



21 May 2024

The Manager
Market Announcements Office
Australian Securities Exchange

Electronic lodgment

2024 Annual General Meeting

The following materials are to be presented at Viva Energy's 2024 Annual General Meeting (AGM) being held today:

1. Chairman and CEO Addresses
2. AGM presentation

Authorised for release by: the Company Secretary

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

Julia Kagan
Company Secretary

Chairman address

Good afternoon, and welcome to Viva Energy's 2024 Annual General Meeting. I am Robert Hill and I am honoured to serve as the Chairman of Viva Energy.

It is now just after 2pm Australian Central Standard Time. We have a quorum present and I declare this Annual General Meeting of Viva Energy Group Limited open.

We are holding our annual general meeting today as a hybrid meeting, which means that we have people joining us in person here at the InterContinental Adelaide as well as online. Welcome to all of you today.

I would like to acknowledge the Traditional Custodians of country throughout Australia and their connections to land, sea and community. Here in Adelaide, we are on the Traditional Lands of the Kurna Nation of peoples. We pay our respect to their Elders past and present and extend that respect to all Aboriginal and Torres Strait Islander peoples present today.

Before we begin, I will hand over to our Company Secretary, Julia Kagan, to run through some procedural matters.

The Company Secretary then outlined the procedural matters.

Today, I am joined on stage by my fellow Directors. To my left:

- Sarah Ryan, an independent Non-executive Director and Chair of our Audit and Risk Committee;
- Arnoud De Meyer, Independent Non-Executive Director, and Chair of the Strategy and Investment Committee; and
- Mike Muller, Non-Executive Director.

And to my right:

- Scott Wyatt, Chief Executive Officer and Managing Director; and
- Nicola Wakefield Evans, an independent Non-executive Director and Chair of our Sustainability Committee.

Dat Duong, Non-Executive Director, couldn't be with us in person today and he joins us by telephone.

Carolyn Pedic, our Chief Financial Officer, Lachlan Pfeiffer, our Chief Strategy Officer, Jevan Bouzo, our CEO, Convenience & Mobility, and Julia Kagan, our Company Secretary, are also with us on stage today.

We also have joining us in person here in Adelaide, Trevor Johnston, representing our auditor, PricewaterhouseCoopers. Trevor will be available to answer questions on the auditor's report later in the meeting.

Before we go through the formal business, Scott and I will address the meeting on our performance and some of the highlights over the last year.

It is significant that we are holding our Annual General Meeting here in Adelaide today. Earlier this year we completed the acquisition of the OTR Group. The Shahin family built OTR to become a highly successful business and the largest non-government employer in South Australia. We are excited to have the opportunity to take this industry leading convenience offer to our national network. It will help us grow and future proof the convenience and mobility sector of our business.

I wanted to specifically refer to our Energy and Infrastructure business, which remains critically important to the overall success of Viva Energy. The Geelong refinery supplies more than half of Victoria's fuel requirements, regularly supplies Tasmania, and with the acquisition of OTR will also supply South Australia. It's an illustration of the contribution we make in supporting energy security in Australia; an aspect of our business which is especially important during turbulent times. Conflict in Europe and the Middle East continues to disrupt energy markets, and underscores the importance of maintaining local manufacturing capability and a sensible balance of self-sufficiency.

On the subject of energy security, it has been heartening to see the Commonwealth Government recognise the important role of natural gas in sustaining manufacturing businesses like ours and supporting base-load electricity supply as we transition to renewables. We remain concerned about the outlook for gas supply in Victoria, and the impact that this will have on prices and outright supply to consumers and businesses. We believe that our LNG import terminal project, within our Geelong Energy Hub, can contribute a flexible and pragmatic option towards solving this structural gas shortfall. We plan to be in a position to make a final investment decision in 2025, with an anticipated delivery date of before winter 2028, should the Victorian government approve the project this year and we secure sufficient commercial offtake arrangements.

Beyond traditional hydrocarbon refining, we continue to explore opportunities to reduce the carbon content of fuels we produce and offer our customers. Construction of our hydrogen production and refuelling facility in Geelong is underway and we still see green hydrogen as a longer term viable option for the heavy transport industry. We also believe that low carbon liquid fuels such as Sustainable Aviation Fuel and Renewable Diesel will be important for the hard to abate sectors such as aviation, mining and road transport. We welcome the initiatives announced by the Government at last week's Federal Budget to unlock local production of low carbon liquid fuels. Exploring incentives to support production and demand, the development of a much-needed certification scheme, and funding as part of the Future Made in Australia Innovation Fund, recognises the important role that low carbon fuels play in our energy transition. With policy settings from Government which bring Australia into line with standards overseas, these fuels can be made at Geelong and distributed through our existing infrastructure. They will greatly enhance the long-term value of our assets, while at the same time helping our customers reduce their carbon emissions.

In our Commercial and Industrial business we are seeing year on year growth. Commercial and Industrial fuel sales grew by 12.6% in 2023, and we have secured a number of important strategic accounts which will deliver further growth in the years ahead. I am particularly proud of the fact that the Australian Defence Force has entrusted us to supply all of its fuel needs. It says a lot about the quality of our people, our capability and our reputation. Viva Energy is well positioned as the federal government invests more in Defence capability and fuel resilience in the years ahead.

On the Company performance as a whole, the Group delivered another strong EBITDA of \$713 million during 2023, with strong year on year growth across our non-refining businesses. This represents our second-best earnings result as a listed company following the record year in 2022, and illustrates the importance of the strategic agenda we are pursuing. Underlying cash generation was strong, and the board determined to pay dividends of 15.6 cents per share.

We aim to continue growing our business, diversifying our income, making an important contribution to energy security and supporting the broader energy transition in the year ahead.

On behalf of the Board, I'd like to thank Scott and his leadership team, the extended executive team and all our team members, who have worked incredibly hard during a transformative year for the company. And again, thank our shareholders for their continued support.

I will ask Scott now to take us through his presentation.

CEO Address

Thank you Robert and welcome to all our shareholders and guests with us today.

Last year was indeed a busy year for the company. The extended major maintenance activity at Geelong Refinery and the transition of the Coles Express business, including taking full control of operations across the retail network, required considerable effort across the company and, with that backdrop, I am really pleased with our safety performance which remains steady and indeed some good improvements in our process safety performance.

Looking forward, I am conscious of the new risks we have taken on with the growth in our Convenience and Mobility business, and particularly the impacts on our team members from robberies and crime that unfortunately occur from time to time. We have inherited good processes from Coles and OTR, and will continue to look for ways to improve our security and safety across the retail network as we upgrade stores and enhance our offer.

Across the rest of the traditional business we continue to invest in improving asset integrity and inspections to reduce the risk of leaks and spills, and generally driving a strong safety culture which remains a source of pride amongst Viva Energy team members.

As Robert highlighted, 2023 was a very much a transformational year for Viva Energy. We delivered a strong financial performance and made significant progress on the strategic agenda, which we shared at the investor day in November.

Group fuel sales increased by 9% to more than 15 billion litres and are now 5% above pre-pandemic levels. Commercial and Industrial sales grew by 12.6% as aviation demand continued to recover, and other commercial segments saw strong demand in what has been a broadly robust domestic economic environment. In contrast, Convenience and Mobility sales were relatively weaker, with total fuel demand growing by less than 1% due to cost of living pressures, and convenience sales impacted by the growth in illicit tobacco.

Group earnings were \$713 million, which outside of the refining business, represented a 16% increase on 2022. In particular, Commercial & Industrial supported the group as it delivered its third consecutive year of earnings growth, up 33% on 2022. The business continued to benefit from its high-touch customer focus, extensive infrastructure positions and diversification across different industries and specialty products. Our refining operations were impacted by extended major maintenance, but outside of these operational challenges the general refining environment was constructive with refining margins above long-term averages. Our balance sheet was strong ahead of financing the OTR Group acquisition, ending the period with net debt of \$380 million.

As we set out in November last year, we are embarking on a multi-year strategy to transform from a fuel retailer that happens to sell convenience, to a convenience retailer that happens to sell energy. We expect this to deliver strong earnings growth over the next five years, effectively doubling the contribution from our traditional retail business.

It's an important driver of growth, but also an important part of our response to the energy transition.

During the year, we completed the acquisition of Coles Express and more recently completed on the acquisition of OTR. Together, these retail platforms provide the pathway to substantially improving our convenience offering and directly accessing strong growth in this attractive and fast-growing segment which is estimated at over \$200 billion. The transition has gone smoothly, and we are now focussed on early upgrades to Coles Express stores, capturing supply chain benefits, and reducing overhead costs by bringing together the businesses under one single operating platform. We expect to be able to provide more detail on our plans at our half year results, and again at the full year once we have direct experience operating stores under the new platform.

In conjunction with upgrading the convenience offer, we will also begin installing electric vehicle recharging facilities at our stores in NSW. We received funding for 30 fast recharging facilities from the NSW government and expect to deploy the first round of chargers during the second half of the year. We see electric vehicle recharging as an important convenience category over the long term, which will help drive visits to our stores, and in-store sales uplift as customers spend more time with us.

As Robert mentioned, supporting our Commercial and Industrial business, work has commenced on the construction of our hydrogen production and refuelling facility at Geelong. This initiative is aimed at heavy vehicle users, and together with renewable fuels which Robert touched on, will play an important role in reducing emissions in the Commercial and Industrial segments. A number of customers have purchased hydrogen vehicles in anticipation of this development and we look forward to reporting on early progress at our AGM next year.

This project is part of our broader Geelong Energy Hub ambitions, which include an LNG import and storage facility, strategic storage, lower carbon and renewable fuels production. Work is also underway to upgrade processing capability to reduce the sulphur and aromatic content of petrol, which we expect to be commissioned in the third quarter of 2025. It is worth noting that the Geelong refinery is the only manufacturer of bitumen for Australian roads, Avgas for smaller piston engine aircraft, low aromatic petrol to combat petrol sniffing in regional communities, poly-propylene plastics, and military grade fuels to support Australian defence and its allies. This is a unique competitive advantage with strong integration with our Commercial and Industrial businesses.

Overall I am pleased with the progress we have made on our strategic agenda over the last year. We have exciting plans for each of our three unique businesses, and look forward to further delivering on these in the year ahead.

Looking forward to the rest of this year, let me begin by making a few comments about our first quarter 2024 operating results which we released to the market last month.

The Group delivered a strong performance, with the Geelong refinery operating at near capacity and sales up almost 8% compared to the same time last year. The Commercial business maintained momentum, delivering another strong sales result on the back of

healthy demand across most sectors and new business wins. Our retail operations performed well despite adverse weather in some markets, general cost-of-living pressures affecting fuel demand and lower tobacco sales, with continued growth across other convenience categories.

We see cost of living pressures impacting mobility and general consumer demand, and we recognise that the relatively higher cost of fuel contributes to these pressures. Oil prices have begun to soften in recent times, providing some relief, but we will continue to focus on delivering value to customers through our range of retail offers, which now includes Coles Express, OTR, Liberty Convenience and our network of independent retail partners.

Over the long term we expect our Convenience and Commercial businesses to provide relatively stable and strong earnings, supported by the contribution from the OTR Group acquisition which was completed at the end of the first quarter. We also expect continued demand strength from our Commercial & Industrial businesses, which remains a very diverse business with demonstrated resilience to sectorial cycles.

While regional refining margins have recently softened, they remain above historical averages and we are well positioned to maximise production opportunities with no planned major turnarounds this year.

In conclusion, we are very excited about the remainder of 2024 and beyond. We have a strong and diverse portfolio which is well positioned to capture growth opportunities. We are highly focused on executing on our strategic objectives, which we believe provide considerable growth opportunities over the long term.

As I hand back to Robert, I would like to thank our people, customers and partners, and our shareholders for your continued support.

The Chairman then conducted the formal items of business.

For personal use only

Annual General Meeting 2024



VIVA
EnergyAustralia

Helping people reach their destination

Important notice and disclaimer

This presentation has been prepared by Viva Energy Group Limited, ACN 626 661 032 (“**Company**” or “**Viva Energy**”).

The information provided in this presentation should be considered together with the financial statements, ASX announcements and other information available on the Viva Energy website www.vivaenergy.com.au. The information in this presentation is in summary form and does not purport to be complete. This presentation is for information purposes only, is of a general nature, does not constitute financial advice, nor is it intended to constitute legal, tax or accounting advice or opinion. It does not constitute in any jurisdiction, whether in Australia or elsewhere, an invitation to apply for or purchase securities of Viva Energy or any other financial product. The distribution of this presentation outside Australia may be restricted by law. Any recipient of this presentation outside Australia must seek advice on and observe any such restrictions.

This presentation has been prepared without taking into account the investment objectives, financial situation or particular needs of any particular person. Investors must rely on their own examination of Viva Energy, including the merits and risks involved. Each person should consult a professional investment adviser before making any decision regarding a financial product. In preparing this presentation the authors have relied upon and assumed, without independent verification, the accuracy and completeness of all information available from public sources or which has otherwise been reviewed in preparation of the

presentation. All reasonable care has been taken in preparing the information and assumptions contained in this presentation, however no representation or warranty, express or implied, is made as to the fairness, accuracy, completeness or correctness of the information, opinions and conclusions contained in this presentation. The information contained in this presentation is current as at the date of this presentation (save where a different date is indicated, in which case the information is current to that date) and is subject to change without notice. Past performance is not a reliable indicator of future performance.

Neither Viva Energy nor any of its associates, related entities or directors, give any warranty as to the accuracy, reliability or completeness of the information contained in this presentation. Except to the extent liability under any applicable laws cannot be excluded and subject to any continuing obligations under the ASX listing rules, Viva Energy and its associates, related entities, directors, employees and consultants do not accept and expressly disclaim any liability for any loss or damage (whether direct, indirect, consequential or otherwise) arising from the use of, or reliance on, anything contained in or omitted from this presentation.

Any forward-looking statements or statements about ‘future’ matters, including projections, guidance on future revenues, earnings and estimates, reflect Viva Energy’s intent, belief or expectations as at the date of this presentation. Such statements are provided as a general guide only and should not be relied

upon as an indication or guarantee of future performance. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Viva Energy’s actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. Such prospective financial information contained within this presentation may be unreliable given the circumstances and the underlying assumptions to this information may materially change in the future. Any forward-looking statements, opinions and estimates in this presentation are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions.

You should rely on your own independent assessment of any information, statements or representations contained in this presentation and any reliance on information in this presentation will be entirely at your own risk. This presentation may not be reproduced or published, in whole or in part, for any purpose without the prior written permission of Viva Energy.

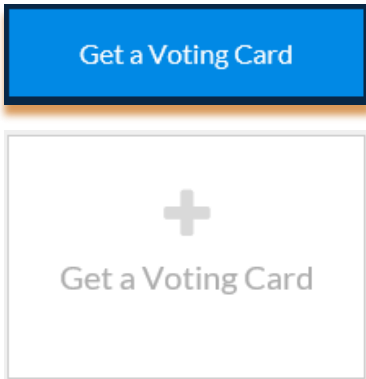
Viva Energy is a Shell Licensee and uses Shell trademarks under licence. The views expressed in this release or statement, are made by Viva Energy and are not made on behalf of, nor do they necessarily reflect the views of, any company of the Shell Group of companies.

How to vote online

For personal use only

1

Click on **Get a Voting Card** on the top and bottom of your screen



2

Enter your Shareholder Number (SRN/HRN) or Proxy Number and click **Submit Details and Vote**

A screenshot of the 'Voting Card' form. The title is 'Voting Card' with a close button (X) in the top right. Below the title is the instruction 'Please provide your Shareholder or Proxy details'. The form is divided into two sections: 'SHAREHOLDER DETAILS' and 'PROXY DETAILS', separated by an 'OR' button. The 'SHAREHOLDER DETAILS' section has two input fields: 'Shareholder Number' and 'Post Code', followed by an orange 'SUBMIT DETAILS AND VOTE' button. The 'PROXY DETAILS' section has one input field: 'Proxy Number', followed by an orange 'SUBMIT DETAILS AND VOTE' button.

3

Fill out your voting card for each item of business and click **Submit Vote** or **Submit Partial Vote**

?

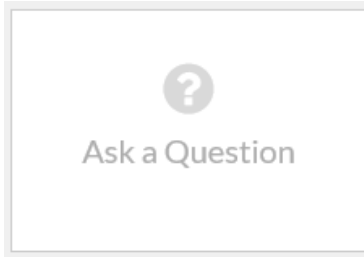
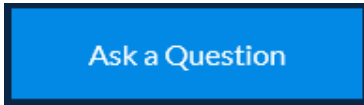
If you experience any technical difficulties, please call the help line on **1800 990 363**

How to ask questions online

For personal use only

1

Click on **Ask a Question** on the top and bottom of your screen



2

Select an item of business from the drop-down menu and type your question in the space provided. When ready, click on **Submit Question**

?

If you experience any technical difficulties, please call the help line on **1800 990 363**

How to ask phone questions

For personal use only

- 1 Call **1800 416 188** (within Australia) or **+61 2 9189 1107** (outside Australia) and when prompted, enter your unique PIN followed by the hash key. Please mute your computer if you have also joined on the online platform.
- 2 When the Chairman calls for questions on the resolutions, press ***1** to notify the operator you have a question.
- 3 When it is your time to ask your question, the operator will introduce you to the meeting. Your line will be unmuted and you can then start speaking.

Board of Directors



Robert Hill
Chairman

Independent Non-Executive Director



Scott Wyatt
Chief Executive Officer
Executive Director



Arnoud De Meyer
Independent Non-Executive Director



Sarah Ryan
Independent Non-Executive Director



Nicola Wakefield Evans
Independent Non-Executive Director



Dat Duong
Head of Asia Pacific
Investments, Vitol
Non-Executive Director



Michael Muller
Head of Vitol Asia Pte Ltd
Non-Executive Director

For personal use only



Chairman's address

Robert Hill



Chairman's address

Convenience
& Mobility

Energy
Security &
Transition

Geelong
Energy Hub
Advancements

Performance
& Capital
Management

For personal use only





For personal use only

CEO's address

Scott Wyatt

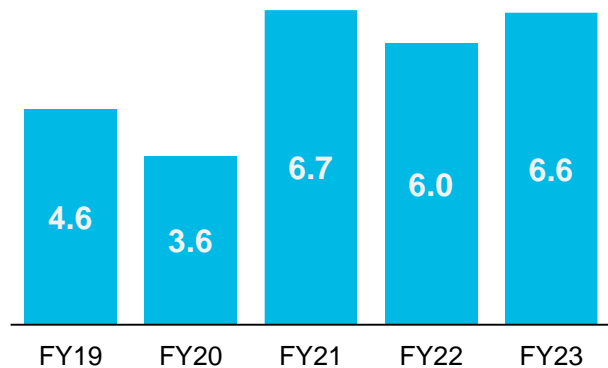


Safety and environment

Successfully meeting new challenges in FY2023 following Coles Express acquisition and addition of ~6,000 retail employees

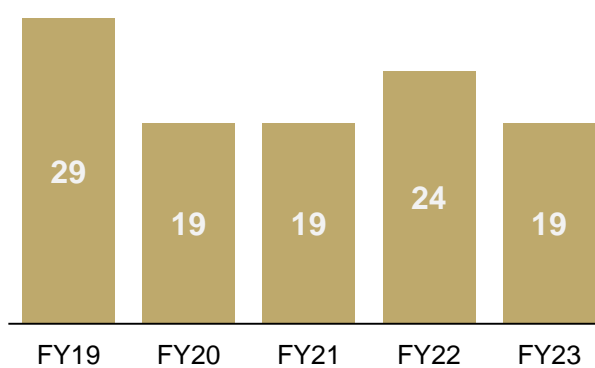
For personal use only

Fuel and Total Recordable Injury Frequency Rate¹



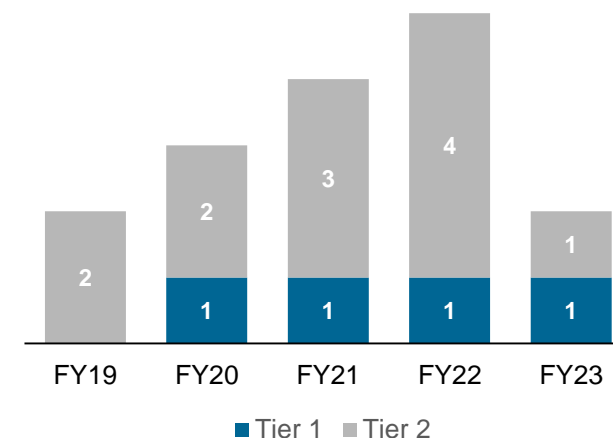
Maintained strong focus on safety through significant change in activity including major maintenance (~700 additional workers) and acquisitions of Coles Express (~6,000 retail team members).

Loss of primary containment (>100KG)²



Continued focus on asset integrity inspections and proactive maintenance to reduce frequency and severity over long term.

Process safety events²



A positive reduction in number Tier 2 loss of containment events.

1. Number of injuries requiring medical treatment beyond first aid or work restrictions per million hours worked (employees and contractors). Excludes Liberty Oil Holdings.

2. Excludes Liberty Oil Holdings. Process safety events measured as Tier 1 or 2 incidents as defined by the American Petroleum Institute.

FY23 highlights

Strong underlying performance and significant progress on our strategic agenda

Performance

Group fuel sales

+9%

To 15.5BL

Group EBITDA (RC)

\$713M

+16% excl. Refining

Net debt

\$380M

+\$671M on FY2022

FY2023 dividends

15.6 CPS

+9% excl. Refining

Strategy

Completed **Coles Express acquisition** and commenced integration, creating a platform for growth.

Announced **OTR Group acquisition**, advancing strategy to become a leading convenience retailer.

Acquisition completed on 28 March 2024.

Secured the **Australian Defence Force contract** to supply aviation, marine, and ground fuel, supported by Geelong Refinery.

Commenced on-site construction of **Ultra Low Sulphur Gasoline** processing upgrades at Geelong Refinery.

1Q2024 operating update

Strong performance supported by sales growth, the Geelong Refinery operating near full capacity and continued progress with our strategic agenda (OTR acquisition completed 28 March 2024)

For personal use only

		1Q2024	1Q2023	Change	
				(%)	(#)
Convenience & Mobility Fuel Volumes	ML	1,110	1,135	(2.2)	(25)
Commercial & Industrial Fuel Volumes	ML	2,954	2,645	11.7	309
Total Group Sales Volumes	ML	4,064	3,780	7.5	284
Coles Express/Reddy Express Stores	#	681	706	(3.5)	(25)
Convenience Sales ¹	\$M	259	271	(4.4)	(12)
Convenience Gross Margin ²	%	35.6	35.1	1.4	0.5
Geelong Refining Margin ³	(US\$/BBL)	12.0	14.7	(18.4)	(2.7)
Refining intake	MBBL ⁴	10.2	10.1	1.0	0.1

The table above excludes the contribution from OTR Group (acquired on 28 March 2024).

Convenience sales and gross margin were under Coles Group (COL) ownership prior to 1 May 2023.

Commercial & Industrial delivered record quarterly sales (+11.7%).

Performance driven by Aviation, Resources, and Agriculture, and new business secured in 2023.

Convenience & Mobility performed well despite weather, cost-of-living, illicit tobacco and timing impacts.

Convenience sales impacted by lower tobacco sales (-17%) but offset by growth from other categories (lifting gross margin to 35.6%).

Energy & Infrastructure benefited from strong production (crude intake of 10.2 MBBL) and refining margins (GRM US\$12.0/BBL).

There are no major maintenance events planned for FY2024.

FY2024 outlook

Diversity of three businesses and growth initiatives to support earnings

For personal use only

Convenience & Mobility

- Market fuel demand growth subdued due to higher prices and cost-of-living pressures
- Focus on driving continued growth across range of retail offers, non-tobacco convenience sales and margin mix
- OTR to contribute to earnings from 2Q2024, and to begin rollout of offering across company-operated network

Commercial & Industrial

- Continued momentum supported by demand strength, new business wins and OTR wholesale division
- Potential risks from global economy weakness, higher supply chain and shipping costs

Energy & Infrastructure

- Regional refining margins have softened but remain above historical averages
- Well positioned to capture margin environment in FY2024, with no major planned turnarounds
- Expect operating costs to normalise towards ~\$A8.50/BBL in FY2024 (assuming full intake)

Reddy
express



Formal business

Robert Hill



Items of business

- 1 Financial Report, Directors' Report and Auditor's Report
- 2 Adopt Remuneration Report
- 3(a) Re-elect Sarah Ryan as a Director of the Company
- 3(b) Re-elect Robert Hill as a Director of the Company
- 4 Grant Performance Rights to Scott Wyatt under the Company's Long Term Incentive Plan
- 5 Financial Assistance

For personal use only

Item 1

Financial Report, Directors' Report and Auditor's Report

For personal use only

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

There is no vote for this Item.

Note: PwC has served as the auditor of Viva Energy Group since it was divested from the Shell Group in 2014. The audit was put out to tender in 2017 and PwC was retained as the auditor. In 2022, Trevor Johnston was introduced as the new Lead Engagement Partner.



Item 2 Adopt Remuneration Report

For personal use only

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.



Item 2 Adopt Remuneration Report

For personal use only

	Direct and proxy votes	% of vote
FOR	1,272,666,509	98.70%
AGAINST	16,318,298	1.27%
OPEN	406,689	0.03%
ABSTAIN	66,554	



Item 3(a) Re-elect Sarah Ryan as a Director of the Company

For personal use only

Appointed as a Director

18 June 2018

Board Committees

- Chair of the Audit and Risk Committee
- Member of the Sustainability Committee
- Member of the Strategy and Investment Committee

Background

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

Sarah is a Fellow of the Australian Academy of Technological Sciences and Engineering (ATSE), a Fellow of the Australian Institute of Energy, and a member of the Australian Institute of Company Directors, Women Corporate Directors and Chief Executive Women. She serves as a member of the ASIC Corporate Governance Consultative Panel and as Non-Executive Director of the Future Battery Industries Cooperative Research Centre and the Australian Research 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 Limited (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 Ryan

Independent Non-Executive Director

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

Item 3(a) Re-elect Sarah Ryan as a Director of the Company

For personal use only

	Direct and proxy votes	% of vote
FOR	1,284,466,055	99.56%
AGAINST	5,290,917	0.41%
OPEN	426,634	0.03%
ABSTAIN	1,863	



Sarah Ryan

Independent Non-Executive Director

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

Item 3(b)

Re-elect Robert Hill as a Director of the Company

For personal use only

Appointed as a Director

18 June 2018

Board Committees

- Chair of the Remuneration and Nomination Committee
- Member of the Sustainability Committee
- Member of the Strategy and Investment Committee

Background

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 Hill
Chairman

Independent Non-Executive Director

LLB, BA, LLD(Hon), LL.M.,
DPoIsc(Hon)

Item 3(b) Re-elect Robert Hill as a Director of the Company

For personal use only

	Direct and proxy votes	% of vote
FOR	1,235,919,095	95.79%
AGAINST	53,837,876	4.17%
OPEN	426,634	0.03%
ABSTAIN	1,864	



Robert Hill
Chairman

Independent Non-Executive Director

LLB, BA, LL(D)(Hon), LL(M),
DPoI(Sc)(Hon)

Item 4

Grant Performance Rights to Scott Wyatt 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 explanatory notes.

An explanatory note to this item appears on pages 6 to 10 of the Notice of the Meeting.

For personal use only

Item 4

Grant Performance Rights to Scott Wyatt under the Company's Long Term Incentive Plan

For personal use only

	Direct and proxy votes	% of vote
FOR	1,273,982,079	98.74%
AGAINST	15,801,200	1.22%
OPEN	399,979	0.03%
ABSTAIN	2,211	

Item 5

Financial assistance (special resolution)

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.

An explanatory note to this item appears on pages 10 to 12 of the Notice of the Meeting.

Item 5

Financial Assistance

For personal use only

	Direct and proxy votes	% of vote
FOR	1,272,314,242	98.62%
AGAINST	17,339,210	1.34%
OPEN	472,887	0.04%
ABSTAIN	59,130	

For personal use only

Thank you

Please complete your voting

For personal use only

