

21 May 2026

## 2026 Annual General Meeting Addresses and Presentation

Viva Energy Group Limited (**Viva Energy** or the **Company**) will hold its 2026 Annual General Meeting (**AGM**) today, commencing at 2:30pm (Melbourne time).

A copy of the AGM presentation and addresses to be made by the Chair of the Board, Sarah Ryan, and Managing Director and Chief Executive Officer, Scott Wyatt, accompany this release.

**Authorised for release by:** the Company Secretary, Georgia Coutts.

### Further enquiries:

#### Media Enquiries

Michael Cave

T: +61 409 647 910

E: michael.cave@vivaenergy.com.au

#### Investor Relations

Joseph Wong

T: +61 3 8823 3308

E: investors@vivaenergy.com.au

### About Viva Energy

Viva Energy (ASX: VEA) is a leading convenience retailer, commercial services provider and energy infrastructure business, with a history spanning more than 120 years in Australia. The Group operates a retail convenience and fuel network of over 1,280 stores across the country and supplies fuels and lubricants to a network of nearly 1,550 service stations.

Viva Energy owns and operates the Geelong Refinery in Victoria, and operates bulk fuels, aviation, bitumen, marine, chemicals, polymers and lubricants businesses supported by an extensive national infrastructure network including more than 25 terminals and 98 airports and airfields across the country.

[www.vivaenergy.com.au](http://www.vivaenergy.com.au)

## Chair Address

### Preamble

Our AGM this year is being held during the evolving conflict in the Middle East, which continues to have a significant impact on fuel supply around the world and particularly in the Asia-Pacific region. Naturally Australia is not immune from these impacts, and we understand the concern this is causing our customers and the communities we serve.

As supplier of around 25 to 30% of Australia's fuel needs, we understand the critical role we play in helping the country navigate this crisis and we have dedicated significant effort and resources to supporting customers during this challenging time. Through this period, we have maintained continuous supply to our customers from the production of diesel, jet fuel and petrol from our Geelong Refinery and from imported cargos through our international trading partner, Vitol.

We have also maintained close engagement with all levels of Government to provide expert advice and contribute to the national fuel supply plans, and have supported the Federal Government in the acquisition of five Diesel cargoes to provide contingency stocks in the event that supplies are disrupted. We have been a strong partner, and I am proud of the way that Viva Energy has stepped up during a time of national need.

As you will be aware, we unfortunately experienced a significant fire at the Geelong Refinery last month. I am relieved that this was contained and safely managed, and most importantly, all personnel were safely accounted for. The refinery has continued to operate at reduced rates while we work to restart the Catalytic Cracking Unit which will allow us to restore production to above 90% of our capacity.

I want to acknowledge that this was a very challenging time for everyone, and to again reflect on the incredible response from the Geelong team, working closely with emergency services organisations. Responding well to incidents and keeping people safe depends on the significant effort we put into emergency response planning, training our staff and contractors, and regularly exercising those plans and skills. The Board is proud of the dedication and resilience shown by our people during this period, and the support we have received both internally and externally.

### Strategy

During 2025 we continued to progress our strategy to build our Convenience business, with the integration of Liberty Convenience, OTR and Reddy Express, as well as the extension of the OTR network to markets outside South Australia. It has been a challenging period for the

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Convenience sector as a whole due to increased cost-of-living pressures and the dramatic growth in the illicit tobacco trade, but we continue to see convenience retail as an important part of our future and expect this to drive long-term growth as these headwinds pass.

With the integration of the three retail businesses well progressed, the focus has shifted towards disciplined execution. This includes standing up our own convenience supply chains and rolling out new OTR stores in a measured and capital-disciplined manner. We now operate three distinct retail brands and service offerings across our 1200 or so stores nationwide, enabling us to more effectively meet the needs of our customers.

In our Energy businesses, we have reached a major milestone with the commissioning of the Ultra Low Sulphur Gasoline Plant, concluding a period of heavy investment in our Refining business over the last few years. This year the Government announced an improvement in the level of support available to the refining sector under the Fuel Security Services Payment, and we look forward to working with Government on a longer-term arrangement as part of a broader review of fuel security and supply over the coming months.

### **Performance**

Despite challenging retail and refining conditions in the first half of 2025, performance improved across all parts of the business in the second half. This was reflected in a significantly improved 2H2025 performance of \$396 million, up 30% on the first half, driven by improved operational performance and stronger market conditions. This result was also supported by record Commercial & Industrial sales volumes, together with solid earnings in Convenience & Mobility as fuel margins strengthened and acquisition synergies and cost savings were realised.

The Group reported an underlying EBITDA, on replacement cost basis, of \$701 million for the full year. While this was a relatively strong result given conditions, it was below our expectations for the business, and this was reflected in remuneration outcomes for the executive team.

The Company declared total dividends of 6.77 cents per share, representing a payout ratio of 55% Net Profit after Tax on a replacement cost basis from our Retail and Commercial segments. No dividend was paid from our refining business which generated a net loss of \$14 million in 2025.

Since 2021 the Board has retained a dividend policy that reflects the differing earnings characteristics of our businesses. Under the current policy, we target a payout ratio of 50% to 70% of underlying Net Profit After Tax, on a replacement cost basis, from the more stable earnings from the Retail and Commercial businesses. Dividends from the refining business

are assessed separately at the full- year result with a target of 50 to 70% of underlying Net Profit After Tax, due to the historical higher volatility of refinery earnings.

The Board believes this remains the right approach in the current environment of heightened volatility and uncertainty, striking a prudent balance between delivering shareholder returns and maintaining a strong and resilient balance sheet.

### **Board Refresh**

As Viva Energy's direction evolves so too must the skills and experience of the Board. Your Board places great importance on maintaining the right mix of skills and experience to support and challenge management.

Since the last AGM, we have seen substantial board refreshment. This is my first AGM as your chair, as our previous Chair Robert Hill retired earlier this year, after many years' service. On behalf of the Board, I would like to thank Robert for his commitment to the company and his unwavering belief in the critical role that Viva Energy plays in the energy infrastructure of Australia.

Also since the last AGM, the Board has been pleased to welcome John Joyce and Alistair Bell to the Board. You will hear from both John and Alistair today, as both stand for election. Their deep insights in the retail sector, strong financial acumen and executive leadership experiences have helped to sharpen the Company's retail strategy, strengthen governance oversight and support the continued development of the retail business.

Looking ahead, the Company will continue to operate and invest in nationally significant fuel and energy infrastructure. The Board recognises the importance of further strengthening its collective capability in asset-intensive heavy industry or infrastructure environments. This will be a key consideration as we progress succession planning following the departure of Nicola Wakefield Evans, who retired from the Board last month.

I would like to sincerely thank Nicola for her contribution to Viva Energy. Nicola has played an important role during a period of significant change for the Company, and we are grateful for her commitment and the perspectives she brought to the Board.

On behalf of the Board, I want to thank our shareholders for your feedback and continued support and look forward to answering your questions shortly. I also want to acknowledge the efforts of all the Viva Energy team and thank our customers for their business and loyalty.

I'll now hand over to our CEO Scott Wyatt to provide more detail on last year's performance.

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## CEO Address

Thank you, Sarah. I want to begin by also acknowledging the substantial efforts of my team to navigate the Middle East crisis and more recently the fire that occurred at the Geelong Refinery. It has been an immensely challenging period, and I am very proud of the way we have responded, reflecting the unique character and culture of our organisation.

As previously announced to the market, we expect to restore production to over 90% capacity during June after the restart of the RCCU and have continued to maintain fuel supplies to our customers and markets throughout this period. We are conducting a full investigation into the cause of the incident and are continuing to assess damage and repair options which we expect to be covered by our insurance.

As Sarah mentioned, we are in midst of executing important strategies to reduce our reliance on traditional energies and provide future pathways for growth. The development of our convenience business, our energy hub at Geelong, and the continued growth of our commercial businesses are all important for our long-term prosperity. I am pleased with the progress we made during 2025, and this continues through 2026 despite the distraction of the current energy crisis.

The integration of our Convenience business was a particular focus during 2025. Early in the year we acquired the remaining 50% interest in Liberty Convenience and brought together the various retail businesses under a common ERP which allowed for the cessation of transitional services arrangements with Coles Group. We also completed the rebranding of our network and during the year opened 35 new and converted OTR stores and converted five Express stores to Liberty Convenience brands.

This year we will stand up dedicated convenience supply chains so that we can service both Reddy Express and OTR stores from our own distribution centres in each of the capital cities. The Victorian distribution centre is already in operation, and the rest will follow over the coming months. We will continue to open new OTR stores outside of South Australia and progressively transform our retail offer across the country in a capital disciplined and return focussed manner.

Our Commercial & Industrial business once again delivered a record strong performance during 2025. We finished the year with record sales volumes of 11.8 billion litres, with growth continuing into 2026 with first quarter sales volumes up over 7%. The performance reflects organic growth from our hard-to-replicate national infrastructure footprint, and the strength of our supply chains which have of course been critical over the last couple of months.

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Last year we also completed our multi-year investment program at Geelong refinery with the commissioning of the Ultra Low Sulphur Gasoline unit. Over the last four years we have added 114 million litres of Diesel storage including 90 million litres at Geelong, commissioned the only public hydrogen production and refuelling station, and began processing biogenic feedstocks to reduce the carbon content of the fuel we produce. We welcome the recent changes to the Fuel Security Services Payment and are working with the Federal Government to increase Australia's fuel security and resilience as announced in the recent budget. We expect this to include ongoing support for domestic refining into the next decade and construction of further storage which we are well placed to support.

With major investments now behind us, Viva Energy is entering a lower capital cycle with 2026 capex expected to be around \$350 to \$400 million. The company remains focussed on reducing gearing through a combination of lower capex and improved earnings. We continue to assess growth opportunities across all our businesses, but for the next few years expect this to be mostly focused on the development of our retail business and upgrading of our convenience offers.

As I said earlier, I am pleased with the progress we are making on our strategic agenda and the performance of our business through the Middle East crisis. We have demonstrated the strength of our fuel supply chains and the resilience of our business through the most challenging of times. I expect Viva Energy to emerge from the crisis in good shape, with a stronger reputation, and many new opportunities for us to pursue. Thank you for your continued support.

I will now hand back to Sarah.

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# Annual General Meeting 2026

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# How to vote online

1

Click the **Get a Voting Card** button either at the top or bottom of your screen



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

2

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

**Voting Card**

Please provide your Shareholder or Proxy details

**SHAREHOLDER DETAILS**

Shareholder Number  Post Code

**SUBMIT DETAILS AND VOTE**

OR

**PROXY DETAILS**

Proxy Number

**SUBMIT DETAILS AND VOTE**

3

Fill out your voting card for each item of business and submit **Full Vote** or **Partial Vote**

SAMPLE | \*\*\*\*\*7133 X

**Voting Card**

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the the shareholder's voting instructions.

Full Vote Partial Vote

**Resolution 1A**  For  Against  Abstain

AMENDMENT TO THE CONSTITUTION

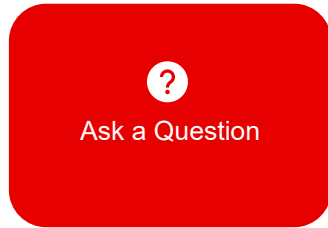
**SUBMIT VOTE**

# How to ask questions online

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1

Click the **Ask a Question** button either at the top or bottom of your screen



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

2

In the 'Regarding' section, click on the drop-down arrow and select the category/resolution for your question. Type your question in the 'Question' section and click **Submit**

### Ask a Question

Please provide your Shareholder or Proxy details

**SHAREHOLDER DETAILS**

Shareholder Number	Post Code
<input type="text"/>	<input type="text"/>
<b>SUBMIT DETAILS AND ASK A QUESTION</b>	

OR

**PROXY DETAILS**

Proxy Number
<input type="text"/>
<b>SUBMIT DETAILS AND ASK A QUESTION</b>

3

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

### View Questions

Your submitted questions can be viewed below.  
We will endeavour to answer all questions during the Meeting.

When will this meeting be held? +

Asked regarding *General Business*

Asked at: 9:41 AM Updated: 9:41 AM

OPEN COMMENTS

**SUBMIT ANOTHER QUESTION**

## How to ask phone questions

1

Call **1800 497 114** (within Australia) or **+61 2 9189 1123** (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 Chair 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



**Sarah Ryan**  
Chair

Independent Non-Executive Director



**Scott Wyatt**

Managing Director and Chief Executive Officer



**Arnoud De Meyer**

Independent Non-Executive Director



**Dat Duong**

Non-Executive Director  
Investment Partnership Portfolio Manager  
and Investment Director, Vitol



**Mark Chung**

Non-Executive Director  
Head of Asia Pacific Investments, Vitol



**John Joyce**

Independent Non-Executive Director



**Alistair Bell**

Independent Non-Executive Director

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## Chair's address

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Sarah Ryan



**Strategy**

**Performance**

**Board Refresh**

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## CEO's address

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Scott Wyatt






# CEO's address

## FY25 Key Operating Metrics and Group Financial Overview

Resilient Group performance underpinned by scale, infrastructure and disciplined execution, with the refinery turnaround completed and ULSG commissioned

### Key operating metrics

<b>Group fuel sales</b>	<b>17.0BL</b> (+1% y/y)
 C&I fuel sales	11.8BL
C&M fuel sales	5.1BL
 Convenience sales	\$1,658M
Convenience margin	39.1%
GRM <sup>1</sup>	US\$9.6/BBL
 Refining intake	37.1 MMBLs

### Group financial overview

<b>EBITDA</b>	<b>\$701M</b> (-6% y/y)
EBIT	\$437M
NPAT	\$184M
Net capex <sup>2</sup>	\$494M
Net debt	\$2.1BN
Total dividends	6.8 CPS (60% of NPAT)

1. Geelong Refining Margin (GRM).  
2. Net of federal government funding.



## Formal business

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Sarah Ryan



# Items of business

1. Financial Report, Sustainability Report, Directors' Report and Auditor's Report
2. Adoption of the 2025 Remuneration Report
- 3(a). Re-elect Arnoud De Meyer as a Director of the Company
- 3(b). Elect John Joyce as a Director of the Company
- 3(c). Elect Alistair Bell as a Director of the Company
4. Grant of Performance Rights to Scott Wyatt under the Company's 2026 Long Term Incentive Plan



# Item 1

## Financial Report, Sustainability Report, Directors' Report and Auditor's Report

To consider the Company's Financial Report, Sustainability Report, Directors' Report and Auditor's Report for the financial year ended 31 December 2025.

**There is no vote for this Item.**

Note: PricewaterhouseCoopers (PwC) has served as the external 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

## Adoption of the 2025 Remuneration Report

To adopt the Company's Remuneration Report for the financial year ended 31 December 2025.

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



# Item 2

## Adoption of the 2025 Remuneration Report

Advisory Resolution –

**“To adopt the Company’s Remuneration Report for the financial year ended 31 December 2025”**

	Direct and proxy votes	% of vote
<b>FOR</b>	1,284,657,515	99.20%
<b>AGAINST</b>	9,920,560	0.77%
<b>OPEN*</b>	377,242	0.03%
<b>ABSTAIN</b>	291,887	

**Notes**, Proxies and direct votes received as at 2:30pm (Melbourne time) on Tuesday, 19 May 2026.

\* The Chair intends to vote all available proxies in favour of all resolutions.



# Item 3(a) Re-elect Arnoud De Meyer as a Director of the Company

## Appointed as a Director

18 June 2018

## Board Committees

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

## Background

Arnoud De Meyer is a former President of Singapore Management University and was previously a Professor in Management Studies at the University of Cambridge and Director of Judge Business School. Arnoud was also associated with INSEAD as a professor for 23 years, and was the founding Dean of INSEAD's Asia Campus in Singapore.

Currently he is Professor Emeritus at SMU. Arnoud currently serves on the boards of Banyan Tree Holdings, upGrad Tech Pte Ltd, INSEAD and he is the Chair of Temasek's Stewardship Asia Centre. He was previously an Independent Director of Dassault Systèmes (2005 to 2019) and served as an independent director for the Department for Business Enterprise and Regulatory Reform (UK) and the Singapore Economic Review Committee. Arnoud also served on the boards of Singapore International Chamber of Commerce, Temasek Management Services, Singapore Symphonia Company and Ghent University Global Campus.

For the reasons set out above, the Board supports Arnoud's re-election.



**Arnoud De Meyer**  
*MSc.E, MSc.BA,  
PhD Management, Hon PhD*  
Independent Non-Executive Director

# Item 3(a) Re-elect Arnoud De Meyer as a Director of the Company

Ordinary Resolution –

***“To re-elect Arnoud De Meyer as a Director of the Company, following his retirement in accordance with the Company’s Constitution”***

	Direct and proxy votes	% of vote
<b>FOR</b>	1,191,471,368	91.99%
<b>AGAINST</b>	103,354,468	7.98%
<b>OPEN*</b>	377,432	0.03%
<b>ABSTAIN</b>	57,054	



**Arnoud De Meyer**  
MSc.E, MSc.BA,  
PhD Management, Hon PhD  
Independent Non-Executive Director

**Notes**, Proxies and direct votes received as at 2:30pm (Melbourne time) on Tuesday, 19 May 2026.

\* The Chair intends to vote all available proxies in favour of all resolutions.

## Item 3(b) Elect John Joyce as a Director of the Company

### Appointed as a Director

2 June 2025

### Board Committees

- Chair of the Retail Committee
- Member of the Remuneration and Nomination Committee

### Background

John Joyce is a highly experienced retail executive and non-executive director with a track record of delivering outstanding results in senior management roles across a range of retailers including as Managing Director of ALDI Stores Australia and Chief Executive Officer of Rebel Group.

John brings over 35 years' experience in financial controls, enterprise risk management and governance oversight gained through leading multi-site retail operations. John is currently the Chair of the Board of ASX listed Dusk Group Limited where he also serves as a member of Dusk Group's Remuneration Committee. John is a Non-Executive Director and Chair of Australian health and wellness retailer, Mr Vitamins.

For the reasons set out above, the Board supports John's election.



**John Joyce**  
BBA, MBA

Independent Non-Executive Director

## Item 3(b) Elect John Joyce as a Director of the Company

Ordinary Resolution –

***“To elect John Joyce as a Director of the Company, following his retirement in accordance with the Company’s Constitution”***

	Direct and proxy votes	% of vote
<b>FOR</b>	1,290,058,510	99.60%
<b>AGAINST</b>	4,762,159	0.37%
<b>OPEN*</b>	377,432	0.03%
<b>ABSTAIN</b>	62,221	



**John Joyce**  
BBA, MBA  
Independent Non-Executive Director

**Notes**, Proxies and direct votes received as at 2:30pm (Melbourne time) on Tuesday, 19 May 2026.

\* The Chair intends to vote all available proxies in favour of all resolutions.

## Item 3(c) Elect Alistair Bell as a Director of the Company

### Appointed as a Director

1 March 2026

### Board Committees

- Chair of the Audit and Risk Committee
- Member of the Retail Committee
- Member of the Sustainability Committee

### Background

Alistair Bell has over 30 years' executive experience in international commercial and financial leadership roles. Alistair most recently held Group Chief Financial Officer roles for Metcash Limited (ASX: MTS) (2020 – 2024) and GrainCorp Limited (ASX: GNC) (2010 – 2020). At Metcash, he was a director of Ritchies Stores Pty Ltd and Total Tools Holdings Ltd.

Alistair is a qualified Chartered Accountant and has held senior executive positions with large private and public organisations in a number of sectors including retail and consumer goods, agribusiness and food manufacturing, infrastructure and supply chain, property, travel and hotels, technology, and mining and metals.

For the reasons set out above, the Board supports Alistair's election.



**Alistair Bell**  
*BEC, CA*

Independent Non-Executive Director

# Item 3(c) Elect Alistair Bell as a Director of the Company

Ordinary Resolution –

***“To elect Alistair Bell as a Director of the Company, following his retirement in accordance with the Company’s Constitution”***

	Direct and proxy votes	% of vote
<b>FOR</b>	1,282,121,484	98.99%
<b>AGAINST</b>	12,699,375	0.98%
<b>OPEN*</b>	377,242	0.03%
<b>ABSTAIN</b>	62,221	



**Alistair Bell**  
BEC, CA  
Independent Non-Executive Director

**Notes**, Proxies and direct votes received as at 2:30pm (Melbourne time) on Tuesday, 19 May 2026.

\* The Chair intends to vote all available proxies in favour of all resolutions.

## Item 4

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

Ordinary Resolution –

***“To approve for all purposes, including ASX Listing Rule 10.14, the grant of 1,820,664 Performance Rights to Scott Wyatt, the Company’s Managing Director and Chief Executive Officer, under the Company’s Long Term Incentive Plan, on the terms described in the enclosed Explanatory notes”***

An explanatory note to this item appears on pages 7 to 11 of the Notice of the Meeting.

## Item 4

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

	Direct and proxy votes	% of vote
<b>FOR</b>	1,170,595,642	90.38%
<b>AGAINST</b>	124,232,675	9.59%
<b>OPEN*</b>	377,242	0.03%
<b>ABSTAIN</b>	54,763	

**Notes**, Proxies and direct votes received as at 2:30pm (Melbourne time) on Tuesday, 19 May 2026.

\* The Chair intends to vote all available proxies in favour of all resolutions.

General Questions?

Thank you

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Please complete your voting



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