

Business Principles and Code of Conduct

Viva Energy Group Limited (ACN 626 661 032)

Adopted by the Board on 18 February 2020

CONTENTS

MESSAGE FROM THE CEO.....	PAGE 3
INTRODUCTION	PAGE 4
REPORTING CONCERNS	PAGE 5
REVIEW, AMENDMENT AND PUBLICATION	PAGE 6
BUSINES PRINCIPLES	PAGE 7
CODE OF CONDUCT	PAGE 9
SAFEGUARDING INFORMATION AND ASSETS.....	PAGE 15
COMMUNICATIONS	PAGE 17

MESSAGE FROM THE CEO

The objectives of the Viva Energy group of companies are to engage efficiently, responsibly and profitably in the manufacturing, distribution and sale of petroleum products and services in Australia, in furtherance of shareholders' interests and Australian economic and social goals. In pursuit of these objectives we must act in accordance with the law and principled business conduct.

Viva Energy's core values are reflected in our Business Principles, which have guided the activities of the Viva Energy group for many years. In addition to the Business Principles, we have adopted a code of conduct (**Code of Conduct**) to set clear expectations of the behaviour of every employee in every entity in the Viva Energy group in the conduct of its business at all times. The Business Principles and Code of Conduct apply to all transactions, large or small.

The Business Principles and Code of Conduct are fundamental to how we conduct our business and living by them is crucial to our continued success.

A handwritten signature in white ink, appearing to read 'S. Wyatt', is positioned above the name and title of the CEO.

Scott Wyatt

CEO, Viva Energy Group Limited

INTRODUCTION

The values and principles underlying the Business Principles and Code of Conduct are obvious and fundamental – integrity, responsibility, curiosity, commitment and respect. Your conduct will be judged by how you live by those values and principles, and how you have met the intention and spirit of the principles in the Business Principles and Code of Conduct. The Business Principles and Code of Conduct and their principles must always be upheld, in whatever situation we find ourselves in.

The Business Principles set out the core values of Viva Energy and the principles that apply to the conduct and operations of all Viva Energy companies.

The Code of Conduct describes the behaviour which is your responsibility, setting out the boundaries within which every Viva Energy employee must operate every day. Every employee, director or senior executive in every entity in the Viva Energy group and in every joint venture company under Viva Energy control must follow the Code of Conduct. Contract staff must also follow the Code of Conduct. Contractors or consultants who are our agents or working on our behalf or in our name, through outsourcing of services, processes or any business activity, will be required to act consistently with the Code of Conduct when acting on our behalf. Independent contractors or consultants will be made aware of the Code of Conduct as it applies to our staff in their dealings with them. Joint venture companies not under Viva Energy control are encouraged by Viva Energy to adopt similar principles and standards.

A failure to follow the Code of Conduct may result in disciplinary action, including termination of employment or any contract of engagement, and in some cases fines and imprisonment.

*Viva Energy Group Limited (**the Company**) and its directly or indirectly wholly-owned subsidiaries (together, **Viva Energy**) are separate and distinct entities. However, in this publication, the collective expression “Viva Energy” may be used for convenience when reference is made in general to entities in the Viva Energy group. Likewise, the words “we”, “us”, “our” and “ourselves” are used in some places to refer to the entities in the Viva Energy group in general. These expressions are also used where no useful purpose is served by identifying any particular company or companies.*

REPORTING CONCERNS

You must immediately report any suspected or actual contravention of the Code of Conduct. To make such a report or to otherwise raise concerns or seek advice you can speak to:

- your line manager, or supervisor;
- the Viva Energy Head of Internal Audit, General Counsel or General Manager, Human Resources;
- any other senior Viva Energy person with whom you feel comfortable to have such a conversation, or to whom you could send an email or letter, e.g. a representative from the human resources, health safety, security and environment (HSSE) or legal teams; or
- the Viva Energy Stopline (anonymously if you prefer), via:
 1. Phone – 1300 30 45 50 (8am to 8pm (AEST) Monday to Friday)
 2. Email – vivaenergy@stopline.com.au
 3. Web – vivaenergy.stoplinereport.com
 4. Fax – Viva Energy Australia c/o The Stopline +61 3 9882 4480
 5. Post – Viva Energy Australia c/o The Stopline, Locked Bag 8, Hawthorn VIC 3122

The Viva Energy Stopline is an independent and confidential service to receive information relating to improper conduct and supports the Business Principles and Code of Conduct.

Individuals calling the Viva Energy Stopline will talk in confidence to an experienced, independent operator. Their reported concerns will be logged and handled in accordance with case management and investigation guidelines. Questions will be channelled to the appropriate people who can answer them.

Reports will be handled in accordance with Viva Energy's Whistleblower Policy.

MONITORING COMPLIANCE

Reports on the number and type of reported breaches of the Code of Conduct, together with the results of investigations conducted will be provided to:

- the CEO (or their delegate), the Executive General Manager, Legal & External Affairs, the Head of Internal Audit, Chief People & Technology Officer and General Manager, People & Culture on a regular basis; and
- the Audit and Risk Committee at least every six months.

The Board will be promptly informed of any material breaches of the Code of Conduct by a director or senior executive and any other material breaches of the Code of Conduct that call into question the culture of the Company.

REVIEW, AMENDMENT AND PUBLICATION

Senior management of Viva Energy is responsible for drafting, reviewing and making recommendations to the Board with respect to the Business Principles and Code of Conduct. The Business Principles and Code of Conduct will be reviewed at least once every three years or as often as deemed necessary to ensure they remain effective and relevant to the current needs of Viva Energy.

The Board is responsible for approving the Business Principles and Code of Conduct and may make changes from time to time by resolution.

The Business Principles and Code of Conduct will be made available on the Viva Energy website.

BUSINESS PRINCIPLES

OUR VALUES

These Business Principles reflect the core values of Viva Energy and its employees.

The foundation of these Business Principles are fundamental values shared by all Viva Energy companies and employees;

- Integrity – the right thing always
- Responsibility – safety, environment, our communities
- Curiosity – be open, learn, shape our future
- Commitment – accountable and results focused
- Respect – inclusiveness, diversity, people

SUSTAINABLE DEVELOPMENT

As part of the Business Principles, we commit to contribute to sustainable development. This requires balancing short and long-term interests and integrating economic, environmental and social considerations into business decision-making.

RESPONSIBILITIES

Viva Energy companies recognise five areas of responsibility. It is the duty of the Board and management to continuously assess the priorities and discharge these responsibilities on the basis of that assessment.

(a) To shareholders

To protect shareholders' investments, and provide a long-term return that is comparable with other leading companies of a like nature in Australia.

(b) To customers

To win and maintain customers by developing and providing products and services which offer value in terms of price, quality, safety and environmental impact, and which are supported by the requisite technological, logistics, environmental and commercial expertise.

(c) To employees

To respect the human rights of our employees and to provide them with safe working conditions and competitive terms and conditions of employment. To promote the development and best use of the talents of our employees; to create an inclusive work environment where every employee has an equal opportunity to develop his or her skills and talents. To encourage the involvement of and consultation with employees in the planning and direction of their work; to provide them with channels to report concerns. *For more information, see the "Equal opportunity" and "Harassment and bullying" sections of the Code of Conduct. We recognise that commercial success depends on the full commitment of all employees.*

(d) To those with whom we do business

To seek mutually beneficial relationships with contractors, suppliers and joint venture partners and to promote the application of the business or equivalent

principles in such relationships. The ability to promote the Business Principles effectively will be an important factor in the decision to enter into or remain in such relationships.

(e) To society

To conduct business as responsible corporate members of society, to comply with applicable laws and regulations, to support fundamental human rights in line with the legitimate role of business, and to give proper regard to health, safety, security, the environment and community.

PRINCIPLE 1 – ECONOMIC

Long-term profitability is essential to achieving our business goals and to our continued growth. It is a measure both of efficiency and of the value that customers place on Viva Energy products and services. It supplies the necessary corporate resources for the continuing investment that is required to develop and produce future energy supplies to meet customer needs. Without profits and a strong financial foundation, it would not be possible to fulfil our responsibilities. Criteria for investment and divestment decisions include sustainable development considerations (economic, social and environmental) and an appraisal of the risks of the investment.

PRINCIPLE 2 – COMPETITION

Viva Energy supports free enterprise. We seek to compete fairly and ethically and within the framework of applicable competition laws. We will not prevent others from competing freely with us. *For more information, see the "Competition law" section of the Code of Conduct.*

PRINCIPLE 3 – BUSINESS INTEGRITY

Viva Energy insists on honesty, integrity and fairness in all aspects of our business and expects the same in our relationships with all those with whom we do business. The direct or indirect offer, payment, soliciting or acceptance of bribes in any form is unacceptable. Facilitation payments must not be made. Employees must declare to their employing company potential conflicts of interest. All business transactions on behalf of an entity in the Viva Energy group must be reflected accurately and fairly in the accounts of the relevant entity in accordance with established procedures, and are subject to audit and disclosure. *For more information, see the "Fighting corrupt practices" section of the Code of Conduct.*

PRINCIPLE 4 – POLITICAL ACTIVITIES

(a) Of companies

Viva Energy acts in a socially responsible manner in pursuit of our legitimate commercial objectives. Viva Energy does not make payments to political parties,

organisations or their representatives, nor do we take part in party politics. However, when dealing with governments, Viva Energy has the right and the responsibility to make our position known on any matters, which affect us, our employees, our customers, our shareholders or local communities, in a manner which is in accordance with our values and these Business Principles. For more information, see the "Political activities and payments" section of the Code of Conduct.

(b) Of employees

Where individuals wish to stand for election to public office or engage in civic causes or lobbying, they will be given the opportunity to do so provided this does not give rise to a conflict of interest or an impression that the employee's position has the support or approval of Viva Energy. *For more information, see the "Conflicts of interest" section of the Code of Conduct.*

PRINCIPLE 5 – HEALTH, SAFETY, SECURITY AND THE ENVIRONMENT

Viva Energy has a systematic approach to health, safety, security and environmental management in order to achieve continuous performance improvement. To this end, Viva Energy manages these matters as critical business activities, sets standards and targets for improvement, and measures, appraises and reports performance externally. We continually look for ways to reduce the environmental impact of our operations, products and services. *For more information, see the "Health, safety and environment" section of the Code of Conduct.*

PRINCIPLE 6 – LOCAL COMMUNITIES

Viva Energy aims to be a good neighbour. We manage the social impacts of our business activities carefully and work with others to enhance the benefits to local communities, and to mitigate any negative impacts from our activities. In addition, Viva Energy takes a constructive interest in societal matters, directly or indirectly related to our business.

PRINCIPLE 7 – COMMUNICATION AND ENGAGEMENT

Viva Energy recognises that regular dialogue and engagement with our stakeholders is essential. We are committed to the reporting of our performance by providing relevant information to legitimately interested parties, subject to any overriding considerations of business confidentiality and associated regulatory obligations. In our interactions with employees, business partners and local communities, we seek to listen and respond to them honestly and responsibly.

PRINCIPLE 8 – COMPLIANCE

Viva Energy makes all reasonable efforts to comply with all applicable laws and regulations of the countries in which we operate.

CODE OF CONDUCT

PROVIDING A SAFE AND INCLUSIVE WORKPLACE

Viva Energy is founded on strong values and promotes a culture based on integrity, responsibility, curiosity, commitment and respect. We are committed to ensuring all employees have the capability and right to a fair, safe and productive environment where they can develop to their full potential.

Health, safety, security and environment

At Viva Energy we believe every incident is preventable and are committed to pursuing the goal of no harm to people and protecting the environment. We call this "Goal Zero".

These aims and others are included in the Viva Energy HSSE policy (**HSSE Policy**). Viva Energy's HSSE management systems (**Viva Energy HSSE Management Systems**) support the HSSE Policy and are the source for requirements for managing the impacts of our operations and projects on employees, contractors and the environment.

This is a systematic approach to the management of HSSE matters and is designed to deliver compliance and to achieve continuous improvement.

(a) Your responsibility

You must understand and follow the policies, procedures and rules that govern the work you are required to perform, and must not deviate from these without explicit approval from your supervisor or manager. Do not perform any operational activity unless you are adequately trained and/or supervised and fit for work. This extends both to employees and to contractors working under Viva Energy's operational control.

(b) How you can do the right thing

- Take reasonable care of the health and safety of yourself and others.
- Ensure that you are fit for work. This means that you are in a state, both physically and psychologically, to perform tasks assigned to you competently and in a manner that does not compromise your own health and safety or that of others.
- Understand and plan your tasks and discuss how these will be safely undertaken.
- Always follow Viva Energy's applicable policies and guidelines, including in relation to HSSE matters.
- Intervene or stop work any time if you are concerned about the safety of yourself and others.
- Have the courage to accept an intervention from others.
- Comply with safe work practices and the direction given by your supervisor to avoid injury to yourself, others and to reduce negative impacts to the environment, plant, equipment and our reputation.
- Be qualified to undertake the work and use the required personal protective equipment and clothing. Do not misuse or interfere with any safety equipment.
- Report all incidents and near misses as soon as possible to share learning and prevent recurrence. Report all known or observed hazards to your supervisor or manager.
- Stop work if you are concerned about the health and safety of yourself or others.

Equal opportunity

Viva Energy's employment-related decisions will be based on relevant qualifications, merit, performance and other job-related factors. We will not tolerate unlawful discrimination relating to employment or otherwise.

(a) Your responsibility

Respect everyone you deal with and behave fairly towards them according to the values of integrity, responsibility, curiosity, commitment and respect and the Viva Energy Business Principles. You should understand the value of diversity and never discriminate.

(b) How you can do the right thing

- You should base hiring, evaluation, promotion, training, development, discipline, compensation and termination decisions on qualifications, merit, performance, behaviours and business considerations only.
- Do not discriminate according to race, colour, religion, age, gender, sexual orientation, marital status, physical features, disability, ethnic origin, nationality, parental status or status as a carer, pregnancy or potential pregnancy, industrial activity or inactivity, political belief or activity, or any other unlawful grounds.

Harassment and bullying

Viva Energy will not tolerate sexual or other forms of harassment, nor any other action, conduct or behaviour which is humiliating, intimidating or hostile.

Unlawful harassment is conduct that makes another person feel intimidated, insulted or humiliated because of their race, colour, national or ethnic origin; gender; disability; sexual preference; or some characteristic specified under antidiscrimination or human rights legislation. The conduct can be physical, spoken or written (including email and on social media). It can include behaviour such as telling insulting jokes about particular racial groups; sending explicit or sexually suggestive emails; displaying offensive or pornographic posters or screen savers; making derogatory comments or taunts about someone's race or religion; and asking intrusive questions about someone's personal life.

Sexual harassment is unwelcome sexual behaviour, which could be expected to make a person feel offended, humiliated or intimidated. Sexual behaviour is subjecting a person to any act of physical intimacy, or making a comment verbally or in writing that has sexual connotations to or about a person in their presence. The motivations or understanding of the harasser are irrelevant – it does not matter if he/she believes that the behaviour is welcome.

Bullying is unreasonable behaviour towards an individual or group that is persistent and repeated, which intimidates, offends, degrades or humiliates. It can range from obvious verbal or physical assault to subtle psychological abuse.

Discrimination, sexual or other forms of harassment, and bullying is unlawful under both federal and state legislation and such conduct is absolutely unacceptable. This includes conduct at Viva Energy workplaces in the course of conducting our operations as well as at events and locations associated with work, such as conferences and training, restaurants for work events, hotels for work travel and office celebrations.

(a) Your responsibility

You should understand and comply with Viva Energy's applicable policies and guidelines relating to standards of behaviour.

Treat others with respect and avoid situations that may be perceived as inappropriate. Challenge someone if you find their behaviour hostile, intimidating or humiliating. Harassment and bullying can result in disciplinary action and may lead to dismissal.

(b) How you can do the right thing

- Do not physically or verbally intimidate or humiliate others.
- Never make inappropriate jokes or comments. If you are unsure whether something is inappropriate assume that it is.
- Never distribute or display offensive or derogatory material, including pictures.
- If you feel safe to do so, speak up and tell the person if you are upset by his or her actions or behaviour. Explain why and ask them to stop. If this is not an option, then you should speak to your line manager, People & Culture Lead or a trained Viva Energy Contact Officer.

FIGHTING CORRUPT PRACTICES

Viva Energy does not tolerate bribery, insider dealing, fraud or money laundering. You must also avoid any real or potential conflict of interest (or the appearance of a conflict) and never offer or accept inappropriate gifts or hospitality. Remember, even unsubstantiated claims of corruption can damage reputations and business.

Bribery and corruption

Bribery occurs when you offer, pay, seek or accept a payment, gift or favour to improperly influence a business outcome.

Bribery and corruption – whether involving government officials, or commercial entities, including joint venture partners – can be direct or indirect through third parties such as agents and joint venture partners. It includes facilitation payments. Even turning a blind eye to your suspicions of bribery and corruption can result in liability for Viva Energy and for you personally.

Viva Energy has adopted an Anti-Bribery and Corruption Policy, which sets out in detail the rules applicable to employees and representatives of the Viva Energy group.

(a) Your responsibility

You must be familiar with, and strictly comply with, the requirements of the Viva Energy Anti-Bribery and Corruption Policy.

Specifically, you must not offer, pay, make, seek or accept a personal payment, gift or favour in return for favourable treatment to gain any business advantage or to influence business decisions. You must follow the anti-bribery and corruption laws that we are subject to, both those of the countries we are operating in, and those foreign laws which may also apply to conduct in Australia (for example, laws of the United Kingdom and United States). You are liable to disciplinary action including termination of employment, legal proceedings and possibly imprisonment if you are involved in bribery and corruption.

(b) How you can do the right thing

- Never offer, pay, make, seek or accept a personal payment, gift or favour in return for favourable treatment, to influence a business outcome or to gain any business advantage.
- Ensure people you work with understand that bribery and corruption is unacceptable. Perform due diligence on counterparties such as suppliers (especially those who represent us to government organisations), joint venture partners, social investment partners, and entities in which Viva Energy plans to invest in accordance with Viva Energy's applicable guidelines and policies.
- If you receive any explicit or implied request for a bribe, or if you are ever offered a bribe, from a third party (including government officials), report it to your line manager, the General Counsel or a member of Viva Energy's legal department.
- Report your concerns if you suspect or know of corruption in Viva Energy or in any party (entity or individual) Viva Energy does business with.

Gifts and hospitality

Viva Energy recognises that the occasional acceptance or offer of modest gifts or hospitality may be a legitimate contribution to good business relationships. However, all gifts and hospitality must comply with the requirements of this section and the Viva Energy Anti-Bribery and Corruption Policy.

(a) Your responsibility

Providing or receiving excessive gifts and hospitality is against Viva Energy policy and must never influence your business decisions and must not place you or Viva Energy under any obligation, or be perceived to do so.

You should be particularly careful when offering gifts and hospitality, including travel-related expenses, to government officials (which includes: employees of government authorities such as regulators, or government-owned businesses, local councils and spouses or immediate family members of government officials). Gifts and hospitality that are acceptable between private business partners may be unacceptable between a business and an official.

(b) How you can do the right thing

- Never offer, give, seek or accept illegal or inappropriate gifts & hospitality, cash or cash equivalents (including per diem payments), loans or personal services.
- Decline gifts and hospitality if you would feel uncomfortable telling your line manager or supervisor, colleagues, family, friends or the public that you accepted them.
- Do not give or receive gifts and hospitality that can be linked to important business decisions during sensitive decision periods (such as when responding to a tender, seeking tenders or applying for government approvals).
- Viva Energy maintains a gifts and hospitality register (**Gifts and Hospitality Register**). Record in the Gifts and Hospitality Register any gifts and hospitality offered by or to you, which meet the following criteria:

Gifts and hospitality from any third party, accepted or declined	\$250 or greater
Gifts and hospitality to a private/commercial individual, accepted or declined	\$250 or greater
Gifts and hospitality to a government official, accepted or declined	\$50 or greater

On registration, your line manager will be notified.

If the value of the gift or hospitality is \$500 or greater, you must obtain the approval of your line manager and the general manager (or equivalent) of your business/function before offering or accepting the gift or hospitality.

These thresholds include amounts paid for spouses or immediate family members.

You should discuss with your line manager or a member of Viva Energy's legal department any situation where you are in doubt.

Line managers, when reviewing or approving gifts and hospitality, must consider the principles of this section of the Code of Conduct.

Conflicts of interest

You face a conflict of interest (**COI**) when your personal relationships, participation in external activities or interest in another venture influence or could be perceived to influence your decisions.

(a) Your responsibility

You must avoid a COI. Your Viva Energy decisions must not be influenced by personal and private considerations. A failure to follow the requirements of this Code of Conduct or applicable laws or regulations can result in disciplinary action, including termination of employment.

(b) How you can do the right thing

- Declare to your line manager or supervisor any matter that could influence or be perceived to influence your decisions or actions at Viva Energy, and give your line manager all the relevant facts in writing.
- Viva Energy maintains a conflicts of interest register (**Conflicts of Interest Register**). Register all actual or perceived COI in the Conflicts of Interest Register.
- Line managers must agree and record any actions required to mitigate the COI.
- Withdraw from decision-making that creates, or could be perceived to create, a COI.
- Be impartial, professional and competitive in your dealings with contractors and suppliers.
- Advise your line manager or supervisor if you plan to use your knowledge or position for external material gain.
- You can be active in your own time in community, government, educational and other non-profit organisations if you comply with relevant laws, regulations and this Code of Conduct.
- You can acquire interests in other businesses and perform external professional activities in your own time if no actual or potential COI would result. If in doubt, please consult your line manager or supervisor.
- Be mindful of actual and perceived conflicts that can arise in the context of close personal relationships with another team member. Employees who have the responsibility for or authority to affect the careers or employment of other employees should perform their functions free from any conflict of interest arising from a personal relationship. For example, a conflict of interest will arise from a personal relationship if you have a family, business or personal relationship (including a personal financial interest, sharing living quarters or a romantic relationship) with any other employee within the Viva Energy group and that relationship causes, or might reasonably be anticipated to cause, an inability on your part or their part to perform responsibilities objectively and impartially as far as the other party to the relationship is concerned. You must disclose any conflict of interest arising from a personal relationship to either your general manager or the General Counsel. Such disclosures will be treated confidentially.
- The Board must approve the entry into any related party transactions. The Company will only enter into an agreement for the provision of consultancy or similar services by a director or senior executive or by a related party of a director or senior executive if it has independent advice that:
 - the services being provided are outside the ordinary scope of their duties as a director or senior executive (as applicable);
 - the agreement is on arm's length terms; and
 - the remuneration payable under it is reasonable,

and will provide full disclosure of the material terms of any such agreement that it enters into to its shareholders.

Market abuse

Market abuse refers to insider dealing and market manipulation. You are involved in insider trading when you trade in shares or other investments in a regulated market (such as commodities and related contracts) while in possession of material non-public information or when you share this information with someone else who then trades in those shares or other securities. Market manipulation means giving out false or misleading information or engaging in conduct in order to influence the price of a share or other investment in a regulated market (including a commodity or contract relating to a commodity).

(a) Your responsibility

You must protect confidential business information and never use it for your own benefit, especially to trade in shares or other securities or recommend anyone else to do so. Do not buy or sell shares in any company or trade in other investments while you have inside information about those shares or investments, even if you are no longer a Viva Energy employee or performing work for Viva Energy as a contractor. You must not spread rumours, mislead with false information or manipulate prices.

Make sure that you are aware of, and comply with, the security trading policies of Viva Energy REIT and the Company, which are available at the following websites:

- Viva Energy REIT: <https://www.vivaenergyreit.com.au>
- the Company: <https://www.vivaenergy.com.au>

Insider dealing and market abuse are criminal offences and could lead to fines, dismissal or imprisonment. If you believe a colleague to be involved in insider dealing or market manipulation, report this through the appropriate channel.

Money laundering

Money laundering occurs when the criminal origin or nature of money or assets is hidden in legitimate business dealings or when legitimate funds are used to support criminal activities, including the financing of terrorism. Offences covered by anti-money laundering legislation include: prejudicing or obstructing an investigation and failing to report suspicious activity.

(a) Your responsibility

Viva Energy could be exploited by criminals to launder money or fund criminal activities. You must conduct appropriate counterparty due diligence to understand the business and background of our prospective business partners and to determine the origin and destination of money and property. You must not falsify, conceal, destroy or dispose of relevant documents.

In addition, you must report suspicious transactions or incidents of money laundering (Viva Energy will then, in turn, report appropriate matters to authorities). Failure to do so can lead to fines, dismissal or imprisonment.

Political activities and payments

Your political activity and payments risk being viewed as those of Viva Energy and may impact our business or reputation.

(a) Your responsibility

You must not contribute Viva Energy funds or resources to political campaigns, political parties, political candidates or anyone associated with them. You must ensure your personal political activities are not represented to be those of Viva Energy. Political activity and payments can cause a conflict of interest and can harm Viva Energy business dealings and reputation. A failure to follow the requirements of this Code of Conduct or applicable laws or regulations may result in disciplinary action, including termination of employment.

NATIONAL AND INTERNATIONAL TRADE

Viva Energy is committed to free, fair and ethical business. You must follow all applicable trade laws and ensure the Viva Energy core values are applied in your dealings. A failure to comply with these laws and regulations can severely damage our business and expose us to criminal charges. You could face dismissal, fines and imprisonment.

Competition law

Competition laws protect free enterprise and prohibits behaviour that limits trade or restricts fair competition. These laws apply to every level of business. They combat illegal practices like price-fixing, market-sharing or bid-rigging conspiracies, or behaviours that aim to achieve or maintain monopoly. Viva Energy is committed to free, fair and ethical enterprise and does not tolerate violation of competition laws.

(a) Your responsibility

You must not agree with competitors of Viva Energy to fix price or any elements of price (such as discounts, rebates or surcharges), agree with independent dealers or resellers to fix a minimum resale price of a product, or agree with others not to compete in particular markets or for particular customers or accounts. You must not rig bids or tenders, and you must not agree with others to boycott any customers or suppliers except in connection with trade sanctions imposed by law. Agreements with competitors to reduce or stabilise production, capacity or output are forbidden.

Anti-competitive behaviour will damage Viva Energy's business and reputation. Breach of competition laws can severely damage our business and expose us to criminal charges. You could face dismissal, fines and imprisonment.

(b) How you can do the right thing

- Do not agree, even informally, with competitors on pricing, production, customers or markets without a lawful reason. Always get legal advice on whether a practice is lawful.
- Decisions on Viva Energy pricing, production, customers and markets must be made by Viva Energy alone.
- Do not discuss with competitors:
 - which suppliers, customers or contractors Viva Energy deals and will deal with; or
 - which markets Viva Energy intends to sell into or on what terms Viva Energy will deal.
- Leave industry meetings if competitively sensitive issues arise and ensure your departure is noticed and recorded/ minuted. Report the matter immediately to a member of Viva Energy's legal department.
- Report your concerns if you know of any potentially anti-competitive practices or if you are uncertain whether practices are legal or not.

Trade controls and sanctions

Trade (export and import) controls and sanctions laws give countries legal control over the sale, shipment, electronic transfer or disclosure of information, software, goods and services across national borders. Exports include transfers electronically, through discussions or visual inspections, and not only through traditional shipping methods.

Import controls and sanctions laws give countries legal control over the purchase, shipment, electronic transfer or disclosure of information, software, goods and services into their jurisdiction. Import controls apply to Viva Energy as a company and also to you personally. Failure to observe import control laws and sanctions can cause operational delays and damage business. Viva Energy could also face legal consequences, including fines and loss of privileges. You could face dismissal, fines or imprisonment.

(a) Your responsibility

When exporting – Think carefully about the potential impact of export control laws, licenses and sanctions before transferring goods, technology, software or services across national borders. Remember that controls and sanctions (or embargoes) can be imposed against countries, entities, individuals and goods. You must know which of these controls or sanctions may result in restrictions or prohibitions on the way you conduct business. Viva Energy could face criminal charges, fines and loss of export privileges if you do not comply with the relevant controls and sanctions. You could face dismissal, fines or imprisonment.

When importing – Assess your counterparty and the origin of the goods/services being imported to ensure that there are no trade controls/sanctions that apply. Remember that trade controls and sanctions (or embargoes) can be imposed against countries, entities, individuals and goods. Furthermore, you must meet import requirements when bringing goods or services into a country, ensuring applicable duties, levies and taxes are paid. You must not bring restricted goods into a country without declaring them. You must not import prohibited goods.

You must seek legal advice if you have doubts about export and import controls or sanctions.

SAFEGUARDING INFORMATION AND ASSETS

Intellectual, physical and financial corporate assets are valuable and must be preserved, protected and managed properly. Personal information and intellectual property (IP) must be safeguarded. Information technology (IT) and communications facilities should be used responsibly. Records must be accurate and appropriately retained. Fraud, theft, abuse or misuse of Viva Energy assets is unacceptable.

Intellectual property and protection of assets

Corporate assets can be financial, physical or intangible and include buildings, equipment, funds, software, know-how, data, patents and other IP. IP assets and rights, including patents, trademarks, know-how, and trade secrets relating to Viva Energy's operations or technologies are valuable assets.

(a) Your responsibility

You must protect Viva Energy assets (including company funds, property or equipment) against waste, loss, damage, misuse, theft, misappropriation or infringement. These assets must not be used for personal benefit and you must also take appropriate precautions to prevent their theft, damage or misuse. You must use Viva Energy assets appropriately and responsibly.

If incurring business-related expenses, you must do so sensibly and effectively, consistent with Viva Energy's policies and procedures. No entry should be made in Viva Energy's records that distorts or disguises the true nature of any transaction. Submission of a fraudulent expense report is regarded as serious misconduct. The misuse of Viva Energy's assets constitutes theft and/or fraud.

Viva Energy companies must properly protect Viva Energy IP and all third party IP that Viva Energy companies are entitled to use under licence. You must respect the physical and intangible assets of others.

Third party IP rights must not be knowingly infringed.

Use of IT

IT and communication facilities include personal computers, mobile and desk phones and personal digital assistants. A limited use of Viva Energy IT and communication facilities for personal use is generally acceptable. The use, including your personal use, of Viva Energy IT and communication facilities is logged and monitored.

(a) Your responsibility

You should apply high ethical standards, comply with applicable laws and regulations, and ensure you meet the principles in this section of the Code of Conduct when using Viva Energy IT and communication facilities. Your personal use of Viva Energy's IT and communication facilities should not incur more than a nominal cost or negatively affect productivity.

(b) How you can do the right thing

- Maintain the secrecy and security of any Viva Energy assigned personal identification, authentication and access control information or device, including facility access devices (e.g. keys, swipe-cards), pin numbers and passwords, and use the other applicable Viva Energy security measures.
- You will be held accountable for all access to Viva Energy computer systems via any company assigned personal identification, authentication and access control device.
- Report to Viva Energy's IT service desk all incidents when core data or functionality is not available, confidentiality has been lost (including loss or theft of equipment such as computers, mobile phones, tablets, external drives and memory sticks), integrity and/or regulatory compliance has been compromised.
- Ensure that your Viva Energy laptop is adequately secured when left unattended (in Viva Energy offices and when working offsite) and manual lock your computer screen when it is unattended.
- If using a memory stick, jump drive or external hard drive, ensure files are encrypted and that the removable media is physically secured when not in use.
- Get authorisation before installing software or connecting hardware. Comply with the relevant software licence terms and conditions.
- Include the Viva Energy name or brand in your business communications but remove it from your personal emails.
- Ensure your personal use of Viva Energy IT and communication facilities is occasional and brief.
- Do not use Viva energy IT or communication facilities for unlawful or immoral activities or purposes (including the violation of IP rights or the commission of cybercrime), or to gamble, or to conduct your own business activities.
- Do not use the Viva Energy network or data storage space on the network for entertainment purposes or to store your personal data.
- Do not upload, download, send or view pornography or other indecent or objectionable material or material that is illegal or which could cause offence, anxiety, inconvenience or annoyance to your colleagues.

Privacy

Privacy laws safeguard information about individuals. Viva Energy respects the basic right of individuals – including employees, customers and suppliers – to privacy.

(a) Your responsibility

You must respect a person's right to privacy and follow applicable laws and Viva Energy's Privacy Policy when gathering or using their data. Personal information about individuals must be protected from misuse. You must follow correct procedures when collecting, using and sharing this data.

Records management

Records are valuable company assets and must be properly managed. Viva Energy must be able to retrieve records quickly and reliably. When a record's retention period is over, appropriate disposal is required.

A "record" contains information that is evidence of a business activity or required for legal, tax, regulatory and accounting purposes or is important to Viva Energy business or corporate memory. It is the content which determines a record not its format. Records include contracts, audit reports, financial information, product specifications, corporate policies, guidelines and procedures and minutes of meetings.

(a) Your responsibility

You must understand which information is a record which must, therefore, be properly managed and which must be disposed of when no longer of value. Failure to manage records effectively can lead to significant business risks that may have negative financial, competitive, reputation, compliance and regulatory consequences and can breach legal, accounting, tax and regulatory requirements. Individuals must manage their records in accordance with Viva Energy's applicable guidelines and policies on records management. Viva Energy has designated certain individuals as a "records focal points". Seek advice from the records focal point for your business if you require further information.

COMMUNICATIONS

Your communications are a reflection on Viva Energy. Ensure your communications are necessary and appropriate and that you follow applicable communications guidelines. Failure to safeguard information can damage Viva Energy's reputation and its ability to conduct business effectively.

Inappropriate, inaccurate or careless communication across any medium or channel (including social media) can create serious reputation, liability and compliance risks for you and Viva Energy.

As a company listed on the ASX, Viva Energy has obligations under the ASX Listing Rules and the Corporations Act in relation to the periodic and continuous disclosure of information about the company and its operations. Viva Energy is committed to ensuring compliance with these obligations and to ensuring that all shareholders and the market are provided with complete and timely information regarding Viva Energy's activities.

Viva Energy has adopted a Disclosure Policy, which sets out your individual responsibilities in this regard. In addition to potential disciplinary action, including termination of your employment with Viva Energy, failure to comply with continuous disclosure obligations can give rise to personal liability, including fines or possible imprisonment.

Business communications & public disclosure

(a) Your responsibility

Any written or oral communication, including those on social media tools and presentations, made publicly on behalf of Viva Energy is a public disclosure. You must not make public disclosures about Viva Energy's business activities if you are not authorised to do so.

You must read, understand, and comply with the Viva Energy Disclosure Policy.

You must protect confidential information and not disclose confidential information to companies or individuals outside the Viva Energy group unless you are authorised to do so.

If you are authorised to disclose information you must ensure it is true, accurate and not misleading. You must not engage with the media without clearance from the Viva Energy external communications team (**External Communications Team**). You must observe mandatory rules issued in relation to business communications.

(b) The principles

- Comply with all applicable Viva Energy policies, including the Disclosure Policy, guidelines, standards and requirements regarding the disclosure of information and information security classifications. Comply with all applicable laws and regulations.
- Do not engage with the media unless the required clearances have been obtained from the External Communications Team.
- Only make public disclosures if you have been authorised by your line manager and the External Communications Team to do so.
- Make sure that you follow any Viva Energy brand guidelines and obtain prior approval from a member of the Viva Energy brand team whenever you use Viva Energy branding and/or Shell trademarks.
- In your business communications and public disclosures:
 - ensure they are true, accurate and not misleading;
 - do not write speculative opinions;
 - do not exaggerate;
 - do not engage in "casual conversation" on sensitive or confidential matters; and
 - do not joke about serious matters.
- Before making any communication, especially on a sensitive issue or problem, ask yourself:
 - would I be comfortable if the communication appeared on the front page of a newspaper or was produced as evidence in legal proceedings; and
 - do I need to make this communication and what is the best way of communicating?
- State which member of the Viva Energy group the communication is coming from.
- Protect confidential information and report the loss or theft of Viva Energy information to your line manager or supervisor.

Social media

Viva Energy supports the use of social media as an important tool of business engagement. However when engaging in social media, either for personal use or when representing Viva Energy, employees and contractors must be aware of, and comply with, the requirements of this Code of Conduct.

(a) Your responsibility

You are personally responsible for what you publish on any form of social media.

You must not represent Viva Energy in social media unless you are authorised to do so. Further, you must not represent entities with which Viva Energy has a relationship (including Coles Express and Shell) (**Relationship Entities**) without being authorised to do so, which may require the authorisation of the relevant business partner. If so authorised, you must ensure that all communications comply with the requirements of this Code of Conduct, in particular those set out in the "Business communications & public disclosure" section, and (where applicable) with any requirements imposed by the relevant Relationship Entity.

If using social media in a personal capacity, your communications/social media activity must not bring Viva Energy (or its Relationship Entities) into disrepute or otherwise negatively impact on the reputation of Viva Energy (or its Relationship Entities), must not disclose confidential information and must not infer or imply Viva Energy's (or any Relationship Entities) endorsement of your personal views. Your personal use of social media (either using Viva Energy IT equipment or your own) must not compromise your effectiveness at work.

Be aware that inappropriate use of social media can result in disciplinary action, including termination of employment.

(b) How you can do the right thing

- You are encouraged to actively engage in existing official online communities and social media platforms, however, you must not create your own official or unofficial presence using Viva Energy logos or trademarks, or using logos or trademarks used by Viva Energy under licence (including Shell branding, logos or trademarks).
- *Representing Viva Energy on social media* – You must not represent Viva Energy unless you are authorised to do so by the Viva Energy brand team and/or External Communications Team. If so authorised, then you must:
 - Disclose that you are a Viva Energy employee and be clear about which business you are representing and your role.
 - Disclose only publically available information. You must not comment on or disclose confidential or market sensitive of Viva Energy or any of its Relationship Entities, partners, vendors or customers.
 - Ensure that the content that you publish is factually accurate.
 - Ensure you are not the first to make a Viva Energy announcement unless you are authorised to do so.
 - Be respectful of all individuals and communities you interact with online.
 - Not post material that is obscene, defamatory, threatening, discriminatory or hateful to any person or entity or is otherwise unlawful.
 - Not disclose other people's personal information.
 - Correct any error quickly if you think you have made one (e.g. declare that you are modifying an earlier post or remove it immediately).
 - Respect copyright, privacy, financial disclosure and other applicable laws when publishing on social media platforms.
 - Check with Viva Energy brand and/or the External Communications Team if you are not sure what you can reproduce or disclose on social media platforms.
- *Personal use of social media* – If you choose to make reference, in a personal capacity, to Viva Energy, its interests, partners, Relationship Entities, vendors or customers you must:
 - Provide worthwhile information and perspective. Viva Energy's brand is best represented by its people and what you publish may reflect on our brand.
 - Be mindful that what you publish will be public for a long time, protect your privacy and adhere to the relevant social media platform's terms of use.
 - Identify yourself and, when relevant, your role at Viva Energy when you discuss matters related to Viva Energy. You must make it clear that you are speaking for yourself and not on behalf of Viva Energy (or on behalf of any of its business partners) by using a disclaimer such as this: "The postings on this site are my own and don't represent Viva Energy's views or opinions."
 - Respect copyright, fair use and financial disclosure laws.
 - Not disclose confidential or market sensitive information and never discuss Viva Energy business performance or other sensitive matters about business results or plans.

- Not make reference to partners, vendors or customers of Viva Energy in regard to business-related matters or publish content that might allow inferences to be drawn which could damage a relationship with Viva Energy.
- Not post material that is obscene, defamatory, threatening, discriminatory or hateful to any person or entity or is otherwise unlawful.
- If you identify yourself as a Viva Energy employee, ensure your online profile and related content is consistent with how you wish to present yourself with colleagues and customers.
- Not use Viva Energy logos or trademarks, or Shell branding, logos or trademarks. For example, you shouldn't use Viva Energy in your screen name or other social media identification.
- Always use good judgment and common sense in deciding what you publish. If you are about to publish something that makes you even the slightest bit uncomfortable, review the guidance above and think about why that is. If you are still unsure, and it is related to Viva Energy business, discuss it with your manager.
- Make sure that your online activities do not interfere with you performing your job responsibilities.

Viva Energy Group 2020