



Helping people reach their destination

Notice is hereby given that the 2019 Annual General Meeting of Viva Energy Group Limited will be held in Clarendon Room A on Level 4 of the Melbourne Convention Exhibition Centre, 1 Convention Centre Place, South Wharf, Victoria 3006 on Thursday, 23 May 2019 at 11.00am (AEST).

Notice of Annual
General Meeting
2019

VIVA
EnergyAustralia

Chairman's letter



Robert Hill
Chairman

“This will be Viva Energy’s first annual general meeting as an ASX listed company and is an important event in Viva Energy’s journey.”

Dear Fellow Shareholder

I am pleased to invite you to attend the 2019 Annual General Meeting (AGM) of Viva Energy Group Limited (Company or Viva Energy) which has been scheduled as follows:

Date: Thursday, 23 May 2019

Time: 11.00am (AEST)

Venue: Clarendon Room A, Level 4,
Melbourne Convention
Exhibition Centre
1 Convention Centre Place
South Wharf, Victoria 3006

This will be Viva Energy’s first annual general meeting as an ASX listed company and is an important event in Viva Energy’s journey.

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, voting instructions and other important information for you in relation to the AGM.

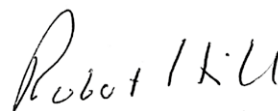
You are encouraged to attend the AGM in person. If you decide to attend, you will need to register at one of the registration desks on the day. The registration desks will be open from 10.30am (AEST). You will find it easier to register if you bring your enclosed proxy form with you. Information on how to get to the Melbourne Convention Exhibition Centre is set out on page 11.

If you are unable to attend the AGM in person, you are encouraged to appoint a proxy to vote on your behalf. You can appoint a proxy by completing and returning your enclosed proxy form in accordance with the instructions on the form or online at www.linkmarketservices.com.au. You will also be able to access the AGM via a webcast online at www.vivaenergy.com.au

You are encouraged to submit questions in advance of the AGM on any shareholder matters that may be relevant to the AGM. You can do so by post, personal delivery, electronically or by facsimile (further details are included in this notice of AGM). I will endeavour to address the more frequently raised shareholder questions during the AGM.

The Board and senior management look forward to welcoming you to the AGM.

Yours sincerely

A handwritten signature in black ink that reads "Robert Hill". The signature is written in a cursive, slightly slanted style.

Robert Hill
Chairman

Notice of Annual General Meeting

The 2019 Annual General Meeting (AGM or Meeting) of Viva Energy Group Limited (the Company) will be held in Clarendon Room A on Level 4, Melbourne Convention and Exhibition Centre, 1 Convention Centre Place, South Wharf, Victoria 3006, on Thursday, 23 May 2019 at 11.00am (AEST).

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 2018.

2. Appoint Auditor

To appoint PricewaterhouseCoopers as the Auditor of the Company.

3. Adopt Remuneration Report

To adopt the Company's Remuneration Report for the financial year ended 31 December 2018.

Voting exclusion statement

The Company will disregard any votes cast on item 3:

- by or on behalf of any member of the Company's key management personnel (KMP) named in the Company's 2018 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 3:

- in accordance with a direction as to how to vote on the proxy form; or
- by the Chairman as the proxy form expressly authorises the Chairman to exercise proxies on item 3 despite the fact item 3 is connected with the remuneration of the Company's KMP.

4. Re-elect Directors

- (a) To re-elect Robert Hill as a Director of the Company, following his retirement in accordance with the Company's Constitution.
- (b) To re-elect Dat Duong as a Director of the Company, following his retirement in accordance with the Company's Constitution.

5. Grant of performance rights to Scott Wyatt, the Company's Chief Executive Officer, under the Company's Long Term Incentive Plan

To approve for all purposes, including ASX Listing Rule 10.14, the grant of 541,198 Performance Rights to Scott Wyatt, the Company's Chief Executive Officer, 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 5 by Scott Wyatt and any of his associates, regardless of the capacity in which the vote is cast; and
- on item 5 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 5:

- in accordance with a direction as to how to vote on the proxy form; or
- by the Chairman as the proxy form expressly authorises the Chairman to exercise proxies on item 5 despite the fact item 5 is connected with the remuneration of the Company's KMP.

Additional information: 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

Lachlan Pfeiffer
Company Secretary
5 April 2019

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 2018 will be put before the AGM. Each of these reports is contained in the Company's 2018 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 be attending the AGM.

Item 2

Appointment of the Auditor

PricewaterhouseCoopers (PwC) was appointed by the Board to act as auditor of the Company in accordance with section 327A(1) of the Corporations Act.

Under section 327A(2) of the Corporations Act, PwC will hold office as auditor until the AGM. The Board is therefore seeking shareholder approval for the re-appointment of PwC as auditor of the Company with effect from the close of the AGM.

PwC was appointed by the Board on the basis of its expertise, independence and proposed fees. In particular, PwC has extensive experience of Viva Energy Group's business from its role as the auditor of Viva Energy Holding Pty Limited (the holding company of the Viva Energy Group prior to the Company's ASX listing).

In accordance with section 328B of the Corporations Act, which requires a shareholder to nominate the auditor, a written notice nominating PwC as the Company's auditor has been given to the Company by Lachlan Pfeiffer. Mr Pfeiffer is Viva Energy's Company Secretary. A copy of the notice of nomination is included with this Notice of Meeting. PwC has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company.

22 March 2019

The Directors
Viva Energy Group Limited
720 Bourke Street
Docklands, Victoria 3008

Nomination of PricewaterhouseCoopers as auditor of Viva Energy Group Limited

I, Lachlan Pfeiffer, being a shareholder of Viva Energy Group Limited, pursuant to section 328B of the Corporations Act 2001, nominate PricewaterhouseCoopers as auditor of Viva Energy Group Limited, at the next Annual General Meeting of Viva Energy Group Limited.

Yours sincerely



Lachlan Pfeiffer

Recommendation

The Board recommends that shareholders vote in favour of this item.

Item 3

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 2018 is set out in the Company's 2018 Annual Report.

The report outlines the Company's executive remuneration framework and the remuneration outcomes for the Company's Key Management Personnel (KMP) for the financial year ended 31 December 2018.

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 4

Re-election of Directors

In accordance with the requirements in the Company's Constitution, Robert Hill, Independent Chairman, and Dat Duong, Non-Executive 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 has endorsed their nomination as candidates for re-election.

The relevant skills and experience of Robert Hill and Dat Duong are set out on the following page.



(a) Robert Hill

LLB, BA, LLD(Hon), LLM, DPoIsc(Hon)

Chairman and Independent Non-Executive Director

The Hon. Robert Hill is a former barrister and solicitor who specialised in corporate and taxation law and who now consults in the area of international political risk. He has had extensive experience serving on boards and as chairman of public and private institutions, particularly in the environment and defence sectors.

Robert was previously Australia's Minister for Defence, Minister for the Environment and Leader of the Government in the Senate during his time as a Senator for South Australia. He served as Australia's Ambassador and Permanent Representative to the United Nations in New York. Robert is a former Chancellor of the University of Adelaide. In 2012, he was made a Companion of the Order of Australia for services to government and the parliament.

Robert is currently Chairman of the Antarctic Science Foundation, Chairman of the NSW Biodiversity Conservation Trust, Chairman of Cooperative Research Centre for Low Carbon Living and Chairman of Re Group Pty Limited.

Robert has been a Director of the Company since 18 June 2018 (prior to this he was an Independent Non-Executive Director of Viva Energy Holding Pty Limited (5 February 2015 to 17 July 2018)). He is the Chair of the Remuneration and Nomination Committee and a member of each of the HSSEC Committee and the Investment Committee.

Recommendation

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



(b) Dat Duong

BBA, CFA

Non-Executive Director

Dat Duong is the Head of Investments for Vitol in Asia Pacific. Dat joined Vitol in 2010, prior to which he was an Associate Partner at Leopard Capital, an investment fund focused on Asia's frontier and emerging markets.

Dat has extensive international investment banking experience, including with Merrill Lynch in the Global Energy and Power Investment Banking Group in both Hong Kong and Canada, where he led multiple landmark downstream oil transactions. Dat commenced his career at Esso Imperial Oil in Canada as a business analyst.

Dat has been a Director of the Company since 7 June 2018 (prior to this he was a Non-Executive Director of Viva Energy Holding Pty Limited (1 January 2017 to 17 July 2018)). He is a member of each of the Audit and Risk Committee and the Investment Committee.

Recommendation

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

Item 5

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) to assist in the motivation, retention and reward of eligible employees. The LTIP is designed to align the interests of employees with the interests of shareholders by providing an opportunity for employees to receive an equity interest in the Company.

The Company proposes to offer 541,198 Performance Rights under the LTIP to Scott Wyatt, the Company's Chief Executive Officer, as his long term incentive for the 2019 financial year (LTI Offer).

Key terms of the LTI Offer

The key terms of the LTI Offer are outlined in the table on the following page.

The terms are consistent with the terms of the LTIP Performance Rights offer outlined in the prospectus issued in connection with the Company's initial public offering in 2018.

Explanatory notes continued

Topic	Summary										
Performance Rights	<p>Each Performance Right entitles Scott Wyatt to acquire one ordinary share for nil consideration at the end of the performance period, subject to satisfaction of the performance conditions. However, the Board retains discretion to make a cash payment on vesting 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 Scott Wyatt.</p>										
Number of performance rights proposed to granted	<p>541,198 Performance Rights.</p> <p>That number was determined by dividing \$1,200,000, the maximum value of Mr Wyatt's 2019 LTI award, by the Volume Weighted Average Price of Viva Energy's shares traded on ASX during the period from 13 July 2018 to 31 December 2018 of \$2.2173.</p> <p>The number of Performance Rights that ultimately vest for Mr Wyatt under the LTIP for 2019 will depend on the extent to which the performance conditions outlined below have been satisfied over the three year performance period.</p>										
Performance period	The performance period is three years and will run from 1 January 2019 to 31 December 2021.										
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 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 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 believes that the use of RC methodology in setting FCF and ROCE targets within the LTI 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 in the following vesting schedule:</p> <table border="1"> <thead> <tr> <th>Company's TSR ranking relative to the Comparator Group</th> <th>% of TSR Component that vest</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 vest	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 vest										
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 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 vest</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 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</td> <td>Nil</td> </tr> <tr> <td>At target ROCE</td> <td>50%</td> </tr> <tr> <td>Between target and stretch ROCE</td> <td>Straight-line pro rata vesting between 50% and 100%</td> </tr> <tr> <td>At or above stretch ROCE</td> <td>100%</td> </tr> </tbody> </table>	Company's cumulative FCF over the performance period	% of FCF Component that vest	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	Nil	At target ROCE	50%	Between target and stretch ROCE	Straight-line pro rata vesting between 50% and 100%	At or above stretch ROCE	100%
Company's cumulative FCF over the performance period	% of FCF Component that vest																				
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%																				
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Company's average ROCE over each year of the performance period	% of ROCE Component that vest																				
Less than target ROCE	Nil																				
At target ROCE	50%																				
Between target and stretch ROCE	Straight-line pro rata vesting between 50% and 100%																				
At or above stretch ROCE	100%																				
Disclosure of FCF and ROCE target and stretch levels of performance	<p>Target and stretch levels of performance will be set by the Board at the beginning of the performance period.</p> <p>The Board considers disclosure of the FCF and ROCE targets could potentially indicate the Company's margins and, as such, jeopardise the Company's competitive position. The Group's margins are commercially sensitive and the publication of such targets before the end of the performance period would prejudice the competitive positioning of the Company.</p> <p>The Board will provide full details of vesting outcomes in connection with each component of the LTI, including the levels at which performance targets were set before the beginning of the performance period, following completion of the performance period. The target and stretch levels, the actual achievement and the vesting outcomes will be detailed in the remuneration report for the year in which the LTI will be tested.</p>																				
Rationale for choosing these performance conditions	<p>The Board determined these metrics to be the most appropriate performance conditions for the LTI at this stage of the Company's' lifecycle because TSR creates a strong alignment between LTI 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.</p>																				

Explanatory notes continued

Topic	Summary
Restrictions on dealing	<p>Scott Wyatt will not be able to sell, transfer, encumber, hedge or otherwise deal with the Performance Rights unless the Board allows it or the dealing is required by law.</p> <p>Scott Wyatt will be free to deal with any ordinary shares allocated on vesting of the Performance Rights, subject to the requirements of the Company's Securities Trading Policy.</p>
Cessation of employment	<p>If Scott Wyatt ceases employment due to special circumstances (including death, terminal illness or disablement), he will be entitled to retain a proportion of his unvested Performance Rights (based on the proportion of the performance period that he was an employee). All other remaining unvested Performance Rights will lapse. Any unvested Performance Rights which continue to be held will remain on issue subject to the original performance conditions, unless the Board exercises a discretion to treat them otherwise.</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.</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 Company or its subsidiaries (Group), has engaged in negligence or gross misconduct, brought a member of the Group into disrepute or been convicted of an offence, or has a judgement entered against them 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

Approval is being sought as ASX Listing Rule 10.14 requires shareholder approval for the acquisition of performance rights by a director under an employee incentive scheme such as the LTIP. If approval is given under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1.

If shareholder approval is not provided, it is intended that the 2019 LTI 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.

As this is the Company's first annual general meeting as an ASX listed company, shareholder approval has not previously been obtained by the Company for the purposes of ASX Listing Rule 10.14. However, as outlined in the prospectus issued in connection with the Company's initial public offering in 2018, the Company obtained a waiver from the ASX from the requirement to obtain shareholder approval for a grant of Performance Rights under the LTIP to Scott Wyatt and other members of the Company's executive leadership team, shortly after the Company's listing on the ASX. Pursuant to that waiver, Scott Wyatt was granted 480,000 Performance Rights under the LTIP on 18 July 2018.

Recommendation

The Board (other than Scott Wyatt) recommends that shareholders vote in favour of this item.

Important information for shareholders

Eligibility to attend and vote at the AGM

You are eligible to attend and vote at the AGM if you are registered as a holder of ordinary shares in the Company (Ordinary Shares) at 7pm (AEST) on Tuesday, 21 May 2019.

You can vote either by attending the AGM in person or by completing and returning your proxy form (as set out below).

Joint holders

If you hold your Ordinary Shares jointly, you and the other holders may attend the AGM. However, if more than one joint holder votes, only the vote of the holder named first in the register will be accepted.

Appointing a proxy

If you are entitled to attend and vote at the AGM you may appoint a proxy to attend and vote for you at the AGM. You do this by following the directions on your enclosed proxy form. If you do not give any directions to your proxy, they may vote as they choose (subject to the voting restrictions outlined below).

Your proxy may be an individual or a body corporate and does not need to be a shareholder of the Company.

You cannot appoint more than two proxies to attend the AGM or vote for you at the AGM. 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.

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.

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 (subject to the voting restrictions outlined below).

Chairman's voting intentions

The Chairman intends to vote all available proxies in favour of items 2, 3, 4 and 5. 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 below).

Submitting your proxy form

Proxy forms must be received by the Company's share registry by 11.00am (AEST) on Tuesday, 21 May 2019.

Your proxy form can be submitted:

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 facsimile

+61 2 9287 0309

By personal delivery

Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138; or
Level 12, 680 George Street
Sydney NSW 2000

Asking questions at the AGM

The Company welcomes questions at the AGM from shareholders.

Questions should be relevant to the AGM, the content of the Auditor's Report for the financial year ended 31 December 2018 or the conduct of the audit.

To ensure that as many shareholders as possible have the opportunity to ask questions at the AGM, shareholders are requested to keep questions as brief as possible.

Shareholders are also invited to register questions before the AGM electronically or by submitting the question form included with their proxy form.

Questions can be submitted:

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 facsimile

+61 2 9287 0309

By personal delivery

Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

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 bring evidence of your appointment as a corporate representative 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 on your behalf, or your proxy form is signed by an attorney, the power of attorney (or a certified copy) must be received by the Company's share registry by 5pm (AEST) on Tuesday, 21 May 2019, unless the power of attorney has previously been lodged with the Company's share registry. Powers of attorney may be submitted by post or hand delivery to the addresses shown above for the lodgement of proxy forms.

Important information for shareholders continued

Express authority of the Chairman

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 3 or item 5, then by signing and returning the proxy form 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).

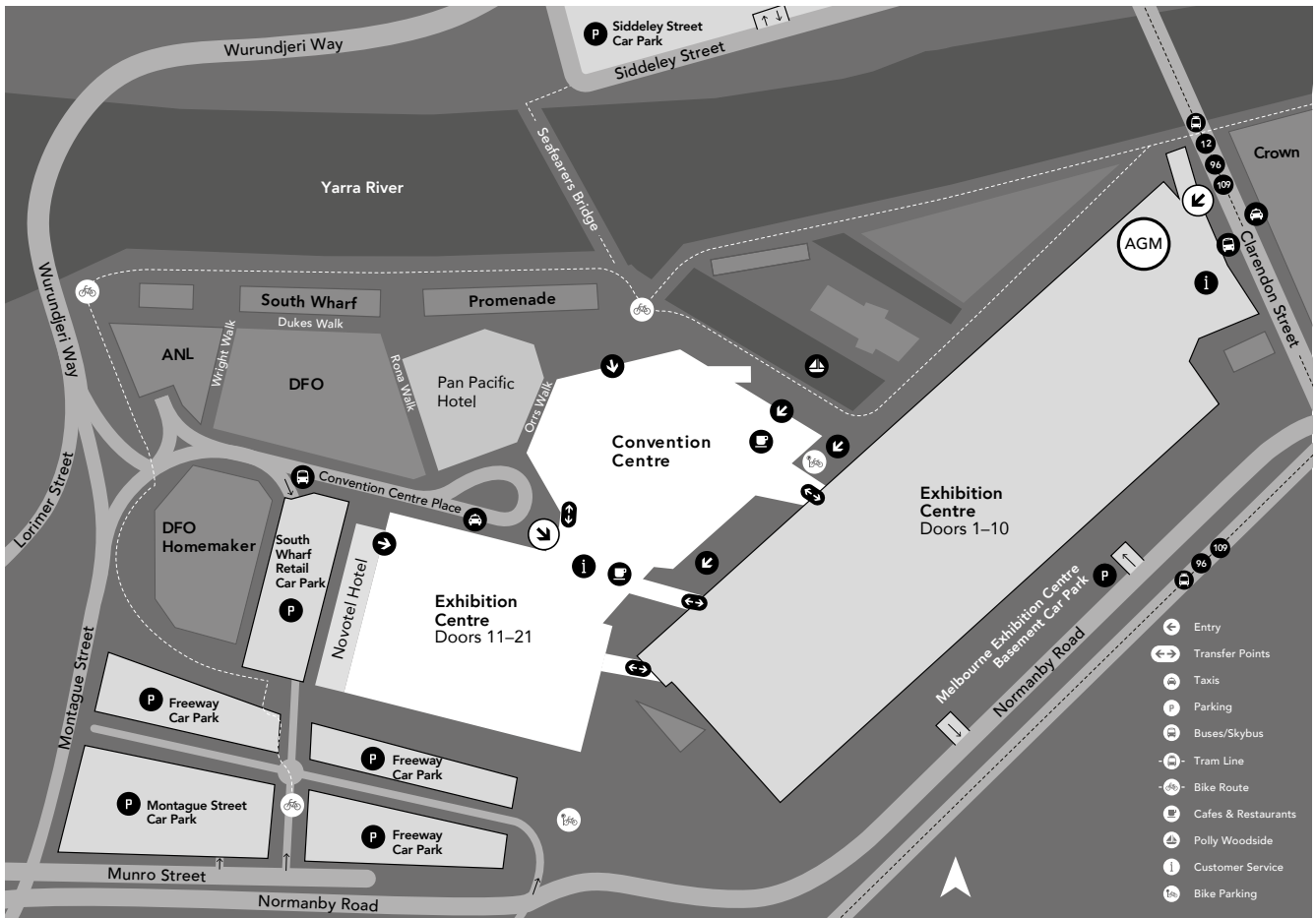
Receiving copies of the Company's annual reports

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 its 2018 Annual Report) at www.vivaenergy.com.au

Getting to the AGM



Melbourne Convention Exhibition Centre (MCEC)

Clarendon Room A, Level 4,
Exhibition Centre (Doors 1-10)
1 Convention Centre Place
South Wharf, Victoria 3006

Thursday, 23 May 2019
at 11.00am (AEST)

By Tram: Tram routes 96, 109 and 12 (Stop 124A Casino/MCEC) will all take you to the Clarendon Street entrance. Otherwise, tram routes 70, 75 and the City Circle (Stop D5) take you to Flinders Street. From there, it's just a short walk up Clarendon Street until you reach the venue. For tram timetables or further trip planning, use Public Transport Victoria's Journey Planner.

By Train: The closest station is Southern Cross. Once you exit the station, you can catch the 96, 109 or 12 tram routes and arrive at MCEC in just a few stops. For train timetables or further trip planning, use Public Transport Victoria's Journey Planner.

By Bus: From Monday to Friday, bus route 237 goes via Southern Cross Station to Lorimer Street, which is roughly a five-minute walk to MCEC. For bus timetables or further trip planning, use Public Transport Victoria's Journey Planner.

By Car: If you're being dropped off at the Exhibition Centre, the Clarendon Street entrance is the closest entrance. If you're driving in, the Exhibition Centre car park can be accessed via Normanby Road and park closest to door 1.

By Taxi or Uber: If you're heading to the Exhibition Centre, ask your taxi or Uber driver to drop you off at MCEC's Clarendon Street entrance.



EnergyAustralia

Viva Energy Group Limited

ACN 626 661 032

LODGE YOUR PROXY

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

PROXY FORM

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

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 of the person or body corporate you are appointing as your proxy

STEP 1

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 law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 11:00am (AEST) on Thursday, 23 May 2019 at Clarendon Room A, Level 4, Melbourne Convention Exhibition Centre, 1 Convention Centre Place, South Wharf, Victoria 3006 (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Items 3 & 5: 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 Items 3 & 5, even though those items 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

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting, being 11:00am on Tuesday, 21 May 2019.

Please read the voting instructions overleaf before marking any boxes with an X

STEP 2

Table with 2 columns of 'Items of Business' and 3 columns of voting options: For, Against, Abstain*.

* 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.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Signature lines for Securityholder 1 (Individual), Joint Securityholder 2 (Individual), Joint Securityholder 3 (Individual), Sole Director and Sole Company Secretary, Director/Company Secretary (Delete one), Director

STEP 3

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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).



HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

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 of that individual or body corporate in Step 1. A proxy need not be a securityholder 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 Proxy Form, including where the Items 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 securities 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 securities 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.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities 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
- (b) 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 securityholder 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 security registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEST) on Tuesday, 21 May 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy 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 Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy 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)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**



EnergyAustralia

Viva Energy Group Limited

ACN 626 661 032

LODGE QUESTIONS

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



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The Annual General Meeting (AGM) of Viva Energy Group Limited (the Company) will be held at 11:00am (AEST) on Thursday, 23 May 2019 at Clarendon Room A, Level 4, Melbourne Convention Exhibition Centre, 1 Convention Centre Place, South Wharf, Victoria 3006.

This form must be received by the Company's share registrar, Link Market Services Limited, by 5:00pm (AEST) on Thursday, 16 May 2019.

During the course of the AGM, the Chairman of the Meeting will endeavour to address the themes most frequently raised by shareholders and, where appropriate, will give a representative of the Company's auditor the opportunity to answer written questions submitted to the auditor.

Please tick if your question is directed to the Auditor

QUESTIONS

1.

2.

3.

4.

5.