



# Further Important Instructions

Shareholders who wish to offer to sell Shares under the Buy-Back must send this Tender Form duly completed to their controlling participant. Prior to lodging this Tender Form with your controlling participant, you should read the Buy-Back Booklet, which sets out the key terms of the Buy-Back. If you are in any doubt as to how to deal with this Tender Form, please consult your financial, taxation or other professional adviser.

## 1. How to complete this Tender Form

### Step 1 Maximum Buy-Back

This is the maximum number of Shares you can Tender under the Buy-Back.

### Step 2 Your Buy-Back Tender

In this section please insert the total number of Shares you wish to Tender as a Final Price Tender (if any) and/or at your selected Tender Discount (if any).

Please note that the amount you enter must not exceed the maximum number listed under Step 1. If a greater number than the maximum is entered, your Tender will be rejected.

### Step 3 Minimum Price (Optional)

In addition to choosing to tender your Shares at the specified Tender Discounts and/or as a Final Price Tender, you may also elect to impose a Minimum Price condition on your Tender. The Minimum Price can only be one of the three options listed at Step 3. Selecting a Minimum Price is an option available to you, but it may impact on the success of your Tender.

### Step 4 Signature(s)

You must sign this Tender Form as follows in the space provided:

**Individual:** Where the holding is in one name, the shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all shareholders must sign.

**Power of attorney:** To sign under power of attorney, you must have already lodged that document together with a signed certificate of non-revocation of power of attorney with the Registry. Alternatively, attach a certified copy of the power of attorney and certificate of non-revocation to this Tender Form when you return it.

**Deceased estate:** All executors must sign this Tender Form and, if not already noted by the Registry, a certified copy of probate or letters of administration must accompany this Tender Form.

**Companies:** This Tender Form must be signed by either 2 directors or, if an Australian registered company, a director and a company secretary. Alternatively, where the company has a sole director and, in the case of an Australian registered company, where there is no company secretary or where the sole director is also the sole company secretary, that director may sign alone.

This is an important document and requires your immediate attention. If you are in any doubt about how to deal with it, please consult your financial, taxation or other professional adviser. For further information, call the Registry on 1800 655 325 (within Australia) or +61 2 9290 9696 (outside Australia).

## 2. Lodgment of Tender

**Your Shares are in a CHESS holding. You should contact your controlling participant as noted above and instruct them to Tender your Shares into the Buy-Back on your behalf. Do not return this Tender Form to the Registry.**

It is the responsibility of the eligible shareholder to allow sufficient time for their controlling participant to initiate a Tender on their behalf in accordance with ASX Settlement Operating Rule 14.14. You must ensure that this Tender Form is received by your controlling participant in sufficient time before the Closing Date to enable your controlling participant to effect your Tender on CHESS during business hours.

## 3. Tender

By signing and returning this Tender Form, I/we, the registered holder/s of the Shares shown on the reverse:

- agree that I/we will sell and Metcash will buy back from me/us the number of Shares determined in accordance with the terms of the Buy-Back (if any);
- warrant to Metcash that at the time of Tender and on the Closing Date, I/we am/are the registered holder(s) of the Shares which I/we have offered to sell and those Shares are and will be free from any mortgage, charge, lien or other encumbrance (whether legal or equitable) or any third party rights;
- authorise Metcash (or its officers or agents) to correct any error in or omission from my/our Tender Form and to complete the Tender Form by the insertion of any necessary details;
- warrant to Metcash that I/we am/are either a person/s to whom the Buy-Back may be lawfully made and whose participation in the Buy-Back is permitted under the laws of the jurisdiction in which I/we am/are resident; or that if I/we am/are acting on behalf of or for the account of another person, that person is a person to whom the Buy-Back may be lawfully made and whose participation in the Buy-Back is permitted under the laws of the jurisdiction in which they are resident;
- acknowledge and agree that, I/we am/are bound by the terms and conditions of the Buy-Back which are set out in the accompanying Buy-Back Booklet including, without limitation, not to sell to any other person so many Shares as would reduce my/our shareholding below the number of Shares for which I/we have offered to sell to Metcash, and I/we have read and understood those terms and conditions; and
- agree that if any of the representations, warranties or acknowledgements in clauses (a) to (e) above are breached, I/we will indemnify Metcash for all its costs and losses arising from such breach.

Where this document is signed under power of attorney, the attorney declares that the attorney has no notice of the revocation of the power or the death of the donor of the power. Where this document is signed by or on behalf of a company, the company represents that it has signed this Tender Form in accordance with the company's constitution and the *Corporations Act 2001* (Cth) (**Corporations Act**) or the *Companies Act 1993* (NZ) (or any other applicable laws).

## 4. Treatment of Tenders

Metcash may treat any purported Tender as satisfying the requirements for valid Tender within the terms of the Buy-Back or disregard the Tender (in whole or in part), as it determines appropriate.

## 5. Privacy Statement

The Registry advises that it is collecting and will hold personal information about you. The Corporations Act requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. Your personal information may be disclosed to the entity in which you hold shares for the purposes of administering your shareholding. You can obtain access to and correct your personal information by contacting the Registry on telephone number shown on this Tender Form.

The Registry's privacy policy is available on its website (<https://boardroomlimited.com.au/corp/privacy-policy/>).

If you have any enquiries concerning your shareholding, please contact the Registry on 1800 655 325 (within Australia) or +61 2 9290 9696 (outside Australia).