Form 605

Corporations Act 2001 Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Metcash Li		Limited		
ACN/ARSN <u>112 07</u>		80		
1. Details of substant	ial holder (1)			
Name	JPMorgan Chase & Co. and its affiliates			
ACN (if applicable) NA				
The holder ceased to be Substantial holder on	a	10/December/2015		
The previous notice was given to the company on		10/December/2015		
The previous notice was	dated	10/December/2015		

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 Appendix	J.P. Morgan Securities Australia Limited	Purchase and sales of shares in its capacity as Principal/Proprietary	See Appendix	370,165 (ordinary)	370,165 (ordinary)
See Appendix	J.P. Morgan Clearing Corp	Holder of securities subject to an obligation to return under a securities lending agreement	See Appendix	600 (ordinary)	600 (ordinary)

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN (if applicable)	Nature of association
J.P. Morgan Clearing Corp	Subsidiary of JPMorgan Chase & Co.
J.P. Morgan Securities Australia Limited	Subsidiary of JPMorgan Chase & Co.

4. Addresses

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

Name	Address			
JPMorgan Chase & Co.	270 Park Avenue, New York, New York, NY, NY, 10017, United States			
J.P. Morgan Clearing Corp	c/o CT Corporation , 1209 Orange Street , Wilmington , Delaware, United States			
J.P. Morgan Securities plc	25 Bank Street, Canary Wharf, London, E14 5JP, London, E14 5JP, England			
J.P. Morgan Securities Australia Limited	Level 18,85 Castlereagh Street, Sydney, NSW 2000, Australia			
GLAS Branch - London - J.P. Morgan Whitefriars Inc.	Corporation Trust Centre, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States			

Signature

Print name

Lim Siew May capacity JPMorgan Chase Bank, N.A.

Sign here

date 14/ December/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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Law.
- (3) See the definition of "associate" in section 9 of the Corporations Law.
- (4) 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).

See the definition of "relevant agreement" in section 9 of the Corporations Law.

- (5) 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
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Given details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

															Appendix
Transaction date	Entity	Type of transaction	Equity/ADR	Ccy	Price	Quantity	Consideration	Total Positions	Issued share capital	% Owned	JPMSAL	Proprietary JPMSplc	JPMCC	JPMWI	Total
Balance as of 8 Dec 2015		The state of the s						46,515,747	928,357,876	5.01%	35,366,662	8,776,281	2,304,400	68,404	46,515,74
	JPMSAL	Sell	Equity	AUD	1.55	(15,691)	\$ 24,327	46,500,056	928,357,876	5.01%	(15,691)				(15,69
9-Dec-15	JPMSAL .	Sell Sell	Equity	AUD	1.55 1.55	(1.515)		46,498,541	928.357.876		(1.515)			7.	(1.5)
)PMSAL	Purchase	Equity	AUD	1.55	13.510	\$ 20.939	46.512.051	928.357.876		13.510				13,5
	3PMSAL	Sell	Equity	AUD	1.55	(100.000)			928,357,876	5.00%	(100,000)				/100.00
	JPMSAL	Purchase	Equity	AUD	1.55	11,250			928.357.876	5.00%	11.250				11.25
10-Dec-1		Sell	Equity	AUD	1.57	(30.489)	\$ 47,792	46.392.812	928.357.876		(30,489)		- 4		(30.48
10-Dec-1		Purchase	Equity	AUD	1.56 0.24	78,970			928,357,876		78,970				78.9
10-Dec-1	JPMSAL	Sell	Equity	AUD	0.24	(62,700)			928,357,876		(62,700)				(62.X
10-Dec-1	JPMSAL	Sel Sel Sel	Equity	AUD	0.24	(100,400)			928.357.876		(100,400)				(100.40
	JPMSAL	Sel	Equity	AUD	0.24	(100.400)			928.357.876		(100,400)				(100.4
10-Dec-1	JPMSAL	Sel	Equity	AUD	0.24	(62,700)			928,357.876		(62,700)	-			(62.70
10-Dec-1	JPMCC	Borrow-Return	ADR		1	(600)	5	46.144.982	928,357,876			-	(600)		160
Balance as of 10 Dec 2015	ALCOHOLD IN			No.	-		The second second	46,144,982	928,357,876	4.97%	34,996,497	8,776,281	2,303,800	68,404	46,144,98
MSAL" = J.P. Morgan Securities Austr MSpic" = J.P. Morgan Securities pic	alia Limited														
MCC" * JP Morgan Cleaning Corp															
PMWI" = GLAS Branch - London - J.P.	Morgan Whitefria	rs Inc.		_											

Date:	14 Dec 2015

	METCASH LIMITED		
ISIN: AU000000MTS			
Date of change of relevant interests: 10 Dec 2015			
Schedule			
Type of agreement Parties to agreement		Master Overseas Securities Borrowing Agreement	
		J.P. Morgan Securities plc ("borrower") and The Northern Trust Company as agent ("lender")	
Transfer date		Trade date Quantity 3 Feb 2015 1,100,000	
Holder of voting rights	S	Borrower	
		Yes	
Are there any restricti			

Does the borrower have the right to return early?	Yes
If yes, detail	Borrower has the right to terminate a loan and redeliver all and any equivalent securities due and outstanding to the lender in accordance with lender's instructions and lender shall accept such redelivery.
Does the lender have the right to recall early?	Yes
If yes, detail	Lender has right to recall all or any equivalent securities at any time by giving notice on any business day of not less than the standard settlement time for such equivalent securities on the exchange or in the clearing organisation through which the relevant borrowed securities were originally delivered. The borrower must return the securities not later than the expiry of such notice in accordance with the lender's instructions.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	No exceptions
Statement	If requested by the company to whom the prescribed form must be given, or if requested by ASIC, J.P. Morgan Securities Plc will give a copy of the OSLA to that company or ASIC.

Date:	14 Dec 2015	
Date.	14 Dec 2015	

Company's name:	METCACHLINATED					
ISIN:	METCASH LIMITED					
	AU000000MTS0					
Date of change of relevant interests:	10 Dec 2015					
Schedule						
Type of agreement		Global Master Securities Lending Agreement ("GMSLA")				
Parties to agreement		J.P. Morgan Securities plc ("borrower") and BNP Paribas Security Services as agent ("lender")				
Transfer date		Trade date Quantity				
		27 Nov 2015 16,000				
		27 Nov 2015 79,500				
Holder of voting rights		Borrower				
Are there any restriction	on on voting rights	Yes				
If yes, detail		The borrower shall have no obligation to arrange for voting rights to be exercised in accordance with the instructions of the other party, unless otherwise agreed between the parties.				
Scheduled return date (if any)		None				
Does the borrower hav	ve the right to return early?	Yes				
If yes, detail		Borrower has the right to terminate a loan and redeliver all and any equivalent securities due and outstanding to the lender in accordance with lender's instructions and lender shall accept such redelivery.				

Does the lender have the right to recall early?	Yes
If yes, detail	Lender has right to recall all or any equivalent securities at any time by giving notice on any business day of not less than the standard settlement time for such equivalent securities on the exchange or in the clearing organisation through which the relevant borrowed securities were originally delivered. The borrower must return the securities not later than the expiry of such notice in accordance with the lender's instructions.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	No exceptions
Statement	If requested by the company to whom the prescribed form must be given, or if requested by ASIC, J.P. Morgan Securities plc will give a copy of the GMSLA to that company or ASIC.

The state of the s	Marine Lie Sergerani
Date:	14 Dec 2015

Company's name:	METCASH LIMITED	
ISIN:	AU000000MTS0	
Date of change of relevant interests:	10 Dec 2015	
Schedule		
Type of agreement		JPMorgan Chase Bank, N.A. (acting as agent) Overseas Securities Lender's Agreement ("OSLA")
Parties to agreement		JPMorgan Chase Bank, N.A. (acting as agent) ("lender")
		J.P. Morgan Securities plc ("borrower")
Transfer date		Trade date Quantity 2 Jun 2015 800,000
Holder of voting right	s	Borrower
Are there any restriction on voting rights		Yes
If yes, detail		The borrower undertakes to use its best endeavours to arrange for the voting rights to be exercised in accordance with the instructions of the lender, provided that the lender uses its best endeavours to notify the borrower of its instructions in writing no later than 7 business days prior to the date upon which such votes are exercisable or as otherwise agreed between the parties. This undertaking is set out in clause 4(B)(vi) of the standard form OSLA.
Scheduled return date (if any)		None

Does the borrower have the right to return early?	Yes
If yes, detail	Borrower has right to return all and any equivalent securities early at any time in accordance with the lender's instructions.
Does the lender have the right to recall early?	Yes
If yes, detail	Lender has right to recall all or any equivalent securities at any time by giving notice on any business day of not less than the standard settlement time for such equivalent securities on the exchange or in the clearing organisation through which the relevant borrowed securities were originally delivered (and where there is a difference between the settlement time for sales and purchases on the relevant exchange or clearing organisation, the standard settlement time shall be the shorter of the two times). The borrower must return the securities not later than the expiry of such notice in accordance with the lender's instructions.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	No exceptions
Statement	If requested by the company to whom the prescribed form must be given, or if requested by ASIC, J.P. Morgan Securities Limited will give a copy of the OSLA to that company or ASIC.

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Date:	14 Dec 2015

Company's name:			
	METCASH LIMITED		
ISIN:	AU000000MTS0		
Date of change of relevant interests:	10 Dec 2015		
Schedule			
Type of agreement		Global Master Securities Lending Agreement ("GMSLA")	
Parties to agreement		J.P. Morgan Securities plc ("borrower") and West Midlands Pen FD ("lender")	
Transfer date		Trade date Quantity 2 Mar 2015 240,000	
Holder of voting rights		Borrower	
Are there any restriction	on on voting rights	Yes	
If yes, detail		The borrower shall have no obligation to arrange for voting rights to be exercised in accordance with the instructions of the other party, unless otherwise agreed between the parties.	
Scheduled return date	(if any)	None	
Does the borrower have the right to return early?		Yes	
If yes, detail		Borrower has the right to terminate a loan and redeliver all and any equivalent securities due and outstanding to the lender in accordance with lender's instructions and lender shall accept such redelivery.	
Does the lender have the right to recall early?		Yes	

If yes, detail	Lender has right to recall all or any equivalent securities at any time by giving notice on any business day of not less than the standard settlement time for such equivalent securities on the exchange or in the clearing organisation through which the relevant borrowed securities were originally delivered. The borrower must return the securities not later than the expiry of such notice in accordance with the lender's instructions.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	No exceptions
Statement	If requested by the company to whom the prescribed form must be given, or if requested by ASIC, J.P. Morgan Securities plc will give a copy of the GMSLA to that company or ASIC.

Date:	14 Dec 2015	
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Company's name:	METCASH LIMITED	
ISIN:	AU000000MTS0	
Date of change of relevant interests:	10 Dec 2015	
Schedule		
Type of agreement		Global Master Securities Lending Agreement ("GMSLA")
Parties to agreement		J.P. Morgan Securities plc ("borrower") and Bank of New York Mellon as agent ("lender")
Transfer date		Trade date Quantity
		14 Aug 2014 60,000
		23 Sep 2014 15,000
		13 Jan 2015 2,600,000
		6 Jan 2015 14,773
		27 Jan 2015 100,000
		28 Jan 2015 300,000
		3 Feb 2015 550,000
		26 Jun 2015 300,000
		26 Jun 2015 140,000
Holder of voting rights		Borrower
Are there any restriction on voting rights		Yes

If yes, detail	The borrower shall have no obligation to arrange for voting rights to be exercised in accordance with the instructions of the other party, unless otherwise agreed between the parties.
Scheduled return date (if any)	None
Does the borrower have the right to return early?	Yes
If yes, detail	Borrower has the right to terminate a loan and redeliver all and any equivalent securities due and outstanding to the lender in accordance with lender's instructions and lender shall accept such redelivery.
Does the lender have the right to recall early?	Yes
If yes, detail	Lender has right to recall all or any equivalent securities at any time by giving notice on any business day of not less than the standard settlement time for such equivalent securities on the exchange or in the clearing organisation through which the relevant borrowed securities were originally delivered. The borrower must return the securities not later than the expiry of such notice in accordance with the lender's instructions.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	No exceptions
Statement	If requested by the company to whom the prescribed form must be given, or if requested by ASIC, J.P. Morgan Securities plc will give a copy of the GMSLA to that company or ASIC.

Date:	14 Dec 2015	

Company's name:	AU000000MTS0		
ISIN:	METCASH LIMITED		
Date of change of relevant interests:	10 Dec 2015		
Schedule			
Type of agreement Parties to agreement		Global Master Securities Lending Agreement ("GMSLA") State Street Bank and Trust Company ("lender") and J.P. Morgan Securities Australia Limited ("borrower")	
		18 Sep 2015	4,980,539
		18 Sep 2015	2,000,000
		18 Sep 2015	107,211
		24 Nov 2015	2,000,000
Holder of voting rights		Borrower	
Are there any restriction on voting rights		Yes	
If yes, detail		voting rights to be	Il have no obligation to arrange for exercised in accordance with the other party, unless otherwise he parties.
Scheduled return date	e (if any)	None	
Does the borrower ha	ve the right to return early?	Yes	

If yes, detail	Borrower has the right to terminate a loan and redeliver all and any equivalent securities due and outstanding to the lender in accordance with lender's instructions and lender shall accept such redelivery.
Does the lender have the right to recall early?	Yes
If yes, detail	Lender has right to recall all or any equivalent securities at any time by giving notice on any business day of not less than the standard settlement time for such equivalent securities on the exchange or in the clearing organisation through which the relevant borrowed securities were originally delivered. The borrower must return the securities not later than the expiry of such notice in accordance with the lender's instructions.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	No exceptions
Statement	If requested by the company to whom the prescribed form must be given, or if requested by ASIC, J.P. Morgan Securities Australia Limited will give a copy of the GMSLA to that company or ASIC.

Date:	14 Dec 2015	

Company's name:	METCASH LIMITED	
ISIN:	AU000000MTS0	
Date of change of relevant interests:	10 Dec 2015	
Schedule		
Type of agreement		Australian Master Securities Lending Agreement ("AMSLA")
Parties to agreement		JPMorgan Chase Bank, N.A. (acting as agent) ("lender"), J.P. Morgan Securities Australia Limited ("borrower")
Transfer date		Trade date Quantity
		12 Jun 2015 600,000
		2 Jul 2015 800,000
		2 Jul 2015 300,000
		30 Jul 2015 5,000,000
		30 Jul 2015 5,000,000
		31 Jul 2015 7,000,000
		12 Oct 2015 3,000,000
		19 Nov 2015 540,000
Holder of voting rights		Borrower
Are there any restricti	on on voting rights	Yes
If yes, detail		The borrower undertakes to use its best endeavours to arrange for the voting rights to be exercised in accordance with the instructions of the lender, provided that the lender uses its best endeavours to notify the borrower of its

	instructions in writing no later than 7 business days prior to the date upon which such votes are exercisable or as otherwise agreed between the parties. This undertaking is set out in clause 4.3 of the standard form AMSLA.
Scheduled return date (if any)	None
Does the borrower have the right to return early?	Yes
If yes, detail	Borrower has right to return all and any securities or equivalent securities early at any time in accordance with the lender's instructions.
Does the lender have the right to recall early?	Yes
If yes, detail	Lender has right to recall all or any equivalent securities on any business day by giving such notice as agreed by the parties. The borrower must return the securities not later than the expiry of such notice in accordance with the lender's instructions.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	No exceptions

Date:	14 Dec 2015	

Company's name:	METCASH LIMITED	
ISIN:	AU000000MTS	
Date of change of relevant interests:	10 Dec 2015	
Schedule		
Type of agreement		Australian Master Securities Lending Agreement ("AMSLA")
Parties to agreement		BNP PARIBAS FUND SERVICES SECURITIES PTY LTD (formerly known as Cogent Securities Pty Limited) ('lender'), J.P. Morgan Securities Australia Limited ('borrower)
Transfer date		Trade date Quantity 1 Jul 2015 187,400
Holder of voting rights		Borrower
Are there any restrict	ion on voting rights	Yes
If yes, detail		The borrower undertakes to use its best endeavours to arrange for the voting rights to be exercised in accordance with the instructions of the lender, provided that the lender uses its best endeavours to notify the borrower of its instructions in writing no later than 7 business days prior to the date upon which such votes are exercisable or as otherwise agreed between the parties. This undertaking is set out in clause 4.3

	of the standard form AMSLA.
Scheduled return date (if any)	None
Does the borrower have the right to return early?	Yes
If yes, detail	Borrower has right to return all and any equivalent securities early at any time in accordance with the lender's instructions.
Does the lender have the right to recall early?	Yes
If yes, detail	Lender has right to recall all or any equivalent securities at any time by giving notice on any business day as agreed by the parties. The borrower must return the securities not later than the expiry of such notice in accordance with the lender's instructions.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	No exceptions
Statement	If requested by the company to whom the prescribed form must be given, or if requested by ASIC, J.P. Morgan Securities Australia Limited will give a copy of the AMSLA to that company or ASIC.

Date:	14 Dec 2015

Company's name:	METCASH LIMITED	
ISIN:	AU000000MTS0	
Date of change of relevant interests:	10 Dec 2015	
Schedule		
Type of agreement		Australian Master Securities Lending Agreement ("AMSLA")
Parties to agreement		Citibank N.A. as agent ("lender"), J.P. Morgan Securities Australia Limited ("borrower")
Transfer date		Trade date Quantity
		2 Jul 2015 1,120,000
		2 Jul 2015 800,000
		3 Jul 2015 500,000
Holder of voting rights		Borrower
Are there any restrict	ion on voting rights	Yes
If yes, detail		The borrower undertakes to use its best endeavours to arrange for the voting rights to be exercised in accordance with the instructions of the lender, provided that the lender uses its best endeavours to notify the borrower of its instructions in writing no later than 7 business days prior to the date upon which such votes are exercisable or as otherwise agreed between the parties. This undertaking is set out in clause 4.3 of the standard form AMSLA.
Scheduled return date	(if any)	None the standard form AMSLA.
Scheduled return date (if any)		Notice

Does the borrower have the right to return early?	Yes
If yes, detail	Borrower has right to return all and any securities or equivalent securities early at any time in accordance with the lender's instructions.
Does the lender have the right to recall early?	Yes
If yes, detail	Lender has right to recall all or any equivalent securities on any business day by giving such notice as agreed by the parties. The borrower must return the securities not later than the expiry of such notice in accordance with the lender's instructions.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	No exceptions

Appendix: Prescribed information pursuant to prime broking arrangement disclosed under the substantial shareholding notice filed with ASX.

Date:	14 Dec 2015
Dute.	14 000 2013

Company's name:	METCASH LIMITED	
ISIN:	AU000000MTS0	
Date of change of relevant interests:	10 Dec 2015	

Schedule	
Type of agreement	Institutional Account Agreement
Parties to agreement	J.P. Morgan Clearing Corp., for itself and as agent and trustee for the other J.P. Morgan Entities and Mellon Global Sec Lending, CITIBANK, Bank of New York, BNP PARIBAS SECURITIES (herein referred to as "JPMCC").
	"J.P. Morgan Entities" means, as the context may require or permit, any and all of JPMSL, JPMorgan Chase Bank, N.A., J.P. Morgan Clearing Corp., J.P. Morgan Securities LLC., J.P. Morgan Markets Limited, J.P. Morgan Securities Australia Limited, J.P. Morgan Securities (Asia Pacific) Limited, J.P. Morgan Securities Japan Co., Ltd and J.P. Morgan Prime Nominees Limited and any additional entity notified to the Company from time to time.
Transfer date	Date Quantity 10 Dec 2015 2,303,800
Holder of voting rights	JPMCC is the holder of the voting rights from the time at which it exercises its right to borrow. Notwithstanding this, please note that the Company has the right to recall equivalent securities if it wishes to exercise its voting rights in respect of the securities.
Are there any restriction on voting rights	Yes.
If yes, detail	JPMCC will not be able to exercise voting rights in circumstances where the Company has recalled equivalent securities from JPMCC before the voting rights have been exercised. In these circumstances, JPMCC must return the securities to the Company and the Company holds the voting rights.

Scheduled return date (if any)	N/A. There is no term to the loan of securities.
Does the borrower have the right to return early?	Yes.
If yes, detail	JPMCC has the right to return all and any securities or equivalent securities early at any time.
Does the lender have the right to recall early?	Yes.
If yes, detail	The Company has the right to recall all or any equivalent securities on demand.
Will the securities be returned on settlement?	Yes. Settlement of the loan will occur when JPMCC returns equivalent securities to the Company. There is no term to the loan of securities.
If yes, detail any exceptions	

Statement by J.P. Morgan Clearing Corp.:

If requested by the Company to whom the prescribed form must be given, or if requested by ASIC, J.P. Morgan Clearing Corp. will give a copy of the Institutional Account Agreement to the Company or ASIC.