

ASX Release

2021 Annual General Meeting Addresses and Presentation

Authorised for release by: the Disclosure Officers of Ampol Limited

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AMPOL LIMITED ANNUAL GENERAL MEETING 2021

ADDRESSES

Good morning and welcome to the 2021 Annual General Meeting of Ampol Limited.

We would like to begin by acknowledging the Traditional Owners of the land on which we meet today, the Gadigal people of the Eora nation and pay our respects to Elders past and present.

My name is Steven Gregg and I have the honour of being your Chairman. As a result of the proxies I hold as Chairman, we have a quorum present, so I declare this meeting open.

I will now outline the technology and procedural matters for the meeting. Today's meeting is being held online via the Lumi platform. This allows Shareholders, Proxyholders and Guests to attend the meeting virtually. All attendees can watch a live webcast of the meeting. In addition, shareholders and proxyholders have the ability to ask questions and submit votes. Our AGM online guide for today's meeting is available on the AGM Website.

To ask a question at any time, select the question icon at the top right of your screen. Type in your question, starting by noting the item of business to which the question relates. Then press the send icon and you will receive a confirmation that your question has been received.

The portal is now open to receive your questions and they can be submitted at any time throughout the meeting. You do not need to wait until we get to the item of business to which your question relates to submit your question. Please keep each question short and to the point so that as many shareholders as possible can ask a question.

Jeff Etherington, our Interim CFO, is here with me today and will read out the name of the shareholder and their question. We will undertake best efforts to honour and address all questions, however in the interest of the limited time we have, we may choose to merge some of the questions together where there is duplication in subject matter. If we do run out of time, we will look to provide direct responses to outstanding questions and post these response on our website for all shareholders.

I would now like to briefly summarise the voting procedures which will apply to this meeting. As we have asked you to participate online, each resolution will be conducted by poll.

All you need to do is click on the voting icon at the top right of your screen. When you click this icon, the resolutions and voting choices will appear. To cast your vote, simply select one of the options. There is no need to hit a submit or enter button as the vote is automatically recorded.



You may do this at any time during the meeting once the poll has been opened. You can also change your vote at any point, up until the poll is declared closed at the conclusion of the meeting.

Let me start the meeting today with some introductions.

With me on stage is our Managing Director & Chief Executive Officer, Matt Halliday. Also at our Sydney head office are Non-Executive Directors Penny Winn, Melinda Conrad, Barbara Ward, Mark Chellew, Gary Smith and Mike Ihlein.

Today, Mark Chellew is seeking re-election and Mike Ihlein and Gary Smith are seeking election as Non-Executive Directors of Ampol.

We also have our Company Secretary, Mike Abbott and representatives of our external auditor KPMG in attendance.

Today we say farewell to Barbara Ward, who will retire as a Director of Ampol after 6 years on the Board. Barbara has made a valued contribution to Ampol and the Board over many years, including as Chair of the Human Resources Committee and as a member of the Audit Committee. We thank Barbara for her service and wish her all the best for the future.

With Barbara departing, we have made good progress on our search for a new director who can make a positive contribution to the future of Ampol and who will bring complementary skills to the Board. I look forward to updating shareholders on these developments in the near future.

All the members of the Ampol leadership team are also here today.

I would like to specifically make mention of the recent appointments to the team, including Mike Abbott, who joined us as Chief Governance and Risk Officer in January. Mike is also our Company Secretary and brings significant experience both as a lawyer and a senior executive, including most recently as Senior Vice President, Corporate and Legal at Woodside Energy.

I would also like to note the recent appointment of Greg Barnes as Chief Financial Officer. Greg was appointed late last month and will bring to Ampol significant experience as a CFO and across key finance functions in ASX-listed companies in Australia and in relevant industries overseas. Greg will formally join Ampol on 1 July this year and we look forward to him making a strong contribution to our future success. I would also like to thank Interim CFO Jeff Etherington who has done an outstanding job leading our finance function over the last 12 months. Following Greg's appointment, Jeff will return to his role of Deputy CFO.

Before we progress with today's agenda, I will provide my review of 2020 performance, and an update on the execution of our growth strategies, then hand over to our Managing Director and CEO Matt Halliday. Matt will provide some of his own reflections on 2020 highlights and provide a



summary of trading performance over the first four months of the year and our focus for the remainder of this year.

I will now provide my review of 2020 performance.

Ampol delivered a resilient financial result in 2020 in a challenging operating environment.

Ongoing government restrictions implemented in response to COVID-19 and the depth and breadth of the challenges to the Australian economy impacted demand for our products throughout the year, while sustained weakness in refining margins negatively impacted the performance of our Lytton refinery.

On a historic cost profit basis, Ampol's net profit after tax (NPAT) was a loss of \$485 million, impacted by a \$360 million inventory loss and \$337 million loss in Significant Items. Our replacement cost of sales operating profit EBIT result was \$401 million, down 34% on 2019.

Despite this, there were several highlights as we continued to execute our strategy and deliver on commitments made to shareholders. Significant capital was released through our Convenience Retail property transaction, we issued a \$500 million hybrid bond as part of our capital management strategy and announced a \$300 million Off-market Buy-back which has benefited all shareholders. We also completed our CEO transition process, made two new appointments to the Ampol Board and began the execution of our exciting transition to Ampol.

The business also responded quickly throughout the year to protect our balance sheet and cashflow and to manage the impact of the challenging conditions created by COVID-19.

In just a few weeks from March 2020, we brought forward and extended our Lytton refinery Turnaround and Inspection (T&I), reduced our capital expenditure for 2020 and took strong action on costs, including reducing fees and salaries for our Board and executive team members.

Unfortunately, many of our employees were also impacted, with stand-downs, reduced working hours and other changes to employment required. However, I am proud of the efforts of all our employees in responding to the challenges of COVID-19. Despite the significant disruption to global hydrocarbon markets, throughout the year our supply chains remained resilient and we continued to deliver safely and reliably for our customers and the broader Australian community, and we have continued to deliver for our shareholders through execution of strategy and dividend returns.

In 2020, we made strong progress in the delivery of our growth strategies.

In Fuels and Infrastructure International, we achieved 18% earnings growth, and volumes increased by 36% in volatile market conditions. Milestones in the evolution of our international



operations were also achieved, with the extension of our international storage program and the opening of our Houston Trading and Shipping office.

These milestones support opportunities for further expansion into new geographies, products and services over the medium to long term.

In Convenience Retail, we delivered a 7% increase in like-for-like sales and a \$25 million increase in shop contribution margin, reflecting improvements in our operational performance and customer offer. We also reached practical completion of our transition from franchise operations. As the Australian convenience market continues to grow, we will continue to execute our retail growth strategy to achieve our non-fuel earnings uplift target of \$85 million by 2024.

The safety of our people and our customers is always a priority and I am extremely pleased with the strong improvement in our safety performance in 2020. The extended T&I at our Lytton refinery was completed incident-free and we also recorded our best process safety result in the past five years. Fuels and Infrastructure benefited from targeted personal safety improvement plans to reduce the frequency of injuries and accidents such as strains, slips, trips and falls. Convenience Retail safety also improved significantly due to our focus on behavioural safety and the execution of our safety roadmap, driving a reduction in the frequency of low-consequence injuries, especially around manual handling tasks.

In June 2020, I was pleased to announce the completion of our CEO transition process, with Matthew Halliday appointed as MD & CEO. Matt did an outstanding job as Interim CEO, leading Ampol through a period of unprecedented disruption following potential M&A activity and the onset of COVID-19. His skills and knowledge of the business and his track record in 2020 give the Board every confidence in Matt's ability to successfully deliver on our strategy.

In June, I was also pleased to announce the appointment of Michael Ihlein and Gary Smith to the Ampol Board as Independent Non-executive Directors. Mike and Gary bring substantial experience as executives and directors, which I'll speak to further before putting the resolutions for their appointment to the meeting, and they will be significant assets to the Board over the coming years.

On behalf of the Board, I would like to extend our thanks to Matt, his leadership team and to all employees for their efforts to deliver for customers and shareholders in a very tough environment in 2020. I would also like to thank shareholders for their continued support of Ampol as we move forward to execute our strategy for the medium and long term.

I will now hand over to our Managing Director and Chief Executive Officer Matt Halliday to address the meeting.



Thank you Chairman and good morning everyone.

I am honoured to have been appointed last year to lead this great Australian company. Ampol has a rich history here in Australia and our track record of delivering for shareholders, customers and communities remains at the heart of everything that we do. While it has been a difficult 12 months with myriad challenges impacting our financial performance, I am optimistic about our future. I believe we can sustainably deliver value and growth for shareholders and customers, while being a positive contributor in local communities as we execute our strategy in the years ahead.

2020 was a year of significant volatility and uncertainty, with severe economic impact from bushfires, adverse weather and the COVID-19 pandemic. Despite this we have made excellent progress delivering on the initiatives outlined to shareholders in 2019, and I am proud of how Ampol responded to the challenges we faced. We successfully completed our Retail property transaction, with Charter Hall and GIC acquiring a 49% interest in 203 of our core freehold property sites, and executed a \$500 million hybrid bond issuance. Fuels and Infrastructure International EBIT grew by 18%, and strong momentum developed in our Convenience Retail shops providing a platform from which we will continue to grow.

We were also able to deliver on our commitment to release franking credits to shareholders, with a \$300 million Off-market Buy-back announced in November and completed in January 2021, which was supplemented by a 48 cents per share fully franked full-year dividend.

We made strong progress during the year on our rebrand to Ampol, and are well positioned to leverage this iconic brand to engage and win new customers. I have no doubt that now is the right time to be rebranding to Ampol. We have a proud history as an Australian company, and this sets us apart from our competitors as the only major Australian fuel brand in the market.

In 2020, we delivered the rebrand of our first 26 Ampol retail sites. Importantly, site volumes for rebranded sites are performing in-line with our surrounding network.

We also launched our Amplify premium fuels and AmpolCard brands and engaged key B2B customers to further strengthen these long-term relationships. Delivering for customers is one of the key reasons we exist and as CEO I will ensure we continue to have customers at the heart of our decision making.

In 2020 we also finalised new partnerships with Red Bull Ampol Racing, the National Rugby League as the naming rights sponsor of the Ampol State of Origin, Surf Life Saving Australia and The Smith Family. Ampol has a history of giving back to communities across the country and, under my leadership as CEO, we will reignite our commitment to leveraging our employees, skills and infrastructure to make a positive impact wherever we operate.



Late last month Ampol updated the market on trading conditions and performance in the first quarter of 2021.

On a replacement cost of sales basis, Ampol's earnings before interest and tax (EBIT) for the first quarter was a pleasing \$150 million, up from \$122 million in the fourth quarter of 2020 and above the result of \$142 million delivered in the first quarter of 2020.

In the first quarter we continued to successfully execute our growth strategies in Fuels & Infrastructure International and Convenience Retail. F&I International EBIT increased 11% vs the prior corresponding period and Convenience Retail EBIT increased by 3% on the prior quarter, which is a strong result considering the impact of the rise in crude oil prices.

Fuel volumes remained weak during the quarter given multiple snap COVID-19 lockdowns, however, we expect to see a recovery in Australian fuel demand as the year progresses. Ampol maintains its Australian volume guidance of 13.5 – 14.0BL in 2021, with the volume run-rate in March within this guidance range.

Jet volumes were down 53% during the first quarter vs the prior period, and were 16% lower than fourth quarter 2020, due to the continued impact of COVID-19 including international and domestic travel restrictions, and supply chain optimisation decisions around some markets. Australian wholesale demand weakness arising from the temporary reinstatement of travel restrictions impacted both gasoline (down 21% vs prior period) and diesel volumes (down 8% vs prior period), with non retail-linked diesel demand remaining more resilient.

Ampol's Convenience Retail fuel volumes were down 7% during the first quarter on the prior period. However, shop performance remained strong, with shop sales on a like-for-like basis up approximately 10% on the same period last year, despite impacts from the snap COVID-19 lockdowns. Shop performance has been underpinned by a continued focus on merchandise range, growth in the delivery channel, and management of controllables particularly wastage and costs.

Heading into 2021, we remain focused on cost and capital discipline and will continue to make decisions to improve returns and deliver growth for our shareholders. Ampol has a proud history and record of delivering through a range of market conditions and I have no doubt we are well positioned as the economy continues to recover and international borders eventually re-open.

We will continue to successfully execute on our rebrand to Ampol, with the national rollout to achieve scale by the end of 2021. Our rollout has begun to gather momentum, with 168 sites in the branded network transitioned at the end of April, and we expect to be rebranding more than 100 sites per month going forward.



The review of Lytton refinery, to determine the best path forward to maximise value for shareholders, is well progressed and will complete by the end of the second quarter of 2021.

Ampol continues to engage constructively with the Government on a potential support package. Understanding government support available, is one of the final outstanding items to address prior to the conclusion of our review. Ampol will update the market once these discussions have concluded and a decision on the review outcome has been made.

We will continue to build on our momentum towards delivery on our targeted \$195 million EBIT uplift by 2024, from 2019 levels, with earnings growth targeted through improvements right across our business.

In retail this includes the ongoing improvement of retail shop operations, as well as growth through the addition of new high quality sites to our network such as the four high-volume New South Wales highway sites awarded in 2020, and the continued rollout of format upgrades with an additional 20 to 30 Metros planned across the network this year. The Ampol Metro@Kingsford won store of year at the recent Australasian Association of Convenience Stores annual awards, which was great recognition for our retail team and our partners at Woolworths. The combination of these opportunities gives us confidence in our Retail growth strategy.

In F&I International we will continue to deliver our strategy. This year will see us roll out 9 new Gull sites in New Zealand, continued network growth in SeaOil in the Philippines, and further growth in international third-party sales supported by new customer wins for 2021.

In addition, we will continue to progress the delivery of a further \$40 million of cost savings on a run-rate basis by the end of 2022, and we remain committed to releasing our substantial franking credit balance to shareholders. We will continue to actively allocate spare balance sheet capacity towards incremental returns or growth, in accordance with our capital allocation framework.

Later this month we will be releasing our Future Energy and Decarbonisation Strategy, which recognises that the transport fuels industry will need to evolve to meet Paris Agreement goals, and will outline our commitment to playing an important role in the energy transition and preparing to meet our customers' future energy needs.

Finally, I would like to echo the Chairman's comments in thanking my leadership team for their tireless efforts in delivering for Ampol during 2020. My thanks to Jeff Etherington who has done an excellent job as acting CFO over an extended period. I would also like to acknowledge Jo Taylor who in addition to delivering strong momentum in our retail business and our re-branding, also assumed responsibility for corporate affairs and people during this period.



I would also like to extend my thanks to all of our employees for their persistent efforts to deliver for customers, shareholders and communities during a very challenging 2020, which sets up Ampol to successfully execute on its strategy in 2021 and in the years ahead.

Ampol Limited 2021 Annual General Meeting



Acknowledgement of Country



How to ask questions

1

Click the Q&A icon

This will appear at the top of the app when the question function is available



2

Compose your question

Click in the 'Ask a question' box, and type your question

3

Select the send icon



4

Your question will be sent immediately for review

Board of Directors and Company Secretary



Steven Gregg
Chairman



Matthew Halliday
Managing Director and CEO



Mark Chellew
Non-executive Director



Melinda Conrad
Non-executive Director



Michael Abbott
Company Secretary



Michael Ihlein
Non-executive Director



Gary Smith
Non-executive Director



Barbara Ward AM
Non-executive Director



Penny Winn
Non-executive Director

Ampol Leadership Team



Matt Halliday
Managing Director & CEO



Joanne Taylor
Executive General Manager Retail,
Brand and Culture



Brent Merrick
Executive General Manager Commercial



Andrew Brewer
Executive General Manager Infrastructure



Jeff Etherington
Interim Chief Financial Officer



Alan Stuart-Grant
Executive General Manager Strategy
and Corporate Development



Michael Abbott
Chief Governance and Risk Officer

Address from the Chairman

Steven Gregg
Chairman



Executing our growth strategies

Performance of integrated business in 2020 impacted by pandemic

Performance in 2020

- Australian volumes down 17% and International volumes up 36% on 2019
- F&I ex-Lytton RCOP EBIT down 21% on 2019
- CR RCOP EBIT up 43% on 2019
- Lytton heavily impacted by challenging refining conditions

Action taken to mitigate COVID-19 impacts

- Constant focus on safety and business continuity
- Adjusted execution of Lytton T&I
- Closure of marginal depots and retail sites
- \$100 million cost out program completed; announced further \$40 million cost savings to be delivered by 2022

Executing strategic initiatives

- Core freehold retail property transaction executed
- \$500 million subordinated notes issuance completed
- \$85 million International EBIT in 2020, up 18% on 2019
- Strong momentum in shop provides confidence in Retail EBIT uplift opportunity

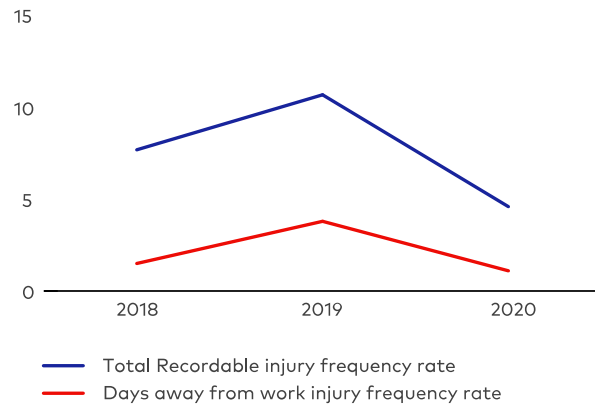
Creating value for shareholders

- \$300 million off-market buy-back (OMBB) announced, completed January 2021
- 48 cps full year dividend (fully franked)
- Continued focus on cost and capital discipline
- Maintaining a strong balance sheet; pro-forma leverage* of ~1.7x

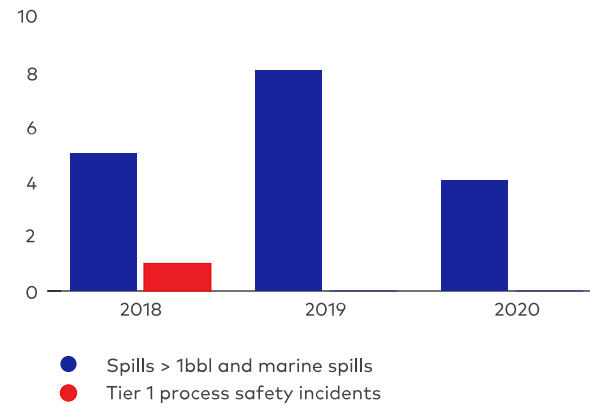
* Adj. Net Debt/EBITDA at 31 December 2020; includes pro-forma impact from \$300m OMBB completed in January 2021

Safety and people

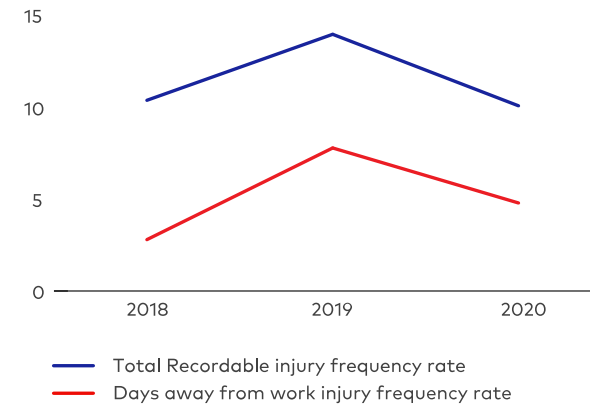
Fuels and Infrastructure personal safety



Personal safety and spills



Convenience Retail personal safety



- Fuels and Infrastructure performance driven by targeted personal safety improvement plans; continued excellence in process safety and spills performance
- Lytton Turnaround & Inspection (T&I) safely completed over an extended period. Shutdown and start up achieved incident free
- Convenience Retail performance improvement driven by a focus on behavioural safety and execution of retail safety roadmap across the network

Managing Director and CEO Address

Matt Halliday

Managing Director & CEO



Delivering on our promises

		Initiatives	Progress
Improve our network	Core company-operated network	Proposed IPO of 49% interest	Charter Hall consortium acquired 49% interest for \$682 million
	Non-core sites	Optimise network	58 marginal sites closed or transferred to alternate operator
	Alternate use sites	Divestment process	25 higher and better use retail sites sold for \$136 million
\$195m earnings growth by 2024*	Cost-out	\$40m in 2020	Delivered in 2020
	F&I International	\$70m by 2024	Strong performance in Trading & Shipping International, Gull NZ and SEA OIL
	Convenience Retail non-fuel	\$85m by 2024	Positive momentum on basket size, gross margin and labour efficiencies
Capital management	Franking credits	Release franking credits	\$300 million OMBB announced (completed in 1Q 2021)
	Hybrid Capital Issue	New hybrid	\$500 million hybrid issuance

First quarter trading update



Looking
ahead



General questions

1. Click the Q&A icon

This will appear at the top of the app when the question function is available



2. Compose our question

Click in the 'Ask a question' box, and type your question

3. Select the send icon



4. Your question will be sent immediately for review



Items of business

1. Consideration of Reports

2. Remuneration Report

3. (a) Re-election of Mark Chellew as an independent non-executive Director

3. (b) Election of Michael Ihlein as an independent non-executive Director

3. (c) Election of Gary Smith as an independent non-executive Director

4. Grant of 2021 Performance Rights to the Managing Director and CEO



Our 2020 Annual Report
available on our website
ampol.com.au

Remuneration Report



Remuneration Report

Proxy votes

For	170,052,877	96.74%
Against	5,208,182	2.96%
Open	526,333	0.30%
Abstain	5,989,752	



Re-election of Mark Chelley

Date of Appointment

2 April 2018

Board Committees

Safety and Sustainability Committee, Human Resources Committee and Nomination Committee

- Chairman of Cleanaway Waste Management Limited
- Previously served as Chairman of Manufacturing Australia and Director of Virgin Australia Holdings Limited and Infigen Energy Limited
- Strong executive experience in industry, strategy, governance and large capital projects with a background in manufacturing, mining and process industries
- Holds a Bachelor of Science (Ceramic Engineering) from UNSW, a Master of Engineering (Mechanical) from the University of Wollongong and a Graduate Diploma of Management from UNSW



Re-election of Mark Chellev

Proxy votes

For	176,996,123	97.44%
Against	4,129,167	2.27%
Open	527,750	0.29%
Abstain	124,104	



Election of Michael Ihlein

Date of Appointment

1 June 2020

Board Committees

Audit Committee (Chairman), Nomination Committee and Safety & Sustainability Committee

- Director of Scentre Group, CSR Limited, Inghams Group Limited and Kilfinan Australia Ltd
- Previously served as CEO and CFO at Brambles Limited and CFO at Coca-Cola Amatil Limited
- Holds a Bachelor of Business Studies (Accounting) from UTS and is a fellow of the Australian Institute of Company Directors, CPA Australia and the Financial Services Institute of Australasia



Election of Michael Ihlein

Proxy votes

For	173,013,060	95.25%
Against	8,108,292	4.46%
Open	527,850	0.29%
Abstain	127,942	



Election of Gary Smith

Date of Appointment

1 June 2020

Board Committees

Human Resources Committee, Nomination Committee and Safety & Sustainability Committee

- 40 years of experience in the oil and gas industry across Australia and overseas, including 20 years with Shell
- Previously served as CEO of NASDAQ listed company, Golar LNG.
- Previously served as General Manager Refining, Supply and Distribution at Ampol
- Currently employed as a Senior Advisor with Poten & Partners, working with the LNG Commercial team
- Holds a Bachelor of Engineering (Mechanical Engineering) and Master of Science (Chemical Engineering and Chemical Technology) from UNSW



Election of Gary Smith

Proxy votes

For	177,827,517	97.91%
Against	3,275,401	1.80%
Open	527,561	0.29%
Abstain	146,665	



Grant of 2021 Performance Rights to the Managing Director and CEO



Grant of 2021 Performance Rights to the Managing Director and CEO

Proxy votes

For	178,317,597	98.22%
Against	2,725,365	1.50%
Open	516,653	0.28%
Abstain	217,529	



Ampol Limited 2021 Annual General Meeting



Australia's Own

