



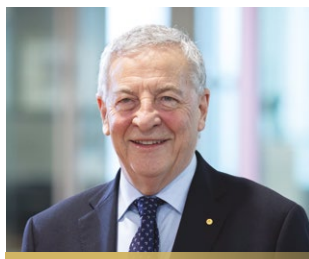
The 2020 Annual General Meeting of Viva Energy Group Limited will be held on Monday, 6 July 2020 commencing at 11.00am (AEST).

VIVA
EnergyAustralia

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Notice of Annual General Meeting 2020

Chairman's letter



As a result of the COVID-19 pandemic and the associated government restrictions in place on travel and public gatherings, the Board of Viva Energy has decided to conduct the AGM this year entirely online.

Robert Hill
Chairman

Dear Shareholder

On behalf of your Board, I invite you to the 2020 Annual General Meeting (AGM) of Viva Energy Group Limited (Company or Viva Energy). The AGM will be held on Monday, 6 July 2020 commencing at 11.00am (AEST).

Virtual AGM

As a result of the COVID-19 pandemic and the associated government restrictions in place on travel and public gatherings as at the date of this notice, the Board of Viva Energy has decided to conduct the AGM this year entirely online – there will not be a physical venue that shareholders can attend. The health of our shareholders, employees and the broader community are key considerations for your Board and we consider that holding a virtual AGM in the current environment is an appropriate and responsible measure.

The Board considers the AGM to be a very important event for engaging with our shareholders. We have set out below the ways in which you can take part in the virtual AGM this year and I encourage you to attend virtually and to participate in the AGM.

Accessing the AGM online

We encourage shareholders and proxy holders to join the AGM virtually via the online portal at <https://agmlive.link/VEA20>. The online portal will go live from 10:30am (AEST) on 6 July 2020.

You can view the AGM (live and in real time) via a desktop or a tablet device with internet access. Once the AGM commences at 11:00am, you will see a video feed of the Chair on the left of your screen and the presentation slides to the right of your screen. Both of these will be live and in real-time.

Please read the 'Virtual Annual General 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).

<https://investor.vivaenergy.com.au/investor-centre/?page=general-meetings>.

A copy of the AGM webcast will also be available online after the meeting concludes at investor.vivaenergy.com.au/investor-centre/?page=general-meetings.

Voting

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

You can:

- Cast your vote before the AGM electronically or by submitting the Voting Form provided with this notice;
- Cast your vote online during the AGM via the online portal; or
- Appoint a proxy before the AGM 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'.

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 via the online platform.

Further instructions on the above options are set out in this notice in the section titled 'Important information for shareholders'.

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 virtually.

Yours sincerely

Robert Hill
Chairman

Notice of Annual General Meeting

The 2020 Annual General Meeting (AGM or Meeting) of Viva Energy Group Limited (the Company) will be held on Monday, 6 July 2020 commencing at 11.00am (AEST).

Shareholders can view and participate in the AGM via the online portal at <https://agmlive.link/VEA20>. Further information on how to participate virtually is set out in this notice and in the 'Virtual Annual General Meeting Online Guide' available online at investor.vivaenergy.com.au/investor-centre/?page=general-meetings. For any enquiries relating to virtual participation, please contact the Company's share registry on 1300 554 474.

AGM Agenda

10:30am:	The online portal opens at 10:30am (AEST) at which time registration may commence. (Follow the instructions in the Virtual Annual General Meeting Online Guide to log onto the online portal and register your attendance by entering your details and accepting the terms and conditions.)
11.00am:	AGM commences Chairman's address Chief Executive Officer presentation Items of Business

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 2019.

2. Adopt Remuneration Report

To adopt the Company's Remuneration Report for the financial year ended 31 December 2019.

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) named in the Company's 2019 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-elect Directors

- To re-elect Jane McAloon as a Director of the Company, following her retirement in accordance with the Company's Constitution.
- To re-elect Arnoud De Meyer as a Director of the Company, following his retirement in accordance with the Company's Constitution.

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

To approve for all purposes, including ASX Listing Rule 10.14, the grant of 556,121 Performance Rights to Scott Wyatt, the Company's Chief Executive Officer and Executive 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 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, the votes will not be disregarded if they are cast:

- 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;
- 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 Scott Wyatt or any of his associates 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 Scott Wyatt or his relevant associate (as applicable) that they are not excluded from voting and are not an associate of a person excluded from voting.

Additional information: Items 2 – 4 will be considered as ordinary resolutions. Please refer to the enclosed Explanatory notes for more information on each item of business. The Explanatory notes form part of this Notice of Meeting.

By Order of the Board



Julia Kagan
Company Secretary
27 May 2020

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 2019 will be put before the AGM. Each of these reports is contained in the Company's 2019 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 virtually.

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 2019 is set out in the Company's 2019 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 2019.

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, Jane McAloon and Arnoud De Meyer, each an Independent Director, will retire at the AGM and, being eligible, offer themselves for re-election.

The Board, with the assistance of the Remuneration and Nomination Committee, has considered the performance and contribution of both Directors standing for re-election and considered that each director makes a valuable contribution to the Board. The Board endorses their nomination as candidates for re-election.

The relevant skills and experience of Jane McAloon and Arnoud De Meyer are set out below.



(a) Jane McAloon

BEc(Hons), LLB, GDip, CorpGov, FAICD
Independent Non-Executive Director

Jane McAloon has over 25 years of business, government and regulatory experience at senior executive and board levels across the energy, infrastructure and natural resources sectors. Jane was an executive at BHP Billiton and AGL. Prior to this, she held positions in government in energy, rail and natural resources.

Jane is currently a Non-Executive Director of Home Consortium (since 2019), United Malt (since 2020) and Energy Australia (since 2012). She is a former Board member of Healthscope Limited (2016 to 2019), Cogstate Limited (2017 to 2019), Civil Aviation Safety Authority (2018 to 2019), Port of Melbourne (2018 to 2020) and GrainCorp (2019 to 2020).

Jane is also a Board member of the Allens Advisory Board.

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

Recommendation

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



(b) Arnoud De Meyer

MSc.E, MSc.BA, PhD Management, Hon PhD
Independent Non-Executive Director

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.

Arnoud currently serves on the board of Singapore Symphonia Company 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 and Temasek Management Services.

Arnoud was appointed as a Director of the Company on 18 June 2018. He is the Chair of the Investment Committee and a member of the Remuneration and Nomination Committee.

Recommendation

The Board (other than Arnoud De Meyer) recommends that shareholders vote in favour of Arnoud De Meyer'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 2020, including Scott Wyatt, the Company's Chief Executive Officer and Executive 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 LTIP offer

The key terms of the LTIP offer to Scott Wyatt for 2020 are outlined in the table on the following page.

Explanatory notes continued

Topic	Summary										
Performance Rights	<p>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.</p> <p>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.</p>										
Number of Performance Rights proposed to be granted to Scott Wyatt	<p>556,121 Performance Rights.</p> <p>That number was determined by dividing \$1,200,000, Scott Wyatt's opportunity under the LTIP for 2020, by \$2.1578, the volume weighted average price of the Company's shares traded on the ASX during the period from 1 January 2019 to 31 December 2019.</p> <p>The number of Performance Rights that ultimately vest under the LTIP for 2020 will depend on the extent to which the performance conditions outlined below have been satisfied over the performance period.</p>										
Performance period	The performance period is three years and will run from 1 January 2020 to 31 December 2022.										
Performance conditions and testing	<p>The Performance Rights will be subject to three performance conditions:</p> <ul style="list-style-type: none"> • 50% of the Performance Rights will be subject to a performance condition based on the Company's total shareholder return (TSR) over the performance period (TSR Component). The Company's TSR will be compared to a comparator group comprising entities in the ASX 100 (Comparator Group); • 25% of the Performance Rights will be subject to a performance condition based on the Company's cumulative free cash flow (RC) (FCF) over the performance period (FCF Component); and • 25% 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). <p>Replacement cost (RC) methodology is used in calculating both the FCF and ROCE Components, 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 in setting FCF and ROCE targets within the LTIP is appropriate, and provides a suitable balance with the relative TSR measure.</p> <p>TSR Component</p> <p>The percentage of Performance Rights comprising the TSR Component that vest, if any, will be based on the Company's TSR ranking relative to the Comparator Group over the performance period, as set out in the following vesting schedule:</p> <table border="1" style="width: 100%; margin-top: 10px;"> <thead> <tr> <th style="text-align: left;">Company's TSR ranking relative to the Comparator Group</th> <th style="text-align: left;">% of TSR Component that vests</th> </tr> </thead> <tbody> <tr> <td>Less than the 50th percentile</td> <td>Nil</td> </tr> <tr> <td>At the 50th percentile</td> <td>50%</td> </tr> <tr> <td>Between the 50th percentile and the 75th percentile</td> <td>Straight-line pro rata vesting between 50% and 100%</td> </tr> <tr> <td>At the 75th percentile or above</td> <td>100%</td> </tr> </tbody> </table>	Company's TSR ranking relative to the Comparator Group	% of TSR Component that vests	Less than the 50th percentile	Nil	At the 50th percentile	50%	Between the 50th percentile and the 75th percentile	Straight-line pro rata vesting between 50% and 100%	At the 75th percentile or above	100%
Company's TSR ranking relative to the Comparator Group	% of TSR Component that vests										
Less than the 50th percentile	Nil										
At the 50th percentile	50%										
Between the 50th percentile and the 75th percentile	Straight-line pro rata vesting between 50% and 100%										
At the 75th percentile or above	100%										

Topic	Summary																				
Performance conditions and testing <i>continued</i>	<p>FCF Component</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 over the performance period</th> <th>% of FCF Component that vests</th> </tr> </thead> <tbody> <tr> <td>Less than the target FCF performance</td> <td>Nil</td> </tr> <tr> <td>At target FCF performance</td> <td>50%</td> </tr> <tr> <td>Between target and stretch FCF performance</td> <td>Straight-line pro rata vesting between 50% and 100%</td> </tr> <tr> <td>At or above stretch FCF performance</td> <td>100%</td> </tr> </tbody> </table> <p>ROCE Component</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 each year of 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>Between target and stretch ROCE performance</td> <td>Straight-line pro rata vesting between 50% and 100%</td> </tr> <tr> <td>At or above stretch ROCE performance</td> <td>100%</td> </tr> </tbody> </table>	Company's cumulative FCF over the performance period	% of FCF Component that vests	Less than the target FCF performance	Nil	At target FCF performance	50%	Between target and stretch FCF performance	Straight-line pro rata vesting between 50% and 100%	At or above stretch FCF performance	100%	Company's average ROCE over each year of the performance period	% of ROCE Component that vest	Less than target ROCE performance	Nil	At target ROCE performance	50%	Between target and stretch ROCE performance	Straight-line pro rata vesting between 50% and 100%	At or above stretch ROCE performance	100%
Company's cumulative FCF over the performance period	% of FCF Component that vests																				
Less than the target FCF performance	Nil																				
At target FCF performance	50%																				
Between target and stretch FCF performance	Straight-line pro rata vesting between 50% and 100%																				
At or above stretch FCF performance	100%																				
Company's average ROCE over each year of the performance period	% of ROCE Component that vest																				
Less than target ROCE performance	Nil																				
At target ROCE performance	50%																				
Between target and stretch ROCE performance	Straight-line pro rata vesting between 50% and 100%																				
At or above stretch ROCE performance	100%																				
Disclosure of FCF and ROCE target and stretch levels of performance	<p>Target and stretch levels of performance have been set by the Board.</p> <p>The Board considers those levels 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 each component of the LTIP for 2020, 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 2020 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, and FCF and ROCE performance at or above target should result in growth in shareholder returns over the period.</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>																				

Explanatory notes continued

Topic	Summary
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>
Exercise	<p>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 of each window during which Scott Wyatt is able to deal in shares under the Company's Securities Trading Policy that begins in the three-year period immediately after the Performance Rights vest, or such other periods determined by the Board.</p>
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	<p>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.</p>
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 Executive 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 2020 long term incentive award will be provided in cash (subject to the same performance conditions as set out in this Notice of Meeting).

Other information required by the ASX Listing Rules

Scott Wyatt 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.

Scott Wyatt's remuneration package for the 2020 financial year is outlined in the Company's 2019 Remuneration Report and consists of:

- fixed remuneration: \$896,000;
- short term incentive (STI): Scott Wyatt's maximum opportunity for 2020 is set at 134% of his fixed remuneration, which is \$1,200,000; and
- long term incentive: the opportunity for 2020 is set at 134% of Mr Wyatt's fixed remuneration, which is \$1,200,000.

Details of Scott Wyatt's 2019 remuneration are outlined in the Company's 2019 Remuneration Report. Scott Wyatt's 2019 fixed remuneration was \$896,000 and his LTI opportunity for 2019 was set at 134% of his fixed remuneration. There was no award made under the 2019 STI – for further information on this, please refer to the Remuneration Report.

The value attributed by the Company to the Performance Rights proposed to be granted to Scott Wyatt under the LTIP for 2020 is \$1,200,000, which is the dollar amount of his opportunity under the LTIP. The value Scott Wyatt actually receives from the grant will depend on the number Performance Rights that vest (if any) and the value of the Company's shares at that time.

At the 2019 AGM, shareholders approved a grant of Performance Rights to Scott Wyatt under the LTIP for 2019. In accordance with that approval, 541,198 Performance Rights were granted to Scott Wyatt on 31 May 2019. Additionally, 480,000 Performance Rights were also granted to Mr Wyatt on 18 July 2018 in connection with the Company's initial listing on the ASX. All of those Performance Rights were provided at no cost to Mr Wyatt.

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 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.

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 11.00am (AEST) on Saturday, 4 July 2020.

How can I vote?

If you are entitled to vote at the AGM you can exercise your vote in the following ways.

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, including the possibility of delays due to COVID-19 regulations and reduced frequency of deliveries.</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 11.00am (AEST) on Saturday, 4 July 2020.</p> <p>To log in to that site you will need your shareholder number and the postcode 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 Part 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 11.00am (AEST) on Saturday, 4 July 2020.</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, including the possibility of delays due to COVID-19 regulations and reduced frequency of deliveries.</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 11.00am (AEST) on Saturday, 4 July 2020.</p> <p>To log in to that site you will need your shareholder number and the postcode 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 Part 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 11.00am (AEST) on Saturday, 4 July 2020.</p>

Vote online during the AGM

If you attend the AGM virtually by logging into the online portal at <https://agmlive.link/VEA20> you will be able to vote directly during the AGM.

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).

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.

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.

If you are a shareholder, you will need to provide your shareholder number and the postcode for your shareholding to register to vote once you have logged in.

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 will endeavour to provide confirmation of the proxy code to nominated proxyholders prior to the AGM. Alternatively, proxyholders can call the Virtual Meeting help line on +61 1800 990 363 on the day of the meeting to request confirmation of the proxy code.

More detailed information on how to vote during the meeting is provided in the 'Virtual Annual General Meeting Online Guide' available online at: investor.vivaenergy.com.au/investor-centre/?page=general-meetings.

What if I hold my shares jointly?

If you hold your Ordinary Shares jointly, you and the other holders may attend the AGM virtually. However, if more than one joint holder votes using any of the options outlined above, only the vote of the holder named first in the register 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 Meeting, the content of the Auditor's Report for the financial year ended 31 December 2019 or the conduct of the audit.

Option	Details
At the Meeting	<p>Shareholders will have the opportunity to ask questions at the AGM via the online portal at https://agmlive.link/VEA20.</p> <p>More detailed information on how to ask questions during the meeting is provided in the 'Virtual Annual General Meeting Online Guide' available online at investor.vivaenergy.com.au/investor-centre/?page=general-meetings.</p>
Before the Meeting	<p>Shareholders can submit questions before the Meeting:</p> <ul style="list-style-type: none">• online via www.linkmarketservices.com.au. To log in to that site you will need your shareholder number and the postcode for your shareholding.• 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 (AEST) on Monday, 29 June 2020.</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 virtually 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 11.00am (AEST) on Saturday, 4 July 2020, 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 and 4. 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 item 2 or item 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 copies of the Company's Annual Reports

As a shareholder, you may elect to receive, free of charge, a copy of the Company's Annual Report for each financial year and can choose whether to receive each Annual Report in hard-copy 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 do not make an election, you will be able to access the Company's Annual Reports (including the 2019 Annual Report) at investor.vivaenergy.com.au/investor-centre/?page=company-reports.


LODGE YOUR FORM

 **ONLINE**
www.linkmarketservices.com.au

 **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
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

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



X99999999999


VOTING FORM

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

STEP 1 Please mark either A or B

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 **11:00am (AEST) on Monday, 6 July 2020 (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 **11:00am (AEST) on Monday, 6 July 2020 (the Meeting)** and at any postponement or adjournment of the Meeting.

As the Meeting will be held virtually, shareholders are encouraged to attend the Meeting virtually at <https://agmlive.link/VEA20>

Important for Resolutions 2 and 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 and 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

Resolutions

2 Adoption of the Remuneration Report

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Grant of performance rights to Scott Wyatt, the Company's Chief Executive Officer and Executive Director, under the Company's Long Term Incentive Plan.

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3a Re-election of Jane McAloon as a Director of the Company

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3b Re-election of Arnoud De Meyer as a Director of the Company

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or 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.

STEP 2

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).

STEP 3

VEA PRX2001N



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 do this, please only mark either "For" or "Against" for each item in Step 2. 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 BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in 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 or Abstain). If you do not specify how your proxy should vote, your proxy will not be able to vote of resolutions 2 & 4.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies. 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 the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of 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 **11:00am (AEST) on Saturday, 4 July 2020**, 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

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Voting 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), Holder Identification Number (HIN) or Employee ID as shown on the front of the Voting Form).



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*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

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