



12 April 2024

The Manager
Market Announcements Office
Australian Securities Exchange

Electronic lodgment

Notice of 2024 Annual General Meeting

The following documents are authorised for release by the Company Secretary.

1. Notice of 2024 Annual General Meeting;
2. Voting Form;
3. Shareholder Questions Form; and
4. Virtual Meeting Online Guide.

A handwritten signature in black ink, appearing to read "Julia Kagan".

Julia Kagan
Company Secretary



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The 2024 Annual General Meeting of Viva Energy Group Limited will be held on Tuesday, 21 May 2024 commencing at 2:00pm (ACST). Please note that all times in this notice are to Australian Central Standard Time (ACST) because the Annual General Meeting is being held in Adelaide.



Notice of Annual General Meeting 2024

Helping people reach their destination

Chairman's letter



Dear Shareholder

On behalf of your Board, I invite you to the 2024 Annual General Meeting (AGM or Meeting) of Viva Energy Group Limited (Company or Viva Energy). The AGM will be held on Tuesday, 21 May 2024, commencing at 2:00pm (ACST).

Hybrid AGM

Consistent with the approach taken in recent years, the Board has decided to hold the AGM as a hybrid meeting, which will allow our shareholders the flexibility to attend the AGM in person or participate online.

The Board considers the AGM to be a very important event for engaging with our shareholders and we have set out below the ways in which you can take part in the Meeting.

Accessing the AGM online

We encourage shareholders and proxy holders to join the AGM virtually via the online portal at:
<https://meetings.linkgroup.com/VEA24>

The online portal is scheduled to go live from 1:30pm (ACST) on 21 May 2024.

You can view the AGM live via a desktop or a tablet device with internet access. Once the AGM commences at 2:00pm (ACST), you will see a live video feed of the Chairman on the left of your screen and the presentation slides to the right of your screen.

Please read the 'Virtual Meeting Online Guide' available at the link below carefully before the AGM to ensure your internet browser is compatible with the online portal. The online guide also contains information on the actions you can take during the AGM (including voting and asking questions).

www.vivaenergy.com.au/investor-centre/general-meetings

A copy of the AGM webcast will be available online after the AGM concludes at the above link.

Attending the AGM in person

Shareholders and proxy holders who wish to attend the AGM in person, can do so at the InterContinental Adelaide, North Terrace, Adelaide SA 5000.

If you decide to attend in person, you will need to register at one of the registration desks on the day of the AGM. The registration desks will be open from 1:30pm (ACST).

You will find it easier to register if you bring your enclosed Voting Form with you. Information on how to get to the venue is set out on page 15 of this notice.

Voting

There are a number of ways in which you can exercise your vote. You can:

- **Before the AGM:** Cast your vote before the AGM electronically or by submitting the Voting Form provided with this notice;
- **At the AGM in person:** Cast your vote at the AGM in person;
- **At the AGM online:** Cast your vote online during the AGM via the online portal; or
- **Appoint a proxy:** Appoint a proxy before the AGM to vote on your behalf. You can do this electronically or by submitting the Voting Form provided with this notice.

Detailed instructions on the above options are set out in this notice in the section titled 'Important information for shareholders' as well as in the 'Virtual Meeting Online Guide'.

Asking questions

We encourage you to submit questions in advance of the AGM on any shareholder matters that may be relevant to the AGM. You can do this by submitting the Question Form provided with this notice or by submitting your questions electronically before the AGM. I will endeavour to address the more frequently raised shareholder questions during the AGM.

Shareholders and proxy holders will also have the ability to listen to the discussion at the AGM and ask questions during the AGM in person or for those attending online, via the online platform or via the conference call line.

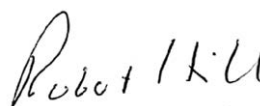
Further instructions on the above options are set out in this notice in the section titled 'Important information for shareholders' as well as the 'Virtual Meeting Online Guide'.

Items of business

The items of business to be considered at the AGM are set out on the following pages, along with explanatory notes containing further details on those items, and other important information for you in relation to the AGM.

Your Board and management team look forward to welcoming you to the AGM, both in person and virtually.

Yours sincerely



Robert Hill
Chairman

Notice of Annual General Meeting

The 2024 Annual General Meeting (AGM or Meeting) of Viva Energy Group Limited (the Company or Viva Energy) will be held on Tuesday, 21 May 2024, commencing at 2:00pm (ACST) at the InterContinental Adelaide, North Terrace, Adelaide SA 5000, and via a live webcast.

Shareholders can view and participate in the AGM either in person or via the online portal at <https://meetings.linkgroup.com/VEA24>. Further information on how to participate virtually is set out in this notice and in the 'Virtual Meeting Online Guide' available online at www.vivaenergy.com.au/investor-centre/general-meetings. For any enquiries relating to virtual participation, please contact the Company's share registry on 1300 554 474 or +61 1300 554 474 (outside Australia).

Defined terms have the meaning given to them above and in the enclosed Explanatory notes.

AGM agenda

1:30pm (ACST):	<p>Online attendance: The online portal is scheduled to open at 1:30pm (ACST) at which time registration may commence. (Follow the instructions in the 'Virtual Meeting Online Guide' to log onto the online portal and register your attendance by entering your details and accepting the terms and conditions.)</p> <p>In person attendance: Registration will open at the registration desks at 1:30pm (ACST) at the InterContinental Adelaide, North Terrace, Adelaide SA 5000. You will find it easier to register if you bring your enclosed Voting Form with you. Information on how to get to the venue is set out on page 15 of this notice.</p>
2:00pm (ACST):	<p>AGM commences</p> <p>Chairman's address</p> <p>Chief Executive Officer presentation</p> <p>Items of Business</p>

Items of business

1. Financial Report, Directors' Report and Auditor's Report

To consider the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 31 December 2023.

2. Adoption of the Remuneration Report

To adopt the Company's Remuneration Report for the financial year ended 31 December 2023.

The vote on this item is advisory only and does not bind the Board or the Company.

Voting exclusion statement

The Company will disregard any votes cast on item 2:

- by or on behalf of any member of the Company's key management personnel (KMP) whose remuneration is disclosed in the Company's 2023 Remuneration Report or their closely related parties, regardless of the capacity in which the vote is cast; and
- by any member of the Company's KMP as at the date of the AGM or their closely related parties, as proxy for another shareholder.

However, the votes will not be disregarded if they are cast as a proxy for a person entitled to vote on item 2:

- in accordance with a direction as to how to vote on the Voting Form; or
- by the Chairman, as the Voting Form expressly authorises the Chairman to exercise proxies on item 2 despite the fact item 2 is connected with the remuneration of the Company's KMP.

3. Re-election of Directors

- (a) To re-elect Sarah Ryan as a Director of the Company, following her retirement in accordance with the Company's Constitution.
- (b) To re-elect Robert Hill as a Director of the Company, following his retirement in accordance with the Company's Constitution.

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4. Grant of Performance Rights to Scott Wyatt, the Company's Chief Executive Officer and Managing Director, under the Company's Long Term Incentive Plan

To approve for all purposes, including ASX Listing Rule 10.14, the grant of 798,270 Performance Rights to Scott Wyatt, the Company's Chief Executive Officer and Managing Director, under the Company's Long Term Incentive Plan, on the terms described in the enclosed Explanatory notes.

Voting exclusion statement

The Company will disregard any votes cast:

- in favour of item 4 by or on behalf of Scott Wyatt and any of his associates, regardless of the capacity in which the vote is cast; and
- on item 4 by any member of the Company's KMP as at the date of the AGM or their closely related parties, as proxy for another shareholder.

However, this does not apply to a vote cast:

- by a person as a proxy or attorney for a person entitled to vote on item 4 in accordance with a direction as to how to vote provided by that person;
- by a person as a proxy or attorney for a person entitled to vote on item 4 by the Chairman, as the Voting Form expressly authorises the Chairman to exercise proxies on item 4 despite the fact item 4 is connected with the remuneration of the Company's KMP; or
- in favour of item 4 by a holder as a nominee, trustee or custodian (or other fiduciary) for a person entitled to vote on item 4, in accordance with a direction as to how to vote given by that person, provided that person gives written confirmation to the holder that they are not excluded from voting and are not an associate of a person excluded from voting.

5. Financial Assistance

To approve, for the purpose of section 260B(2) of the Corporations Act and for all other purposes, the grant of financial assistance by each OTR Target Entity in connection with the acquisition by Viva Energy Retail of all of the shares in each OTR Target Entity (except Vape Square Online) pursuant to the Share Sale Deed, and the acquisition by Viva Energy Retail SMGB of the OTR Target Business including all of the shares in Vape Square Online pursuant to the Business Sale Agreement and all elements of those transactions and any other related transactions (including any future refinancing transactions) that may constitute financial assistance by the OTR Target Entities for the purposes of section 260A of the Corporations Act.

Additional information: Items 2 - 4 will be considered as ordinary resolutions. To be passed, the relevant resolution must be approved by at least 50% of the eligible votes cast on the resolution. Item 5 is a special resolution. To be passed, it must be approved by at least 75% of the eligible votes cast on the resolution.

Please refer to the enclosed Explanatory notes for more information on the items of business.

The Explanatory notes form part of this Notice of Meeting.

By Order of the Board



Julia Kagan
Company Secretary

11 April 2024

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Explanatory notes

Item 1: Discussion of the Financial Report, Directors' Report and Auditor's Report

The Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 31 December 2023 will be put before the AGM. Each of these reports is contained in the Company's 2023 Annual Report, which is available online at www.vivaenergy.com.au.

While this item does not require a formal resolution to be put to the AGM, shareholders will be given a reasonable opportunity to comment and raise questions on the matters contained within the reports. Shareholders will also be able to ask questions of the Company's auditor, who will attend the AGM.

Item 2: Adoption of the Remuneration Report

Section 250R of the Corporations Act requires a listed company to put a resolution to shareholders to adopt its Remuneration Report for the relevant financial year.

The Company's Remuneration Report for the financial year ended 31 December 2023 is set out in the Company's 2023 Annual Report.

The report outlines the Company's executive remuneration framework and the remuneration outcomes for the Company's KMP for the financial year ended 31 December 2023.

The vote on this item is advisory only and does not bind the Board or the Company. However, the Board will consider and take into account the outcome of the vote and feedback from shareholders on the Remuneration Report when reviewing the Company's remuneration policies.

Recommendation

The Board recommends that shareholders vote in favour of this item.

Item 3: Re-election of Directors

In accordance with the requirements in the Company's Constitution, Sarah Ryan and Robert Hill will each retire at the AGM and, being eligible, offer themselves for re-election.

The Board, with the assistance of the Remuneration and Nomination Committee, has evaluated the performance and effectiveness of the Board and its directors. The Board has considered the performance and contribution of Sarah Ryan and Robert Hill and considers that each makes a valuable contribution to the Board. The Board endorses their nomination as candidates for re-election.

The relevant skills and experience of Sarah Ryan and Robert Hill are set out below.



(a) Sarah Ryan

PhD (Petroleum Geology and Geophysics), BSc (Geophysics) (Hons 1), BSc (Geology), FTSE

Independent Non-Executive Director

Sarah Ryan has over 30 years of international experience in the energy industry, ranging from technical, operational and leadership roles at a number of oil and gas and oilfield services companies, to a decade of experience as an equity analyst covering natural resources.

Sarah is a Fellow of the Australian Academy of Technological Sciences and Engineering (ATSE), a Member of the Australian Institute of Company Directors, a Member of Women Corporate Directors and a Member of Chief Executive Women. She has been a member of the ASIC Corporate Governance Consultative Panel, and serves as a non-executive director of the Future Battery Industries Cooperative Research Centre and the Centre of Excellence for Green Electrochemical Transformation of Carbon Dioxide and is Chair of the ATSE Energy Forum.

Sarah is currently a Non-Executive Director of Aurizon Holdings Limited (since 2019), Transurban Group (since 2023) and Calix Limited (since 2024). She is a former director of Akastor ASA (2014 to 2021), Central Petroleum Limited (2017 to 2018), Aker Solutions ASA (2010 to 2014), MPC Kinetic Pty Ltd (2016 to 2022), Woodside Petroleum Limited (2012 to 2023) and OZ Minerals Limited (2021 to 2023).

Sarah was appointed as a Director of the Company on 18 June 2018. She is the Chair of the Audit and Risk Committee and a member of each of the Sustainability Committee and the Strategy and Investment Committee.

Recommendation

The Board (other than Sarah Ryan) recommends that shareholders vote in favour of Sarah Ryan's re-election.



(b) Robert Hill

LLB, BA, LLD(Hon), LLM, DPoSc(Hon)

Independent Non-Executive Director

The Hon. Robert Hill is a former barrister and solicitor who specialised in corporate and taxation law and who now consults in the area of international political risk. He has had extensive experience serving on boards and as chairman of public and private institutions, particularly in the environment and defence sectors.

Robert was previously Australia’s Minister for Defence, Minister for the Environment and Leader of the Government in the Senate during his time as a Senator for South Australia. He served as Australia’s Ambassador and Permanent Representative to the United Nations in New York. Robert is a former Chancellor of the University of Adelaide. In 2012, he was made a Companion of the Order of Australia for services to government and the parliament.

Robert is currently Chairman of Re Group Pty Limited, Director of North Harbour Clean Energy Pty Ltd and a former Chairman of the NSW Biodiversity Conservation Trust.

Robert was appointed as a Director and Chairman of the Company on 18 June 2018. He is the Chair of the Remuneration & Nomination Committee and a member of each of the Sustainability Committee and Strategy & Investment Committee.

Recommendation

The Board (other than Robert Hill) recommends that shareholders vote in favour of Robert Hill’s re-election.

Item 4: Grant of Performance Rights to Scott Wyatt under the Company’s Long Term Incentive Plan

The Company has in place a Long Term Incentive Plan (LTIP), which forms a key part of its executive remuneration framework.

Under the LTIP, the Company proposes to grant Performance Rights to certain eligible employees for 2024, including Scott Wyatt, the Company’s Chief Executive Officer and Managing Director.

The Company has chosen to grant Performance Rights under the LTIP to assist in the motivation, retention and reward of eligible employees, and to align the interests of those employees with the interests of shareholders by providing an opportunity for those employees to receive an equity interest in the Company.

Key terms of the 2024 LTIP offer

The key terms of the LTIP offer to Scott Wyatt for 2024 are outlined in the table below.

Topic	Summary
Performance Rights	Each Performance Right entitles Scott Wyatt to acquire one ordinary share for nil consideration following the end of the performance period, subject to the Performance Right vesting following the testing of the performance conditions and Mr Wyatt electing to exercise the vested Performance Right. However, the Board retains discretion to make a cash payment on exercise of the Performance Rights in lieu of an allocation of ordinary shares. If the grant of Performance Rights is approved by shareholders, the Performance Rights are expected to be granted shortly after the AGM (and in any event within 12 months of the AGM) at no cost to Mr Wyatt.
Number of Performance Rights proposed to be granted to Scott Wyatt	798,270 Performance Rights. That number was determined by dividing \$2,400,000, being Scott Wyatt’s maximum opportunity under the LTIP for 2024, by \$3.0065, being the volume weighted average price of the Company’s shares traded on the ASX during the period from 1 January 2023 to 31 December 2023, rounded down to the nearest whole number. The number of Performance Rights that ultimately vest will depend on the extent to which the performance conditions outlined below have been satisfied over the performance period.
Performance period	The performance period is three years and will run from 1 January 2024 to 31 December 2026.

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Topic	Summary																								
Performance conditions and testing	<p>The Performance Rights will be subject to four performance conditions:</p> <ul style="list-style-type: none"> • 45% of the Performance Rights will be subject to a performance condition based on the Company's total shareholder return (TSR) over the performance period, relative to the performance of a comparator group, being entities in the ASX 200 index ranked 50th to 150th by market capitalisation (TSR Comparator Group) (rTSR Component); • 20% of the Performance Rights will be subject to a performance condition based on the Company's cumulative FCF (RC) per share (FCF per share) over the performance period (FCF Component); • 20% of the Performance Rights will be subject to a performance condition based on the Company's average annual return on capital employed (RC) (ROCE) for each year of the performance period (ROCE Component); and • 15% of the Performance Rights will be subject to a performance condition based on performance against agreed strategic measures over the performance period (Strategic Component). <p>Replacement cost (RC) methodology is used in calculating financial measures, in order to provide a truer reflection of the Company's underlying performance. This approach removes the impact of net inventory gain/(loss) caused by fluctuations in crude oil prices and foreign currency exchange rates. The Board considers that the use of RC methodology is appropriate, and provides a suitable balance with the rTSR Component and the Strategic Component.</p> <p>rTSR Component (45%)</p> <p>The percentage of Performance Rights comprising the rTSR Component that vest, if any, will be based on the Company's TSR ranking relative to the TSR Comparator Group over the performance period, as set out in the following vesting schedule:</p> <table border="1"> <thead> <tr> <th>Company's TSR ranking relative to the TSR Comparator Group</th> <th>% of rTSR Component that vest</th> </tr> </thead> <tbody> <tr> <td>Less than 50th percentile</td> <td>Nil</td> </tr> <tr> <td>At 50th percentile</td> <td>50%</td> </tr> <tr> <td>At 75th percentile or above</td> <td>100%</td> </tr> </tbody> </table> <p>* Straight line pro-rata vesting for performance between 50th and 75th percentile.</p> <p>FCF Component (20%)</p> <p>The percentage of Performance Rights comprising the FCF Component that vest, if any, will be determined at the end of the performance period by reference to the following vesting schedule:</p> <table border="1"> <thead> <tr> <th>Company's cumulative FCF per share over the performance period</th> <th>% of FCF Component that vest</th> </tr> </thead> <tbody> <tr> <td>Less than target FCF per share performance</td> <td>Nil</td> </tr> <tr> <td>At target FCF per share performance</td> <td>50%</td> </tr> <tr> <td>At or above stretch FCF per share performance</td> <td>100%</td> </tr> </tbody> </table> <p>* Straight line pro-rata vesting for performance between target and stretch.</p> <p>ROCE Component (20%)</p> <p>The percentage of Performance Rights comprising the ROCE Component that vest, if any, will be determined over the performance period by reference to the following vesting schedule:</p> <table border="1"> <thead> <tr> <th>Company's average ROCE over the performance period</th> <th>% of ROCE Component that vest</th> </tr> </thead> <tbody> <tr> <td>Less than target ROCE performance</td> <td>Nil</td> </tr> <tr> <td>At target ROCE performance</td> <td>50%</td> </tr> <tr> <td>At or above stretch ROCE performance</td> <td>100%</td> </tr> </tbody> </table> <p>* Straight line pro-rata vesting for performance between target and stretch.</p>	Company's TSR ranking relative to the TSR Comparator Group	% of rTSR Component that vest	Less than 50th percentile	Nil	At 50th percentile	50%	At 75th percentile or above	100%	Company's cumulative FCF per share over the performance period	% of FCF Component that vest	Less than target FCF per share performance	Nil	At target FCF per share performance	50%	At or above stretch FCF per share performance	100%	Company's average ROCE over the performance period	% of ROCE Component that vest	Less than target ROCE performance	Nil	At target ROCE performance	50%	At or above stretch ROCE performance	100%
Company's TSR ranking relative to the TSR Comparator Group	% of rTSR Component that vest																								
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Topic	Summary										
Performance conditions and testing <i>continued</i>	<p>Strategic Component (15%)</p> <p>The objectives that underpin the Strategic Component of the LTIP continue to align with our strategy to develop new energy and non-energy growth pathways to create long-term value for our shareholders, and are also aligned to the growth ambitions outlined at the 2023 Investor Day. The agreed strategic objectives for the 2024 LTIP are:</p> <ul style="list-style-type: none"> • establish an integrated convenience business (bringing together Coles Express, OTR and Liberty Oil Convenience), delivering C&M earnings uplift in-line with 5 year aspirations disclosed at the 2023 Investor Day; • deliver C&I earnings uplift, including non-fuel earnings, in-line with the 5 year aspirations disclosed at the 2023 Investor Day; • develop the Energy Hub at Geelong and determine a long-term transition for the Geelong refinery; • develop and deliver projects to achieve the Company's emission reduction targets and make meaningful progress on the Company's new energies and lower carbon agenda. <p>Performance against the Strategic Component will be assessed at the end of the performance period, based on performance against specific strategic and operational initiatives, progress in reducing emissions, as well as financial targets aligned with the 2023 Investor Day ambitions.</p> <p>The percentage of Performance Rights comprising the Strategic Component that vest, if any, will be determined over the performance period by reference to the following vesting schedule:</p> <table border="1"> <thead> <tr> <th>Company's performance over the performance period</th> <th>% of Strategic Component that vest</th> </tr> </thead> <tbody> <tr> <td>Less than threshold performance</td> <td>Nil</td> </tr> <tr> <td>At threshold performance</td> <td>33%</td> </tr> <tr> <td>At target performance</td> <td>66%</td> </tr> <tr> <td>At or above stretch performance</td> <td>100%</td> </tr> </tbody> </table> <p>* Straight line pro-rata vesting for performance between threshold, target and stretch.</p>	Company's performance over the performance period	% of Strategic Component that vest	Less than threshold performance	Nil	At threshold performance	33%	At target performance	66%	At or above stretch performance	100%
Company's performance over the performance period	% of Strategic Component that vest										
Less than threshold performance	Nil										
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At target performance	66%										
At or above stretch performance	100%										
Disclosure of FCF, ROCE and strategic hurdles	<p>Target and stretch levels of performance for FCF and ROCE Components have been set by the Board.</p> <p>The Board considers the actual levels at which our FCF and ROCE targets are set to be commercially sensitive as disclosure of them could potentially indicate the Company's margins and, as such, jeopardise the Company's competitive position. Therefore, those levels will not be disclosed during the performance period.</p> <p>However, the Board will provide full details of the vesting outcomes in connection with these components of the 2024 LTIP, including the levels set at the beginning of the performance period, following completion of the performance period. The target and stretch levels, the actual achievement against those levels and the vesting outcomes will be detailed in the Remuneration Report for the year in which the 2024 LTIP is tested.</p> <p>The specific initiatives and targets comprising the Strategic Component have been set by the Board. The Board considers some of these initiatives and targets to be commercially sensitive and accordingly, disclosure of these at this point could be potentially prejudicial to the interests of the Company. Performance against the Strategic Component and the vesting outcomes achieved (including the rationale for the vesting outcomes) will be disclosed after the end of the performance period in the Remuneration Report for the year in which the 2024 LTIP is tested.</p>										
Rationale for choosing these performance conditions	<p>The Board determined these metrics to be the most appropriate performance conditions for the LTIP at this stage of the Company's lifecycle because TSR creates a strong alignment between LTIP outcomes and the experience of shareholders, FCF and ROCE performance at or above target should result in growth in shareholder returns over the period and the strategic objectives reward progress against tangible milestones that are critical to our long-term success and value creation.</p>										
Retesting	<p>None. The performance conditions will not be retested if they are not satisfied following the end of the performance period. Any Performance Rights that remain unvested once the performance conditions have been tested will lapse immediately.</p>										
Voting and dividend entitlements	<p>The Performance Rights do not carry voting or dividend rights before vesting and exercise.</p>										
Restrictions on dealing	<p>Scott Wyatt will not be able to sell, transfer, encumber or otherwise deal with the Performance Rights unless the Board allows it or the dealing is required by law. Additionally, in no circumstances will Mr Wyatt be able to hedge or otherwise affect his economic exposure to the Performance Rights before they vest.</p> <p>Scott Wyatt will be free to deal with any ordinary shares allocated on vesting and exercise of the Performance Rights, subject to the requirements of the Company's Securities Trading Policy.</p>										

Topic	Summary
Exercise	Scott Wyatt will be able to exercise any vested Performance Rights during certain defined exercise periods. The exercise periods will be the first two weeks commencing the business day following the release of the Company's half year results, full year results, first quarter update or third quarter update for any period ending on or before 1 January 2030, or such other periods determined by the Board.
Cessation of employment	<p>Unless the Board determines otherwise, if Scott Wyatt ceases to be employed by the Company or its subsidiaries (Group) while he holds unvested Performance Rights and is:</p> <ul style="list-style-type: none"> • a 'Good Leaver', a pro-rata number of his unvested Performance Rights will lapse when he ceases employment (based on the proportion of the performance period remaining when he ceases employment); or • is not a 'Good Leaver', all his unvested Performance Rights will lapse. <p>Generally, Scott Wyatt will be a 'Good Leaver' unless his employment with the Group is terminated for cause or he resigns.</p> <p>If Scott Wyatt ceases to be employed by the Group while holding vested Performance Rights or his Performance Rights vest after he ceases employment with the Group, he will have a reduced time in which to exercise those vested Performance Rights.</p>
Change of control	The Board may determine in its absolute discretion that all or a specified number of Performance Rights will vest on a change of control of the Company.
Clawback and malus	<p>The Board has clawback and malus powers under the terms of the LTIP if, among other things:</p> <ul style="list-style-type: none"> • Scott Wyatt has acted fraudulently or dishonestly, is in material breach of his obligations to the Group, has engaged in negligence or gross misconduct, brought a member of the Group into disrepute, has been convicted of an offence or has a judgment entered against him in connection with the affairs of the Group; • Scott Wyatt has made a material misstatement on behalf of a member of the Group or there is a material misstatement or omission in the financial statements of the Group; or • the Performance Rights vest or may vest as a result of the fraud, dishonesty, negligence or breach of obligations of any other person, and the Board is of the opinion that the Performance Rights would not have otherwise vested.

Shareholder approval

ASX Listing Rule 10.14 requires shareholder approval to be obtained before equity securities (such as the Performance Rights) are granted to a director under an employee incentive scheme (such as the LTIP). Therefore, approval is being sought to grant the Performance Rights to Scott Wyatt, the Company's Chief Executive Officer and Managing Director.

If shareholder approval is obtained, the Company will proceed to grant Scott Wyatt the Performance Rights described above.

If shareholder approval is not obtained, the Company will not be able to grant Scott Wyatt the Performance Rights and it is intended that his 2024 long term incentive award will be provided in cash (subject to the same performance conditions as set out in this Notice of Meeting).

2024 remuneration arrangements

Scott Wyatt's remuneration package for the 2024 financial year is outlined in the Company's 2023 Remuneration Report and consists of:

- fixed remuneration of \$1,600,000;
- a maximum long term incentive (LTI) opportunity of 150% of Scott Wyatt's fixed remuneration, which is \$2,400,000; and
- a maximum short term incentive (STI) opportunity of 145% of Scott Wyatt's fixed remuneration, which is \$2,320,000.

Further details on the above, as well as details of Scott Wyatt's 2023 remuneration, are outlined in the Company's 2023 Remuneration Report.

Other information required by the ASX Listing Rules

Scott Wyatt is a Director of the Company and as such falls within ASX Listing Rule 10.14.1. He is the only Director eligible to participate in the LTIP.

No loan has been or will be made available to Scott Wyatt by the Company in relation to the Performance Rights.

The value attributed by the Company to the Performance Rights proposed to be granted to Scott Wyatt under the LTIP for 2024 is \$2,400,000, which is the dollar amount of his maximum opportunity under the LTIP. The value Mr Wyatt actually receives from the grant will depend on the number of Performance Rights that vest (if any) and the value of the Company's shares at that time.

The following Performance Rights were granted to Scott Wyatt under the LTIP in prior years (all granted at no cost to Mr Wyatt):

Date granted	No. of Performance Rights	Scheme details	Further details
25 May 2023	832,892	2023 LTIP	
26 May 2022	923,637	2022 LTIP	
31 May 2021	905,501	2021 LTIP	Of these, 905,501 vested and were exercised into ordinary shares on 20 February 2024. More information on this is included in the 2023 Remuneration Report.
15 July 2020	556,121	2020 LTIP	Of these, 526,507 vested and were exercised into ordinary shares on 24 February 2023 and 29,614 lapsed. More information on this is included in the 2022 Remuneration Report.
31 May 2019	541,198	2019 LTIP	Of these, 270,599 vested and were exercised into ordinary shares on 20 February 2022 and 270,599 lapsed. More information on this is included in the 2021 Remuneration Report.
18 July 2018	480,000	2018 LTIP	Of these, 120,000 vested and were exercised into ordinary shares on 23 February 2021 and 360,000 lapsed. More information on this is included in the 2020 Remuneration Report.

Details of any securities issued to Scott Wyatt under the LTIP will be published in the Company's Annual Report. No additional persons covered by ASX Listing Rule 10.14 will participate in the LTIP without shareholder approval being first obtained.

Recommendation

The Board (other than Scott Wyatt) recommends that shareholders vote in favour of this item.

Item 5: Financial Assistance

5.1 Background

The Company is party to a syndicated facility agreement originally dated 26 March 2018 as amended and/or restated from time to time, including most recently on 7 December 2023 and entered into with a syndicate of lenders (**Existing Facility Agreement**).

On 28 March 2024, the Company announced that it completed its acquisition of the OTR Group under which:

- Viva Energy Retail (an indirect wholly-owned subsidiary of the Company) acquired 100% of the shares in each OTR Target Entity (except Vape Square Online) pursuant to the terms of the Share Sale Deed; and
- Viva Energy Retail SMGB (an indirect wholly-owned subsidiary of the Company) acquired the OTR Target Business, including 100% of the shares in Vape Square Online, pursuant to the terms of the Business Sale Agreement (together, the **Acquisition**).

In order to help fund the Acquisition, Viva Energy Retail entered into a syndicated facility agreement dated 6 December 2023 with a separate syndicate of lenders

(**New Facility Agreement**). The Company and the Viva Entities are guarantors under each of the Existing Facility Agreement and the New Facility Agreement.

Completion of the Acquisition occurred on 28 March 2024. The Acquisition was partly funded via drawdowns made under both the Existing Facility Agreement and the New Facility Agreement. The Company is now the Ultimate Australian Holding Company (as defined below) of each OTR Target Entity.

It is proposed that certain OTR Target Entities will become guarantors under each Facility Agreement. The guarantees proposed to be given by the OTR Target Entities under each Facility Agreement, together with those already given by the Viva Entities under the Existing Facility Agreement and under the New Facility Agreement respectively, will guarantee obligations of the Viva Group and the OTR Target Entities under each Facility Agreement.

5.2 Shareholder approval of Financial Assistance

Under section 260A(1) of the Corporations Act, a company may financially assist a person to acquire shares (or units of shares) in the company or a holding company of the company only if:

- giving the assistance does not materially prejudice:
 - the interests of the company or its shareholders; or
 - the company's ability to pay its creditors;
- the assistance is approved by shareholders under section 260B of the Corporations Act; or
- the assistance is exempted under section 260C of the Corporations Act.

Under section 260B(2) of the Corporations Act, if immediately after the acquisition, the company providing the financial assistance will have an Australian listed holding company, the financial assistance must also be approved by a special resolution of the shareholders of that holding company (**Ultimate Australian Holding Company**).

As the Company is now the Australian listed holding company of the OTR Target Entities following completion of the Acquisition, Shareholders are being asked to approve (via a special resolution) the OTR Target Entities becoming guarantors under each Facility Agreement, as required by section 260B(2) of the Corporations Act. The shareholders of each OTR Target Entity will also be asked to approve the relevant entity becoming a guarantor under each Facility Agreement, as required under section 260B(1) of the Corporations Act.

In light of the conservative view taken with respect to the application of the 'no material prejudice' test in section 260A(1)(a) of the Corporations Act (*Connective Services Pty Ltd v Sleat Pty Ltd* [2019] HCA 33) and the similarly conservative approach taken by most secured lenders and some of their advisers, market practice is not to rely on that limb unless absolutely essential. In addition, the statutory exceptions listed in section 260A(1)(c) of the Corporations Act are not applicable to the Financial Assistance proposed to be provided in connection with the Acquisition.

5.3 Financial Assistance by the OTR Target Entities

Under the terms of each Facility Agreement, the Company is required to ensure that certain OTR Target Entities accede to the relevant Facility Agreement as guarantors in order to comply with certain prescribed earnings and assets tests under the Facility Agreements. In order to comply with its obligations under each Facility Agreement, the Company now seeks to obtain all necessary approvals for the OTR Target Entities to accede as guarantors for the purposes of each Facility Agreement.

The accession by the OTR Target Entities to each Facility Agreement, together with any other transaction listed or contemplated in section 5.4 (*Effect of becoming guarantors*) below (together, the **Financial Assistance**) will have the effect of each OTR Target Entity financially assisting the acquisition of its own shares or shares in its holding company for the purposes of section 260A of the Corporations Act. The purpose of this item is to seek the necessary approval required under section 260B(2) of the Corporations Act in approving the Financial Assistance.

5.4 Effect of becoming guarantors

The requirement for the OTR Target Entities to become guarantors under each Facility Agreement is considered customary and consistent with market practice for financing transactions of this nature. The substantial effect of becoming guarantors under each Facility Agreement is that the OTR Target Entities will jointly, in common with the Viva Entities, guarantee all amounts payable under each Facility Agreement (on a cross guarantee and indemnity basis). Restrictions might also be placed on the operations of the OTR Target Entities by virtue of the representations and undertakings given by the guarantors in each Facility Agreement.

Becoming guarantors should not, in and of itself, materially prejudice the interests of the OTR Target Entities or the members of the Company or the ability of any OTR Target Entity to pay its creditors because the liability to the lenders under the Existing Facility Agreement and the New Facility Agreement will be a contingent rather than an actual liability. Given the financing structure, the form of the guarantee to be provided by the OTR Target Entities will be on substantially the same terms as the guarantees already provided by the Viva Entities under the terms of the Existing Facility Agreement and the New Facility Agreement. Nevertheless, if a default was to occur under the Existing Facility Agreement or the New Facility Agreement (including as a result of the failure to pay principal or interest or otherwise comply with any undertakings), the respective lender(s) would be entitled to enforce the guarantees against the OTR Target Entities.

Any such enforcement action would materially prejudice the interests of the OTR Target Entities, and the members of the Company and might have a negative impact on the financial position of each OTR Target Entity and its ability to pay its creditors because its cash reserves would be diminished by the amount claimed. In addition, enforcement of the guarantees might trigger cross-default provisions in other financing arrangements and permit other contract counterparties to terminate those contracts, which could materially prejudice the interests of the OTR Target Entities.

In addition to becoming guarantors under each Facility Agreement, the OTR Target Entities may, or may be required to:

- (a) execute, or accede or consent to, any instrument referred to in, or incidental or related to, a Facility Agreement (including any guarantor accession deed), and including any document to be entered into at any time for the purpose of amending, varying, replacing, restating, refinancing, novating or supplementing such instruments;
- (b) subordinate its intercompany claims (if any);
- (c) transfer assets to, or assume other liabilities of, the Company or other Viva Entities;
- (d) make available, directly or indirectly, its cash flows or other resources in order to enable the Company and its subsidiaries to comply with their obligations under the Existing Facility Agreement, the New Facility Agreement and related finance documents under each of those Facility Agreements; or
- (e) provide additional support (which may include giving new guarantees and incurring additional obligations such as granting negative pledges and undertakings not to acquire or dispose of certain assets) in connection with the Existing Facility Agreement, the New Facility Agreement and related finance documents under each of those Facility Agreements, including in connection with any refinancing of amounts owing under or in respect of those documents or any replacement finance documents which replace the Existing Facility Agreement and/or the New Facility Agreement.

5.5 Reasons for giving the Financial Assistance

The principal advantage to the Company (and, indirectly, the OTR Target Entities and the Viva Entities) in providing the Financial Assistance is that the OTR Target Entities and the Viva Entities will have the benefit of the corporate debt facilities made available or to be made available under the Existing Facility Agreement and the New Facility Agreement (or any future facilities refinancing those facilities) and the Company will continue to be in compliance with its obligations required under each Facility Agreement. In addition, the advantages for each OTR Target Entity in giving the Financial Assistance and acceding to each Facility Agreement, is that they may benefit from:

- (a) in the case of each OTR Target Entity, repayment of certain of the existing debt facilities of each OTR Target Entity;
- (b) synergies and cost savings through their integration with the Viva Group; and
- (c) capital resources and management expertise of the Viva Group, while retaining existing expertise and knowledge in the industry in which they operate.

If this item is not passed and the OTR Target Entities do not accede to each Facility Agreement as guarantors within the agreed timeframes, an event of default under each Facility Agreement will occur. This would enable the lenders to, among other things, cancel the commitments under each Facility Agreement and declare all or any loans provided by them as being immediately due and payable.

5.6 Information given

Shareholders have been informed of the above matters in accordance with section 260B(4) of the Corporations Act. The Directors consider that this Explanatory note contains all material information known to the Company that could reasonably be required by Shareholders in deciding how to vote on this item, other than information which would be unreasonable to include because it had previously been disclosed to shareholders.

Copies of the Notice of Meeting and this Explanatory note were lodged with ASIC before being sent to the Shareholders, in accordance with section 260B(5) of the Corporations Act.

The directors of each OTR Target Entity will unanimously agree to approve the giving of the Financial Assistance by each OTR Target Entity, subject to the necessary shareholder approvals being obtained, including approval by the Shareholders in accordance with section 260B(2) of the Corporations Act by the passing of this item.

5.7 Recommendation

The Board recommends that shareholders vote in favour of this item.

5.8 Glossary

The terms set out below have the following meanings when used in this section 5:

Acquisition has the meaning given to that term in section 5.1 (*Background*).

Acquisition Document means:

- (a) the Share Sale Deed; and
- (b) the Business Sale Agreement.

ASIC means the Australian Securities and Investments Commission.

Board means the board of directors of the Company.

Business Sale Agreement means the business sale agreement under which the acquisition of all of the assets comprising the OTR Target Business was effected including the shares in Vape Square Online as amended or amended and restated from time to time.

Corporations Act means *Corporations Act 2001* (Cth).

Existing Facility Agreement has the meaning given to that term in section 5.1 (*Background*).

Facility Agreement means:

- (a) the Existing Facility Agreement; and
- (b) the New Facility Agreement.

Financial Assistance has the meaning given to that term in section 5.3 (*Financial Assistance by the OTR Target Entities*).

New Facility Agreement has the meaning given to that term in section 5.1 (*Background*).

OTR Group means the OTR Target Entities (including each of its wholly owned subsidiaries) and the OTR Target Business.

OTR Target Business means the retail and wholesale tobacco and gift business operated under the brand names 'Smokemart', 'Giftbox' and 'Vape Square'.

OTR Target Entity means each of:

- (a) Peregrine Energy Pty Ltd (ACN 615 822 065);
- (b) Reliable Petroleum Pty Ltd (ACN 602 197 375);
- (c) OTR 330 Pty Ltd (ACN 638 301 649);
- (d) OTR 328 Pty Ltd (ACN 638 299 975);
- (e) DF Wholesalers Pty Ltd (ACN 604 041 241);
- (f) Peregrine Grocery Retailing Pty Ltd (ACN 615 487 271);
- (g) Peregrine (HJ Franchising) Pty Ltd (ACN 155 741 245);
- (h) Mehico Pty Ltd (ACN 616 434 201);
- (i) Doughboys Developments SA Pty Ltd (ACN 152 857 791);
- (j) Doughboys Manufacturing SA Pty Ltd (ACN 152 857 782);
- (k) Peregrine (Oporto SA) Pty Ltd (ACN 154 079 464);
- (l) Diamond Products Pty Ltd (ACN 649 250 528);
- (m) On The Run Pty Ltd (ACN 638 356 466);
- (n) Peregrine (SW Franchising) Pty Ltd (ACN 638 307 865);
- (o) Earthling Investments Pty Ltd (ACN 111 401 766);
- (p) International Franchise Systems Pty Ltd (ACN 079 863 424);
- (q) Parnell Mogas Pty Ltd (ACN 071 920 155) (in its own right and as trustee of Keelboat Unit Trust);
- (r) Mogas Holdings Pty Ltd (ACN 111 402 101);
- (s) Mogas Regional Pty Ltd (ACN 111 402 110);
- (t) Directhaul Pty Limited (ACN 009 652 260); and
- (u) Vape Square Online Pty Ltd (ACN 636 609 526).

Share Sale Deed means the share sale deed under which the acquisition of 100% of the shares in each OTR Target Entity (except Vape Square Online) was effected as amended or amended and restated from time to time.

Ultimate Australian Holding Company has the meaning given to that term in section 5.2 (*Shareholder approval of Financial Assistance*).

Vape Square Online means Vape Square Online Pty Ltd (ACN 636 609 526).

Viva Energy Retail means Viva Energy Retail Pty Ltd (ACN 662 372 027).

Viva Energy Retail SMGB means Viva Energy Retail SMGB Pty Ltd (ACN 670 895 904).

Viva Entities means those wholly owned subsidiaries of the Company which are guarantors under each of the Existing Facility Agreement and the New Facility Agreement.

Viva Group means the Company and its wholly-owned subsidiaries.

Important information for shareholders

Am I eligible to vote at the AGM?

You are eligible to vote at the AGM if you are registered as a holder of ordinary shares in the Company (Ordinary Shares) at 2:00pm (ACST) on Sunday, 19 May 2024.

How can I vote?

Option	Details	Instructions
Cast your vote before the AGM	<p>You can vote before the AGM online or by completing and submitting the Voting Form provided with this notice.</p> <p>If you wish to vote before the AGM you are encouraged to do so online. If you wish to vote before the AGM using the Voting Form, please be aware of current postal timeframes.</p>	<p>Online: You can cast your vote directly at www.linkmarketservices.com.au.</p> <p>To cast your vote via that site you will need to follow the instructions on that site and submit your vote by 2:00pm (ACST) on Sunday, 19 May 2024.</p> <p>To log in to that site you will need your holder identification number or shareholder reference number (HIN/SRN) and the registered postcode or country code for your shareholding.</p> <p>Voting Form: To vote using the Voting Form, you must complete the Voting Form by following the instructions on the form. As outlined on the Voting Form, you must complete Section A of Step 1 and Steps 2 and 3.</p> <p>There are a number of different methods you can use to lodge your completed Voting Form with the Company's share registry. Those methods are outlined on the Voting Form.</p> <p>For your vote to be valid your completed Voting Form must be received by the Company's share registry by 2:00pm (ACST) on Sunday, 19 May 2024.</p>
Appoint a proxy before the AGM	<p>You can appoint a proxy to attend the AGM and vote at the AGM on your behalf.</p> <p>You can appoint a proxy before the AGM online or by completing and submitting the Voting Form provided with this notice.</p> <p>Your proxy may be an individual or a body corporate and does not need to be a shareholder of the Company.</p> <p>You cannot appoint more than two proxies. If you do appoint two proxies to attend and vote for you, you must specify the proportion or number of votes that each of your two proxies can exercise. If you do not do that, each proxy may exercise half of your votes.</p> <p>If you have specified how your proxy is to vote on an item of business, your proxy must vote the way you have specified. Your proxy can only vote on the items of business that you are entitled to vote on.</p> <p>If you have specified how your proxy is to vote on an item of business, but your proxy does not attend the AGM – or does not vote on that item – then the Chairman will vote as you have directed (in accordance with the voting intentions outlined below).</p> <p>If you wish to appoint a proxy, you are encouraged to do so online. If you wish to appoint a proxy using the Voting Form, please be aware of current postal timeframes.</p>	<p>Online: You can appoint a proxy online at www.linkmarketservices.com.au.</p> <p>To appoint your proxy via that site you will need to follow the instructions on that site and ensure the appointment is submitted by 2:00pm (ACST) on Sunday, 19 May 2024.</p> <p>To log in to that site you will need your HIN/SRN and the registered postcode or country code for your shareholding.</p> <p>Voting Form: To appoint a proxy using the Voting Form, please complete the Voting Form by following the instructions on it. As outlined on the Voting Form, you must complete Section B of Step 1 and Steps 2 and 3.</p> <p>If you do not complete Step 2 and do not give any voting directions to your proxy, they may vote as they choose (subject to the voting restrictions outlined in this notice).</p> <p>There are a number of different methods you can use to lodge your completed Voting Form with the Company's share registry. Those methods are outlined on the Voting Form.</p> <p>For your proxy appointment to be valid your completed Voting Form must be received by the Company's share registry by 2:00pm (ACST) on Sunday, 19 May 2024.</p>

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Important information for shareholders continued

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Option	Details	Instructions
Vote online during the AGM	<p>If you attend the AGM virtually by logging into the online portal at https://meetings.linkgroup.com/VEA24, you will be able to vote directly during the AGM.</p> <p>Voting on each item of business will be by poll. The Chairman will open the poll shortly after the AGM commences and you will be able to vote at any time during the AGM and for a short time afterwards (you will be notified of how much time is left on the portal).</p> <p>If you have lodged a direct vote before the AGM and then vote online during the AGM, your direct vote lodged before the AGM will be cancelled.</p>	<p>When you log into the online portal, you will be required to register as a shareholder or proxy holder and will be able to vote your shares or the shares you represent as proxy.</p> <p>If you are a shareholder, you will need your HIN/SRN and the registered postcode or country code for your shareholding to register to vote and ask questions once you have logged in.</p> <p>If you are a proxy, you will need to provide your proxy number issued by the Company's share registry to register to vote once you log in. Link Market Services will endeavour to provide confirmation of the proxy code to nominated proxyholders prior to the AGM. Alternatively, proxyholders can call the help line on 1300 554 474 or +61 1300 554 474 (outside Australia) on the day of the AGM to request confirmation of the proxy code.</p> <p>More detailed information on how to vote during the AGM is provided in the 'Virtual Meeting Online Guide' available online at: www.vivaenergy.com.au/investor-centre/general-meetings.</p>
Vote in person	You can vote by attending the AGM in person.	<p>If you attend the AGM in person, you will need to register on the day. Registration will take place from 1:30pm (ACST). To make registration easier, please bring your Voting Form with you, which sets out your details and can be scanned for prompt registration. If you do not bring your Voting Form with you, you will still be able to attend and vote at the AGM but representatives from Link Market Services will need to verify your identity.</p>

What if I hold my shares jointly?

If you hold your Ordinary Shares jointly, you and the other holders may attend the AGM either in person or virtually. If:

- more than one joint holder votes before the AGM, only the last vote validly lodged on the holding will be counted;
- voting online during the AGM, only the first holder to register to join the AGM as a shareholder will be allowed to cast a vote; and
- voting in person, only the vote of the holder first to register on the day of the AGM will be accepted.

How can I ask questions?

Shareholders can ask or submit questions using one of the options below. Questions should be relevant to the AGM, the content of the Auditor's Report for the financial year ended 31 December 2023 or the conduct of the audit.

Option	Details
At the AGM	<p>Shareholder attending in person will have the opportunity to ask questions at the AGM.</p> <p>Shareholders attending online will have the opportunity to ask questions at the AGM via the online portal at https://meetings.linkgroup.com/VEA24. A telephone facility will also be available for shareholders (or their proxy, attorney or corporate representative) who prefer to ask questions verbally. To ask questions via the telephone facility, you can phone 1800 416 188 (within Australia) or +61 2 9189 1107 (outside Australia) and using your unique personal identification number (PIN). Your unique PIN is required for verification purposes, and may be obtained by contacting Link Market Services on 1800 990 363 or +61 1800 990 363 (outside Australia) by 2:00pm (ACST) on Sunday, 19 May 2024.</p> <p>More detailed information on how to ask questions online or via the telephone facility during the AGM is provided in the 'Virtual Meeting Online Guide' available online at www.vivaenergy.com.au/investor-centre/general-meetings.</p>
Before the AGM	<p>Shareholders can submit questions before the AGM:</p> <ul style="list-style-type: none"> online via www.linkmarketservices.com.au. To log into that site you will need your HIN/SRN and the registered postcode or country code for your shareholding; or by submitting the Question Form included with this notice in accordance with the instructions on the Question Form. <p>In either case, your questions need to be received by the Company's share registry by 5:00pm (ACST) on Tuesday, 14 May 2024.</p>

Corporate representatives

A body corporate who is a shareholder or proxy must appoint an individual as its corporate representative, if it wishes to attend and vote at the AGM. If you are a corporate representative, you will need to provide evidence of your appointment as a corporate representative with the Company's share registry prior to the AGM, or have previously provided the Company with evidence of your appointment.

Powers of attorney

If you appoint an attorney to attend and vote at the AGM on your behalf, or your Voting Form is signed by an attorney, the power of attorney (or a certified copy) must be received by the Company's share registry by 2:00pm (ACST) on Sunday, 19 May 2024, unless the power of attorney has previously been lodged with the Company's share registry. Powers of attorney may be submitted by post to the address for the lodgement of Voting Forms outlined on the Voting Forms.

Chairman's voting intentions

The Chairman intends to vote all available proxies in favour of items 2, 3, 4 and 5. If you appoint the Chairman as your proxy, or the Chairman is taken to be appointed as your proxy, and you have not specified the way to vote on an item of business, the Chairman will exercise your votes in favour of the relevant resolution (subject to the voting restrictions outlined in this Notice of Meeting).

Chairman as proxy

If you appoint the Chairman as your proxy, or the Chairman is taken to be appointed as your proxy, and you do not mark a voting box for items 2 and 4, then by signing and returning the Voting Form or by appointing your proxy online you will be expressly authorising the Chairman to exercise the proxy in respect of the relevant item (even though those items are connected with the remuneration of one or more of the Company's KMP).

Receiving Company communications, including Notices of Meetings and Annual Reports

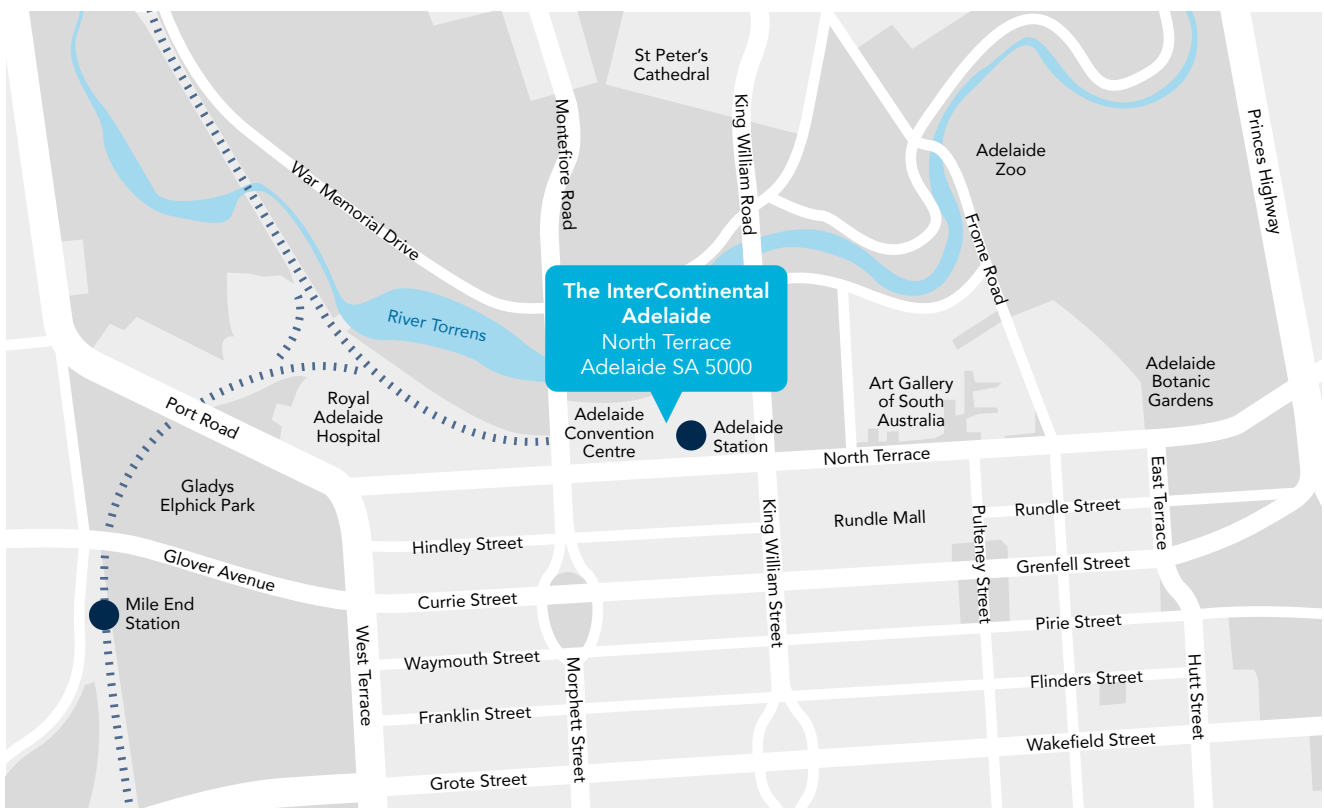
As a shareholder, you may elect to receive all communications from the Company (including Notices of Meetings and Annual Reports), free of charge, in hard-copy by post or electronically.

To make that election, you must log into your online account at www.linkmarketservices.com.au and elect your communications preference.

If you have made an election previously, you will continue to receive Company communications in your elected manner. You can change your election at any time by logging into your online account at www.linkmarketservices.com.au.

This Notice of Meeting and the 2023 Annual Report are also available on the Company's website at www.vivaenergy.com.au/investor-centre.

Getting to the AGM



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EnergyAustralia

Viva Energy Group Limited

ACN 626 661 032

LODGE YOUR VOTE OR PROXY

ONLINE
https://investorcentre.linkgroup.com

BY MAIL
Viva Energy Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X999999999999

VOTING FORM

I/We being a member(s) of Viva Energy Group Limited and entitled to attend and vote hereby appoint:

A VOTE DIRECTLY

elect to lodge my/our
vote(s) directly (mark box)

in relation to the Annual General
Meeting of the Company to be held
at 2:00pm (ACST) on Tuesday,
21 May 2024 (the Meeting) and
at any adjournment or
postponement of the Meeting.

You should mark either "for" or
"against" for each item in Step 2.
Do not mark the "abstain" box.

OR B APPOINT A PROXY

the Chairman of
the Meeting
(mark box)

OR if you are NOT appointing
the Chairman of the Meeting
as your proxy, please write
the name and email of the
person or body corporate you
are appointing as your proxy

Name
Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 2:00pm (ACST) on Tuesday, 21 May 2024 (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at the InterContinental Adelaide, North Terrace, Adelaide SA 5000 or logging in online at https://meetings.linkgroup.com/VEA24 (refer to details in the Virtual Meeting Online Guide). To access the Notice of Annual General Meeting, please visit the Company's website https://www.vivaenergy.com.au/investor-centre/general-meetings

Important for Resolutions 2 & 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2 & 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Voting Forms will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an X

Resolutions

Table with 5 columns: Resolution description, For, Against, Abstain, and a second set of For, Against, Abstain columns.

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll. If you Vote Directly, you should mark either "for" or "against" for each item - do not mark the "abstain" box as your vote for that item will be invalid.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

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STEP 1 Please mark either A or B

STEP 2

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER SECTION A – VOTE DIRECTLY

If you mark the box in Section A of Step 1 you are indicating that you wish to vote directly. If you do this, please only mark either "For" or "Against" for each item in Step 2. Do not mark the "Abstain" box. If you mark the "Abstain" box for an item, your vote for that item will be invalid.

If you mark the boxes in both Section A and Section B, you will be taken to have voted directly and any instructions given in relation of the appointment of a proxy will have no effect.

If you do not mark a box in Section A or Section B, you will be taken to have appointed the person named in the form as proxy. If no person is named, the Chairman of the Meeting will be deemed your appointed proxy.

If you have lodged a direct vote, and then vote at the virtual Meeting, your direct vote will be cancelled.

Custodians and nominees may, with the share registry's consent, identify on the Voting Form the total number of votes in each of the categories "For" and "Against" and their votes will be valid.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER SECTION B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Section B of Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email of that individual or body corporate in Step 1. If you leave this section blank, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid. If you wish to appoint a Director (other than the Chairman) or a member of the KMP or their closely related parties as your proxy, you must specify how they should vote on resolutions 2 & 4 by marking the appropriate box (For, Against, Abstain). If you do not specify how your proxy should vote, your proxy will not be able to vote on resolutions 2 & 4.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (ACST) on Sunday, 19 May 2024**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Shareholder Reference Number (SRN) or Holder Identification Number (HIN) or Employee ID as shown on the front of the Voting Form.



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Viva Energy Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

* During business hours (Monday to Friday, 9:00am–5:00pm)

For personal use only



EnergyAustralia

Viva Energy Group Limited

ACN 626 661 032

LODGE YOUR QUESTIONS

ONLINE
https://investorcentre.linkgroup.com

BY MAIL
Viva Energy Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

The Annual General Meeting (the Meeting) of Viva Energy Group Limited (the Company) will be held at 2:00pm (ACST) on Tuesday, 21 May 2024. Shareholders who are unable to attend the Meeting, or who prefer to register questions in advance, are invited to submit questions by completing and returning this form. Questions should be relevant to the business of the Meeting, as outlined in the accompanying Notice of Meeting and Explanatory Notes. If your question is for the Company's auditor, it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by 5:00pm (ACST) on Tuesday, 14 May 2024.

During the course of the Meeting, the Chairman of the Meeting will endeavour to address the themes most frequently raised by Shareholders. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to Shareholders. Shareholders may also ask questions at the Meeting.

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QUESTIONS

Please tick if your question is directed to the Auditor

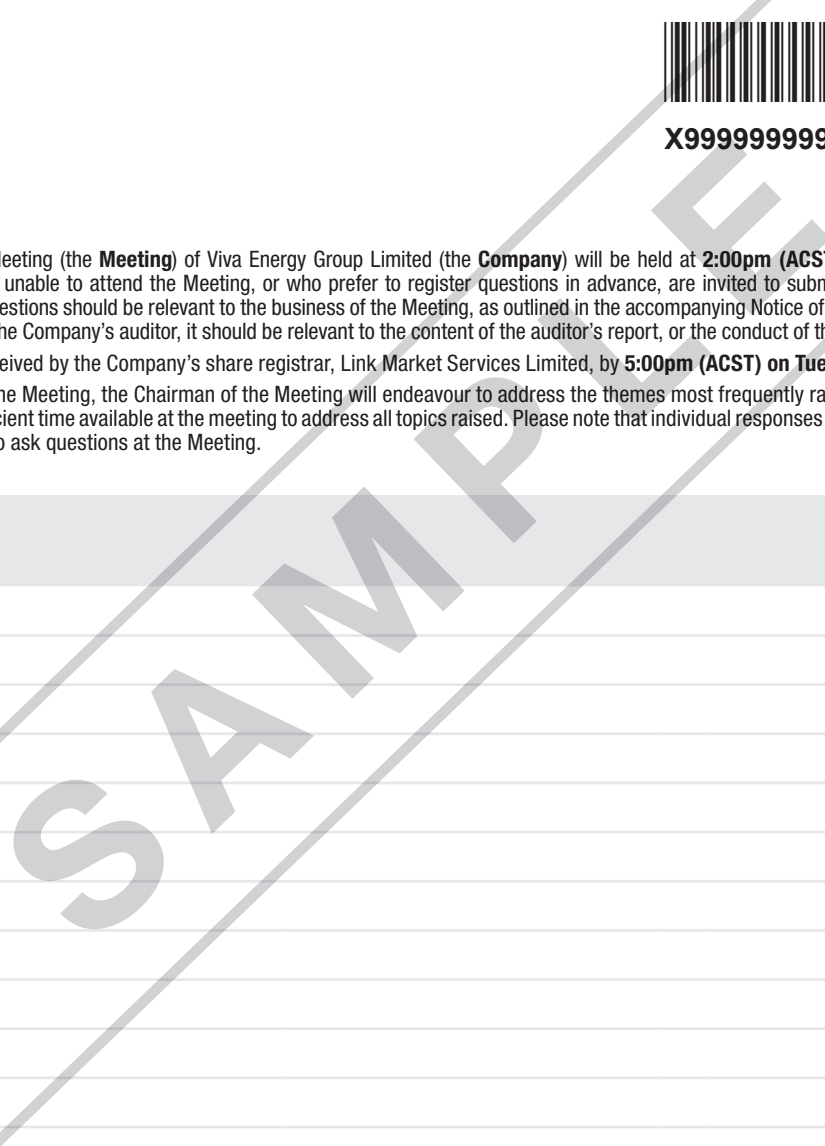
1.

2.

3.

4.

5.



Virtual Meeting Online Guide

For personal use only

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Microsoft Edge – 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

For personal use only

Step 1

Open your web browser and go to <https://meetings.linkgroup.com/VEA24>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

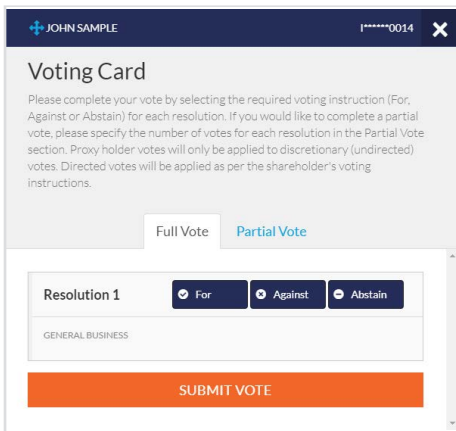
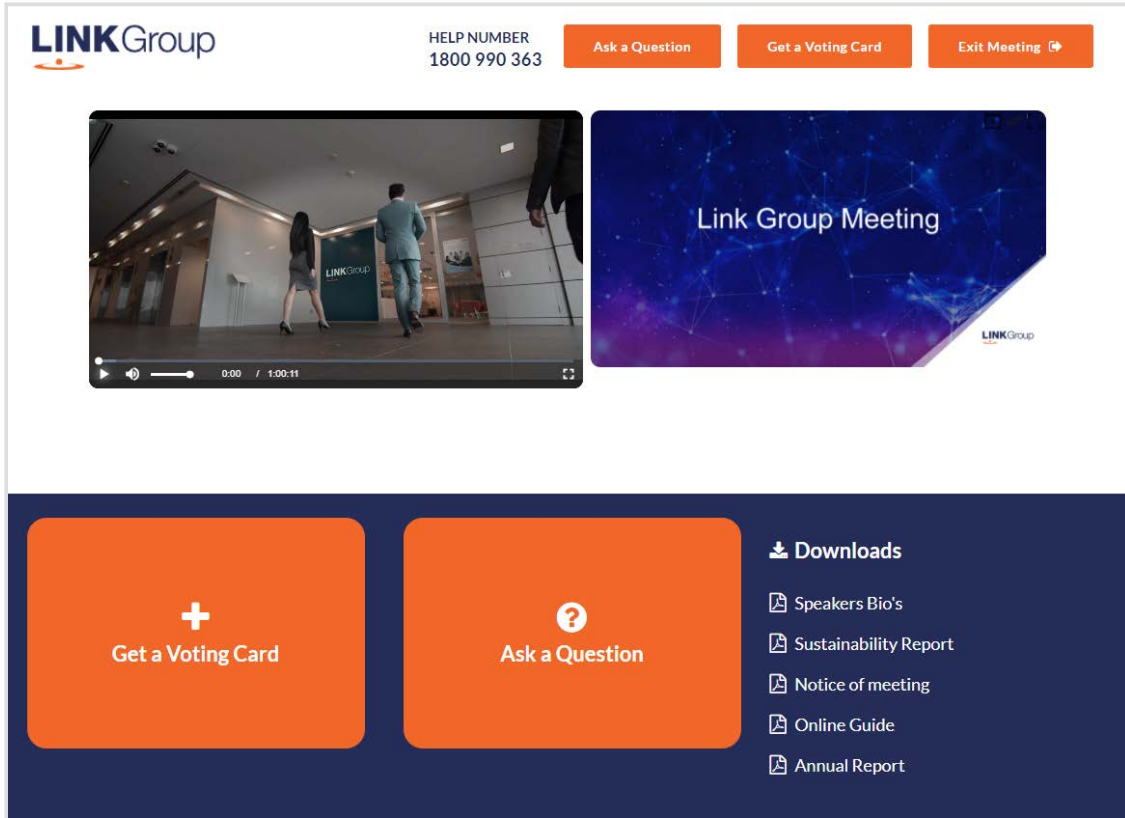
This will bring up a box which looks like this.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

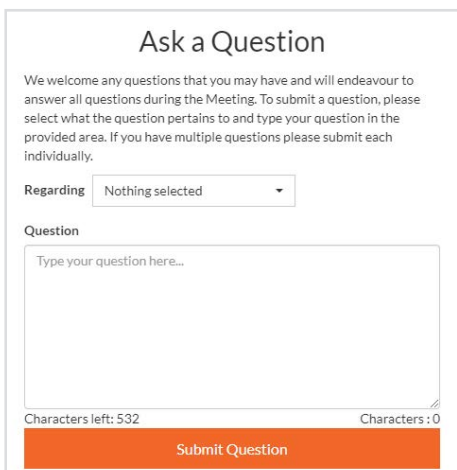
Once voting has been closed all submitted voting cards cannot be changed.

2. How to ask a question

Note: Only verified Securityholders, Proxyholders and Company Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The 'Ask a Question' box will then pop up with two sections for completion.



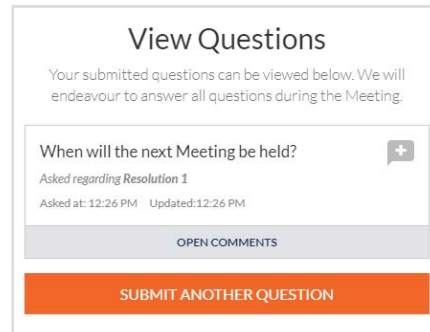
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

Click in the 'Question' section and type your question and click on 'Submit'.

A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363

Joining the Meeting via Phone

Step 1

From your land line or mobile device,
call: 1800 416 188 (within Australia)
+61 2 9189 1107 (International)

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions or comments on each item of business, **press *1** on your keypad for the item of business that your questions or comments relates to. If at any time you no longer wish to ask a question or make a comment, you can lower your hand by **pressing *2** on your keypad.

Step 2

When it is time to ask your question or make your comment, the moderator will introduce you to the meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

Step 3

Your line will be muted once your question or comment has been asked / responded to

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au