
Board Charter

Viva Energy Group Limited (ACN 626 661 032)

Approved by the Board on 13 December 2019

1 The Board and overview of its role

- (a) The board of directors (**Board**) of Viva Energy Group Limited (**Company**) is responsible for, and oversees the governance of, the Company.
- (b) Corporate governance describes the way the Company is directed and controlled. The Company's shareholders appoint directors and hold them accountable for the performance of the Company overall. A key part of the directors' responsibility is to ensure that the Company has an effective corporate governance structure.
- (c) The governance structure should ensure that the company is governed and managed in the interests of the Company's stakeholders. The Company's corporate governance culture and its way of doing business, including leadership by the Board and senior executives, is critical to the Company's continuing success.
- (d) This board charter (Charter) sets out the role and responsibilities of the Board by describing the structure of the Board and its committees, the need for independence and other obligations of directors.
- (e) The Board will meet regularly on such number of occasions each year as the Board deems appropriate.

2 Board structure

The composition, structure and proceedings of the Board are primarily governed by the Company's constitution (a copy of which can be found on the company's website) (**Constitution**) and the laws governing corporations in jurisdictions where the Company operates. The Board, with the assistance of the Remuneration and Nomination Committee, will regularly review the composition, structure and performance of the Board.

3 Board composition

- (a) The Board aims to have members with the appropriate mix of skills, experience, expertise and diversity relevant to the Company's businesses and the Board's responsibilities.
- (b) The majority of the Board will be comprised of independent directors as determined in accordance with clause 13.

4 Board Chair

The chair of the Board (**Board Chair**) will be elected by the Board. The Board Chair must be an independent director. The Board Chair must not hold, and must not have held within the previous 3 years, the office of Chief Executive Officer of the Company (**CEO**).

The Board Chair's role includes:

- (a) providing effective leadership to the Board in relation to all Board matters;
- (b) facilitating the effective contribution of all directors;
- (c) promoting constructive and respectful relations between directors and between the Board and management;
- (d) representing the views of the Board to the public; and
- (e) presiding over meetings of the Board and general meetings of shareholders, including approving Board agendas and ensuring that adequate time is available for discussion of all agenda items, including strategic issues.

5 Functions of the Board

- (a) The Board strives to build sustainable value for shareholders while protecting the assets and reputation of the Company. Its functions include but are not limited to:
- (i) appointing or replacing the CEO and determining the terms of such appointment;
 - (ii) demonstrating leadership and monitoring the Company's performance against its strategies as well as the continuing suitability of its strategies;
 - (iii) appointing the Board Chair;
 - (iv) reviewing operating information to understand the state of health of the Company;
 - (v) approving the Company's statement of core values, behaviours and code of conduct to underpin the desired culture within the Company;
 - (vi) defining the Company's purpose and strategic objectives, and approving the Company's strategies, budgets, major capital expenditure and business plans;
 - (vii) approving the Company's balance sheet management and funding strategy including major borrowing and debt arrangements, and the issue of any shares, options, equity instruments or other securities in the Company;
 - (viii) approving the Company's dividend policy and determining dividends;
 - (ix) approving the Company's policy in relation to gender diversity at all levels of the Company (including the Board);
 - (x) reviewing and monitoring systems of risk management and internal controls in relation to the economic, occupational health and safety, environmental and social sustainability risks of the Company's activities;
 - (xi) approving the Company's annual report, corporate governance statement and other documents required by law;
 - (xii) monitoring the effectiveness of, and approving changes to, the Company's internal governance practices including delegated authorities, and monitoring resources available to senior management of the Company (being the CEO, the Chief Financial Officer and other individuals as determined from time to time by the Remuneration and Nomination Committee (**Senior Management**));
 - (xiii) overseeing management in its implementation of the Company's business model, strategic objectives and values;
 - (xiv) approving the Company's various policies and charters, and undertaking the responsibilities allocated to the Board under those policies and charters;
 - (xv) ensuring that the Company acts legally and responsibly and in an accordance with responsible ethical standards;
 - (xvi) satisfying itself that an appropriate framework exists for relevant information to be reported to it by management; and
 - (xvii) approving the Company's policies regarding its disclosures to, and communications with, the market and the Company's shareholders, and overseeing the Company's process for complying with its continuous disclosure obligations.

- (b) With the guidance of the Remuneration and Nomination Committee, the Board is responsible for:
- (i) evaluating and approving the remuneration of the directors and Senior Management and ensuring that the Company's remuneration framework is aligned with the Company's purpose, values, strategic objectives and risk appetite;
 - (ii) evaluating the performance of Senior Management;
 - (iii) approving the Company's incentive plans (including any equity plans) and engaging external remuneration consultants as appropriate;
 - (iv) approving the appointment or replacement of Senior Management and directors;
 - (v) monitoring the Company's organisational capability and mix of skills, experience, expertise and diversity on the Board, identifying candidates and, when necessary, appointing new directors;
 - (vi) reviewing and implementing succession planning for the Board and Senior Management, including by having regard to the considerations set out in paragraph (v) above;
 - (vii) evaluating the performance of the Board and the committees of the Board;
 - (viii) regularly assessing the independence of all directors; and
 - (ix) monitoring compliance with the non-executive director remuneration pool as established by the Constitution, or as subsequently amended by shareholders, and recommending any changes to the pool.
- (c) With the guidance of the Audit and Risk Management Committee, the Board is responsible for:
- (i) overseeing the establishment of and approving an appropriate risk management framework for the Company (covering both financial and non-financial risks), including the strategy, policies, procedures and systems of the Company for managing risk, and setting the risk appetite within which the Board expects management to operate;
 - (ii) reviewing and monitoring the effectiveness of the Company's risk management framework, policies, procedures and systems;
 - (iii) reviewing and approving the Company's financial statements and reports;
 - (iv) the Company's entry into, and disclosure of, related party transactions requiring shareholder approval;
 - (v) overseeing the integrity of Company's financial controls and systems, including the external audit; and
 - (vi) managing audit arrangements and auditor independence.
- (d) With the guidance of the Investment Committee, the Board is responsible for:
- (i) approving acquisitions, disposals of assets, capital investments and commitments above certain thresholds, or which are otherwise strategic to the Company;
 - (ii) reviewing the performance of strategic assets of the Company; and
 - (iii) reviewing the performance of key projects conducted by the Company.

- (e) With the guidance of the Sustainability Committee, the Board is responsible for:
 - (i) reviewing and approving the Company's Health, Safety, Security and Environment (**HSSE**) Risk Management Framework and HSSE Management System, including the adequacy and effectiveness of the relevant framework, systems and controls;
 - (ii) reviewing the performance of the Company in relation to the health, safety and environmental consequences of the activities of the Company, including the impacts on employees, third parties, the environment and the community in which the Company operates;
 - (iii) evaluating the adequacy of the resourcing to support the Company's HSSE Management System; and
 - (iv) reviewing economic, environmental and social sustainability matters relevant to the Company, and overseeing the preparation of disclosure in respect of such matters.
 - (v) The functions and responsibility listed above are matters which the Board specifically reserves for itself and do not limit the Board's overall duties and responsibilities. The Board may delegate consideration to a committee of the Board specifically constituted for the relevant purpose.

6 Powers delegated to management

- (a) The Board will delegate to the CEO the authority and power to manage the Company and its businesses within levels of authority specified by the Board from time to time. The Chief Executive Officer may delegate aspects of his or her authority and power but remains accountable to the Board for the Company's performance and is required to report regularly to the Board on the progress being made by the Company's business units.
- (b) The CEO's role includes responsibility for:
 - (i) the effective leadership of the Company's management team;
 - (ii) implementing the Company's business model;
 - (iii) the achievement of the Company's strategic objectives for the business;
 - (iv) instilling and reinforcing the Company's core values;
 - (v) ensuring the Company operates within the values, code of conduct, budget and risk appetite set by the Board;
 - (vi) providing the Board with accurate, timely and clear information on the Company's operations; and
 - (vii) the day-to-day management of the Company's operations.

7 Appointment and re-election of directors

- (a) With guidance from the Remuneration and Nomination Committee and, where necessary or appropriate, external consultants, the Board will identify candidates with appropriate skills, experience, expertise and diversity in order to discharge its mandate effectively and to maintain the necessary mix of expertise on the Board.
- (b) Before appointment to the Board, candidates must confirm that they will have sufficient time to meet their obligations to the Company, in light of other commitments.

- (c) New directors are to be provided with a formal letter of appointment to the Board setting out the key terms and conditions of their appointment, together with any other documents that the Company considers relevant to their appointment.

8 Review of Board, committee and director performance

- (a) With guidance from the Remuneration and Nomination Committee, the Board will carry out, annually, a formal review of the performance of the Board, its committees and each non-executive director against appropriate measures using where necessary an external consultant. The review will assess:
 - (i) the effectiveness of the Board and each committee in meeting the requirements of their respective charters;
 - (ii) whether the Board and each committee has members with the appropriate mix of skills and experience to properly perform their functions;
 - (iii) the contribution made by each director at meetings and in carrying out their responsibilities as directors generally, including preparing for meetings;
 - (iv) whether adequate time is being allocated to the Company's matters, taking into account each director's other commitments; and
 - (v) the independence of each non-executive director, taking into account the director's other interests, relationships and directorships.

9 Company secretary

- (a) The Board appoints and removes the Company secretary. All directors are to have direct access to the Company secretary.
- (b) The Company secretary is responsible for the day to day operations of the Company secretary's office, including the administration of Board and committee meetings, overseeing the Company's relationship with its share registrar and lodgements with the ASX and other regulators.
- (c) The Company secretary is also responsible for communications with the ASX about listing rule matters, including making disclosures to the ASX in accordance with the Company's Disclosure Policy.
- (d) The Company secretary supports the effectiveness of the Board by monitoring that Board policy and procedures are followed and co-ordinating the completion and despatch of Board agendas and briefing papers.
- (e) The Company secretary is accountable to the Board (through the Board Chair) on all matters to do with the proper functioning of the Board.

10 Keeping directors informed

- (a) New directors are to be briefed on their roles and responsibilities, including through participation in an induction program, and the minutes and papers of previous Board and committee meetings will be made available to them.
- (b) Board papers are distributed, where possible, within a reasonable period of time before each meeting.

- (c) Time is to be allocated at Board and committee meetings for continuing education and professional development on significant issues facing the Company and changes to the regulatory environment in which the Company operates, to enable the directors to maintain the skills and knowledge needed to perform their roles as directors effectively. This is to include briefings by Senior Management and external consultants from time to time.
- (d) If the Board includes a director who is not fluent in the language in which Board or shareholder meetings are held or key documents are written, then the Board will develop a process to ensure that the director understands and can contribute to the discussion at those meetings and understands and can discharge their obligations in relation to those documents, and will disclose such process in its annual report or other public disclosures (as appropriate).

11 Access to independent advice

Each director may obtain independent professional advice at the Company's expense on matters arising in the course of their Board and committee duties, provided such advice is necessary for the director to discharge its responsibilities as a director, and after obtaining the Board Chair's approval (or where the director seeking such advice is the Board Chair, after obtaining the approval of the chair of the Company's Audit and Risk Committee). Whenever practicable, the advice must be commissioned in the joint names of the director and the Company, and a copy of any such advice should be provided to the entire Board. The other directors must be advised if the Board Chair's approval (or where the director seeking such advice is the Board Chair, the approval of the chair of the Company's Audit and Risk Committee) is withheld.

12 Non-executive directors' meetings

The non-executive directors are expected to meet periodically, with no management present, to review management performance.

13 Independence of non-executive directors

- (a) To be judged independent, a director must, in the opinion of the Board, be free of any interest, position, affiliation or relationship that might influence, or reasonably be perceived to influence, their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual security holder or other party.
- (b) Individuals would, in the absence of evidence or convincing argument to the contrary, be judged to be not independent if they:
 - (i) are employed, or have previously been employed, in an executive capacity by the Company or any of its subsidiaries in the three years prior to becoming a director;
 - (ii) receive performance based remuneration (including options or performance rights) or participate in an employee incentive scheme;
 - (iii) were directly involved in the audit of the Company or any of its subsidiaries;
 - (iv) are, or have been within the last three years:
 - (A) a substantial shareholder of the Company; or
 - (B) a representative, an officer or employee of, or professional adviser to, or otherwise affiliated with, a substantial shareholder of the Company;
 - (v) were a principal of a professional adviser or consultant to the Company or any of its subsidiaries where the amount paid to that adviser or consultant within the three years prior to becoming a director was material (to either the Company or the adviser or consultant) or the relationship with the adviser or consultant was otherwise material to the

Company or the adviser or consultant;

- (vi) were a supplier to, or an officer of or otherwise associated with a supplier to, the Company or any of its subsidiaries where the amount paid within the last three years by the Company or any of its subsidiaries to that supplier was material (to either the Company or the supplier) or the relationship with the supplier was otherwise material to the Company or the supplier;
 - (vii) were a customer of the Company or any of its subsidiaries, or an officer of or otherwise associated with such a customer, where the amount paid during the last three years by that customer to the Company or any of its subsidiaries was material (to either the Company or the customer) or the relationship between the Company and the customer was otherwise material to the Company or the customer;
 - (viii) in a material contractual relationship with the Company or any of its subsidiaries other than as a director of the Company;
 - (ix) has close personal ties with any person who falls within any of the categories described above; or
 - (x) has been a director of the Company for such a period that their independence from management and substantial shareholders may have been compromised.
- (c) In respect of independent directors who have served on the Board for more than 10 years, the Board will regularly assess such director's status as an independent director, including whether or not he or she has become too close to management to be considered independent.
- (d) Any change that could impact the independence of a non-executive director must be promptly notified to the Board Chair and company secretary and the Board will review that director's independence status. If the Board determines that there has been a change to the independence status of a non-executive director, the Board will take steps to ensure that this change is disclosed and explained in a timely manner to the market.

14 External directorships

- (a) A non-executive director should continually evaluate the number of boards of companies on which the non-executive director serves, to ensure that each company can be given the time and attention to detail required to properly exercise the director's powers and discharge the director's duties to that company.
- (b) A non-executive director shall notify the Board Chair prior to accepting an invitation to become a director of any company. Prior to accepting such an invitation, the director must have regard to:
 - (i) the views and recommendations of the Board Chair with respect to the director acting simultaneously as a director of the Company and as a director of an external entity (whether in competition with the Company or not);
 - (ii) any current policies of the Board on multiple directorships; and
 - (iii) best practice standards on multiple directorships.
- (c) An executive director shall not accept an invitation to become a director of any company without the prior approval of the Board.

15 Conflict of interest

- (a) Directors must keep the Board advised, on an ongoing basis, of any interests that could potentially conflict with those of the Company and will advise the company secretary of all directorships or executive positions held with other companies.

- (b) If a potential material conflict of interest or conflict of duty arises, the director concerned will advise the Board Chair prior to any Board meeting at which the issue is to be discussed. The Board Chair will determine whether the director will receive the Board papers relevant to the conflict. The director will not participate in the Board meeting while the relevant matter is considered unless the other directors approve that director's participation in the deliberation and voting on the relevant issue in accordance with the *Corporations Act 2001* (Cth). Any potential conflict must be recorded in the Board minutes.

16 Board committees

- (a) The Board will operate the following committees:

- (i) the Audit and Risk Management Committee;
- (ii) the Sustainability Committee;
- (iii) the Remuneration and Nomination Committee; and
- (iv) the Investment Committee,

and such other committees as may be established by the Board from time to time.

- (b) When appointing members of each committee, the Board will take account of the skills and experience appropriate for that committee as well as any statutory or regulatory requirements.
- (c) The committees operated by the Board are to consider and determine the matters for which they are responsible in accordance with their respective charters. Copies of the charter of each committee are to be published on the Company's website. The Board may establish other committees as and when required.

17 Confidentiality

All proceedings of the Board, including Board papers, presentations and other information provided to the Board, must be kept confidential except as required by law or as agreed by the Board.

18 Review

The Board will, at least once in each year, review this Charter to determine its adequacy for current circumstances and may amend it as necessary.