



8 October 2021

ASX Announcement

Metcash Limited

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1 Thomas Holt Drive
Macquarie Park
NSW 2113 Australia

New Group CEO

Metcash Limited (ASX: MTS) advises that Group CEO Jeff Adams has notified the Board of his intention to retire from the role and that Doug Jones, currently CEO and Senior Vice President of South African-based Massmart Wholesale, will succeed him.

The appointment of Doug follows completion of a well-managed process, including a thorough global search instigated by the Board after Jeff had earlier indicated a likely intention to retire in 2022.

Jeff joined Metcash in September 2017 and under his leadership the Company has seen significant transformation and growth. He was responsible for the successful MFuture program designed to provide a pathway to sustainable growth, including significantly improving the competitiveness of our retail networks. This positioned our retailers well for the shift in shopper behaviour through COVID and was a key driver of record Company sales in FY21. He also oversaw a number of important acquisitions that strengthened our business portfolio, as well as significant improvements in the Company's ESG credentials, retailer relationships and our people engagement score.

Jeff has led Metcash courageously and calmly through the many challenges associated with COVID. He quickly shifted the Company's focus to keeping our people safe and ensuring our supply chains remained open so that our retailers were able to continue servicing their local communities, as well as maintaining a strong financial position.

Metcash Chairman, Rob Murray said: "On behalf of the Board I would like to thank Jeff for his outstanding contribution to Metcash over the past four years. Jeff has worked tirelessly to deliver our purpose of championing the success of our independent retailers.

"The demands on Jeff through COVID have been considerable and were a factor in his decision to retire as Group CEO. His endurance and resilience during this period, which included not being able to see his US-based family, have been amazing. The Board and our stakeholders greatly appreciate Jeff's dedication and efforts, and we wish him all the best for his return to the US and his family. He is leaving Metcash in a very strong position."

Doug Jones is a highly experienced executive with extensive wholesale, retail and eCommerce experience. He has spent the past 14 years with the Johannesburg Stock Exchange-listed Massmart group which is majority-owned by Walmart Inc. It has leading market positions in wholesale food, liquor, home improvement and general merchandise.

Doug is currently CEO and Senior Vice President of Massmart Wholesale, which includes 'big box' format food, liquor, and general merchandise stores serving retail, commercial and wholesale customers; cash and carry stores; buying groups that service wholesale and independent retail customers; and a number of eCommerce platforms. He was formerly CEO of Massmart's Makro SA, a multi-category big box format



that sells and distributes food, liquor and general merchandise to a broad range of wholesale, retail and commercial customers. Makro SA also operates one of the largest eCommerce platforms in South Africa.

Doug is a qualified Chartered Accountant and has previously held senior finance positions in Makro SA, Amalgamated Beverages Industries Limited and The South African Breweries, all in Johannesburg, Coca-Cola Enterprises in Canada, and Deloitte in both Canada and South Africa.

Rob Murray added: "Doug's extensive and distinguished international experience across wholesale, retail and eCommerce markets made him the standout candidate to succeed Jeff. He is passionate about the success of independent retailers and we are looking forward to him joining us and taking the Company forward."

Doug will join Metcash on 1 February 2022 and will work closely with Jeff on a smooth transition into the role.

This release has been approved by the Board of Directors of Metcash Limited.

Ends

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ATTACHMENT**SUMMARY OF KEY TERMS OF EMPLOYMENT**

Start Date:	1 February 2022.
Term in Role:	Initially, a four-year fixed term employment agreement, in keeping with the requirements of the Temporary Skills Visa applicable to his role.
Fixed Remuneration:	\$1,750,000 per annum (inclusive of statutory superannuation), which is at the market median of the Metcash peer group.
Variable Remuneration:	<p>FY23 Short-Term Incentive (STI) Target at 70% of fixed remuneration at \$1,225,000.</p> <p>FY23 Long-Term Incentive (LTI) Target at 80% of fixed remuneration at \$1,400,000, subject to shareholder approval.</p> <p>Pro-rated incentives will apply for the final quarter of FY22.</p>
Total Remuneration:	FY23 Total Target Remuneration is \$4,375,000, which is just below the market median of the Metcash peer group.
Buy-out Grant:	<p>In recognition of incentives forfeited with current employer, a buy-out grant at a face value of \$1,200,000 will be made.</p> <p>Issued as performance rights, the grant will have two testing dates with 50% tested after 12 months in role and the remaining 50% after 24 months in role, in keeping with the vesting schedule for the forfeited incentives.</p> <p>A performance hurdle of achieving at least 95% of Earnings Before Interest and Tax targets in Board approved budgets will apply.</p> <p>A tenure hurdle will apply, requiring no notice to have been given by either party at the performance test date.</p> <p>The Board retain further discretion and will consider ongoing performance and behaviours when making any vesting decision.</p>
Termination:	12 months' notice is required by either party.
Restraint:	12 months' restraint applies, where enforceable.