ordinary)	Person's votes (Ordinary)
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	The Bank of New York Mellon	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	21,633,006	21,633,006
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	Citi Bank	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	5,531,373	5,531,373
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	BNP Paribas Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	5,334,828	5,334,828
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Australia Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	2,102,664	2,102,664
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Australia Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	2,497,296	2,497,296
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	JP Morgan Chase Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	26,030,758	26,030,758
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	National Australia Bank Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	14,036,441	14,036,441
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	National Australia Bank Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	6,301,247	6,301,247
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	National Australia Bank Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	2,823,022	2,823,022