



Metcash Limited

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2 November 2015

Ms Violetta Codreanu
Adviser, Listings Compliance
ASX Compliance Pty Ltd
20 Bridge Street
SYDNEY NSW 2000

Dear Ms Codreanu

METCASH LIMITED

We refer to your letter of 29 October 2015 and confirm the late lodgement of an Appendix 3Z notice of the final interests of Messrs Barnes and Jankelowitz who resigned as directors of the company at its Annual General Meeting on 27 August 2015.

This failure to lodge the relevant forms with the ASX within the required 5 business days was due to an administrative oversight. We have in place systems that are ordinarily effective to ensure that we receive and disclose to the ASX all information required by ASX Listing Rule 3.19A in a timely manner.

In the case of a retiring director our internal checklist process triggers preparation of an Appendix 3Z. However, this did not operate as it should have done in the case of Messrs Barnes and Jankelowitz in order to comply with the 5 business day deadline. We note that this oversight was detected by a further review of our checklist and rectified once discovered. We have taken steps to highlight this step in our director retirement checklist to prevent a reoccurrence.

As you will appreciate, the market was fully informed at all relevant times with respect to Messrs Barnes and Jankelowitz's interests in Metcash securities and the date of their retirement as directors. But we recognise that the Appendix 3Z is a required disclosure within 5 business days.

We confirm that the systems we have in place are otherwise effective to ensure the company is able to meet its disclosure obligations under listing rule 3.19. Agreements with directors to this effect are in place and all trading in Metcash securities by directors and their affiliated entities is monitored.

Yours sincerely

A handwritten signature in black ink, appearing to read "G. Watson", with a stylized flourish at the end.

Greg Watson
Company Secretary



29 October 2015

Mr Greg Watson
Company Secretary
Metcash Limited
1 Thomas Holt Drive
Macquarie Park NSW 2113

By email

Dear Mr Watson

Metcash Limited (the “Entity”): Appendices 3Z – Final Director’s Interest Notice

We refer to the following;

1. The Appendices 3Z lodged by the Entity with ASX on Monday, 26 October 2015 for Mr Peter Leslie Barnes and Mr Edwin Jankelowitz;
2. Listing rule 3.19A which requires an entity to tell ASX the following:

3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.

3. Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19A. The entity must enforce the arrangements with the director.

As the Appendices 3Z indicated that the directors ceased to be directors on 27 August 2015 it appears the Appendices 3Z should have been lodged with ASX by 3 September 2015. As they were lodged on 26 October 2015, it appears that there may have been a breach by the Entity of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed entities for its reporting requirements.



ASX reminds the Entity of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Entity make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: *Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*, under listing rule 18.7 we ask that you answer each of the following questions.

1. Why were the Appendices 3Z lodged late?
2. What arrangements does the Entity have in place under listing rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Entity intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail at violetta.codreanu@asx.com.au. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (ie before 9.30 a.m. AEDT) on Tuesday, 3 November 2015.

Under listing rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

[Sent electronically without signature]

Violetta Codreanu

Adviser, Listings Compliance (Sydney)