
Retail Committee Charter

Viva Energy Group Limited (ACN 626 661 032)

Approved by the Board on 24 June 2025

1 Role of the Committee and authority

- (a) The Retail Committee (**Committee**) assists the board (**Board**) of Viva Energy Group Limited (**Company**) in fulfilling its responsibilities in relation to its oversight of the Company's retail strategy and proposed acquisitions, disposals and key investment decisions in connection with the Company's retail business.
- (b) The Committee has been established having regard to the current level of Board oversight required in connection with the Company's retail business, but the Committee is not intended to be a standing committee. As outlined in section 8 below, the Board will periodically assess the need for the Committee and the Committee will be disbanded when the Board determines it is no longer required.
- (c) The Committee is a committee of the Board established in accordance with the Company's constitution (**Constitution**) and authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this charter (**Charter**) and granted to it under any separate resolutions of the Board from time to time. The Committee is accountable to the Board for its performance.

2 Membership

- (a) The Committee will comprise at least three members, including the Chief Executive Officer, all of whom are directors.
- (b) The appointment and removal of Committee members is the responsibility of the Board, and membership of the Committee is as approved by the Board.
- (c) All Committee members must have the capacity to devote the required time and attention to prepare for and attend Committee meetings.
- (d) The chair of the Committee (Committee Chair) will be nominated by the Board.
- (e) A Committee member may resign as a member of the Committee upon reasonable notice in writing to the Committee Chair.
- (f) If a Committee member ceases to be a director of the Company then their appointment as a member of the Committee is automatically terminated with immediate effect.
- (g) The Company Secretary of the Company or a designate will be secretary to the Committee (**Committee Secretary**).

3 Duties and responsibilities

The Committee's responsibilities are to:

- (a) assist and advise the Board in discharging its responsibilities in relation to the oversight of the Company's retail strategy;
- (b) review any proposals of the Company in respect of a material acquisition or disposal in connection with the retail business, where "material" shall mean an acquisition or disposal of an asset which is:
 - (i) of a value of \$25 million or more;
 - (ii) of strategic importance to the retail business; or
 - (iii) which otherwise involves significant risks to the retail business, andmake recommendations to the Board in respect of such proposals;

- (c) review and assess the adequacy of the annual capital plan for the retail business and make recommendation to the Board in respect of this plan;
- (d) review any strategic capital investment or term commitment proposals or programs of work in connection with the retail business:
 - (i) of a value of \$25 million or more;
 - (ii) of strategic importance to the retail business; or
 - (iii) which otherwise involves significant risks to the retail business,and make recommendations to the Board in respect of such proposals;
- (e) monitor and review the Company's execution of the retail strategy and the performance of retail business and report any material findings to the Board; and
- (f) plan and conduct post-investment reviews of key projects in connection with the retail business, and report any material findings to the Board.

For the purposes of paragraphs (b) and (d), a series of connected transactions or proposals shall be treated as if it is one transaction or proposal.

4 Reporting

- (a) The Committee will:
 - (i) regularly report to the Board on all matters relevant to the Committee's role and responsibilities;
 - (ii) advise the Board in a timely manner of any matters or recommendations requiring the attention of the Board, and ensure that the Board is made promptly aware of any matters brought to the attention of the Committee that may significantly impact the Company;
 - (iii) report and, as appropriate, make recommendations to the Board after each Committee meeting on matters dealt with by the Committee; and
 - (iv) as and when appropriate, seek direction and guidance from the Board on matters related to the retail business.
- (b) Minutes of Committee meetings will be included in the papers for the next full Board meeting. All Committee papers and minutes of Committee meetings will be available for inspection by any director of the Company on request.

5 Meetings

- (a) The Committee will meet as often as the Committee members deem necessary in order to fulfil its role, or on the request of any member of the Committee. A meeting of the Committee may be held jointly with a meeting of any other committee or board of the Company or a subsidiary of the Company.
- (b) A quorum for any meeting of the Committee will be at least two Committee members, either in person or via telephone, video conference or any other technology as considered appropriate by the Committee Chair.
- (c) Unless determined otherwise by the Committee, there is a standing invitation for the Chief Financial Officer and Chief Strategy Officer of the Company to attend meetings of the Committee.
- (d) The Committee may invite any executive, staff member, external adviser or expert or other person to attend all or part of a meeting of the Committee.

- (e) The Committee Chair is responsible for the conduct of all Committee meetings. Matters arising for determination at a Committee meeting must be decided by a majority of votes cast by the members present and entitled to vote on the matter.
- (f) The Committee Chair will not have a casting vote.
- (g) The Committee Secretary is responsible for distributing meeting notices, agendas and Committee papers to members prior to each meeting.
- (h) The proceedings of all meetings will be minuted by the Committee Secretary.

6 Access to information and independent advice

- (a) The Committee may investigate any matter that it is responsible for under this Charter and seek any information or advice it considers necessary to fulfil its responsibilities under this Charter.
- (b) The Committee has access to the Company's management (including to seek explanations and information from them) and the Company's books and records it requires to carry out its responsibilities.
- (c) Each Committee member may obtain independent professional advice at the Company's expense on matters arising in the course of their Committee duties, provided such advice is necessary or appropriate, after obtaining the Committee Chair's approval (or where the Committee member seeking such advice is the Committee Chair, after obtaining the approval of the chair of the Board). Whenever practicable, the advice must be commissioned in the joint names of the Committee member and the Company, and a copy of any such advice should be provided to the entire Committee. The other Committee members must be advised if the Committee Chair's approval (or approval of the chair of the Board, as applicable) is withheld.
- (d) The Committee has authority to reasonably require management or others to attend Committee meetings and to provide any information or advice that the Committee requires.

7 Reviews, changes to and publication of Charter

- (a) The Committee will review this Charter annually or as often as it considers necessary to ensure it remains effective and relevant to the current needs of the Company.
- (b) The Board may change this Charter (including the responsibilities of the Committee) from time to time by resolution.
- (c) The Charter will be made available on the Company's website.

8 Committee performance

- (a) The Board will, at least once in each year, review the:
 - (i) ongoing need for the Committee having regard to the current circumstances, including the scope and performance of the Company's retail business; and
 - (ii) membership and Charter of the Committee to determine their respective adequacy for current circumstances,and the Committee may make recommendations to the Board in relation to the need for the Committee and the Committee's membership, responsibilities, functions or otherwise.
- (b) The Committee shall make an evaluation of its performance at least once every two years having regard to, amongst other matters, the extent to which the Committee has met its responsibilities in this Charter.