

ASX/NZX Release



20 February 2023

CORPORATE GOVERNANCE STATEMENT

Ampol Limited (ASX/NZX:ALD) provides the attached 2022 Corporate Governance Statement and Appendix 4G.

Authorised for release by: the Company Secretary of Ampol Limited.

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Ampol Limited

Corporate Governance Statement

20 February 2023



Corporate Governance Statement

As at 20 February 2023

Introduction

We, the Board of Directors (Board) of Ampol Limited (Ampol or the Company), are committed to acting lawfully, ethically and responsibly, and this plays a critical role in our success as an organisation and our ability to generate shareholder value.

The Board has approved this Corporate Governance Statement (Statement), which summarises Ampol's Corporate Governance Framework, practices and policies, and complies with the fourth edition of the ASX Corporate Governance Council's Principles and Recommendations (ASX Recommendations) for the period from 1 January 2022 to 31 December 2022.

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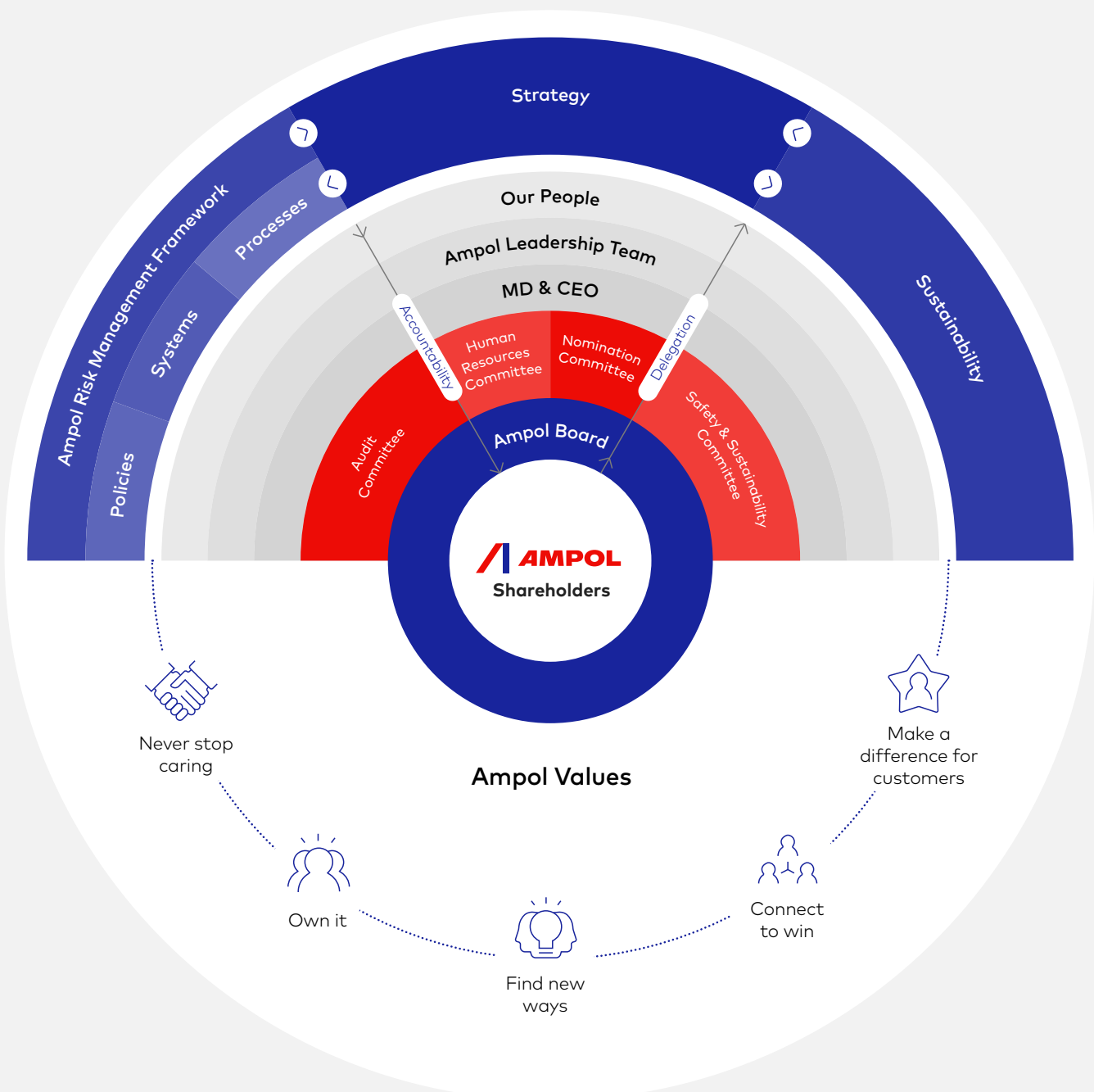
Corporate Governance Framework

At Ampol, we have a Corporate Governance Framework (CGF) to ensure we have high standards of governance.

The CGF includes a skilled, diverse and independent Board. The non-executive Board members also sit on various Committees of the Board: Audit Committee, Human Resources Committee, Safety & Sustainability Committee and Nomination Committee. The CGF ensures clear decision making and accountability enabled by Ampol's Delegation of Authority (DOA).

The Board has delegated responsibility to the Managing Director and Chief Executive Officer (MD & CEO), Matthew Halliday, who was appointed on 29 June 2020 to manage Ampol's day-to-day business and operations within the limits set out in the DOA. The MD & CEO has, in turn, delegated authority to the Ampol Leadership Team (ALT) for certain matters. The CGF also incorporates Ampol's Values, Code of Conduct, Strategy, Risk Management Framework and Ampol's continued focus on sustainability.

Our framework structure



Board role and responsibilities

The Board directs and oversees the performance and management of Ampol

The Board Charter outlines the responsibilities and accountabilities of the Board, summarised below.

A copy of the Board Charter is available on the Corporate Governance page of Ampol's website.
www.ampol.com.au/about-ampol/investor-centre/corporate-governance

Area	Board responsibility
Culture, values, ethical standards and diversity	Model Ampol culture, values and commitment to safety. Support management with enhancing and protecting Ampol's reputation and corporate integrity. Approve Ampol's Code of Conduct (incorporating the Ampol Values) and receive an annual report from management in relation to compliance with the Code of Conduct. Approve Ampol's Environmental, Social and Governance (ESG) framework including Ampol's sustainability policies, Sustainability Report and other significant sustainability disclosures. Approve Ampol's Diversity and Inclusion Policy and the accompanying measurable objectives for achieving diversity and inclusion across Ampol, and assessing these objectives and the progress against them annually.
Overall direction, objectives and goals, reviewing and approving strategy	Approve the Business Plan and budget. Approve and oversee management's implementation of Ampol's overall purpose and strategic direction and financial, operational and safety objectives and goals. Monitor business performance against the objectives and goals set by the Board, and review the implementation of Board-approved strategies.
Major capital expenditure, business acquisitions and other transactions	Approve capital expenditure, business acquisitions and other transactions outside the authorities delegated to the MD & CEO. Monitor the progress of major capital projects and business acquisitions, and review the returns from these investments.
Financial matters and reports	Monitor Ampol's financial performance, including the approval of the annual and half-year financial statements and reports. Approve Ampol's Annual Report. Receive signed declarations from the MD & CEO and the Chief Financial Officer in relation to financial reports in accordance with the <i>Corporations Act 2001</i> (Cth). Assess the external auditor's independence, based on advice from the Audit Committee, and taking into account matters related to services provided by the external auditor during the year. Determine Ampol's dividend policy and the amount, nature and timing of dividends. Approve changes to Ampol's capital structure and significant funding arrangements.
Governance, legal and regulatory compliance	Establish appropriate standards of corporate governance, and legal and regulatory compliance. Approve policies dealing with continuous disclosure, securities trading and shareholder communication. Approve Board and Committee charters, the Corporate Governance Statement and ASX Appendix 4G.

Board role and responsibilities continued

Area	Board responsibility
Risk management (financial and non financial)	Approve Ampol's Risk Management Framework (ARMF) for managing both financial and non-financial risk. Approve Ampol's Risk Appetite Statement and Risk Management Policy. Monitor the adequacy, integrity and effectiveness of the critical systems and internal controls used to manage Ampol's material and emerging business risks. Receive statements from management in relation to the effectiveness of risk management and internal control systems implemented to address material business risks. Review the ARMF at least annually. Approve financial, tax and other material risk management policies. Exercise 'due diligence' by taking reasonable steps to ensure the business complies with both its work health and safety and environmental obligations.
Human resources matters	Approve the selection, appointment terms, remuneration, cessation of employment, and termination payments to the MD & CEO. Set the performance objectives for the MD & CEO and evaluate performance against those objectives. Approve, in consultation with the MD & CEO, the appointment and replacement of the Company Secretary and members of the Ampol Leadership Team (ALT). Approve, following the recommendation from the MD & CEO, the remuneration and/or termination payments for the members of the ALT. Approve changes to Ampol's remuneration system (on a whole-of remuneration system basis). Approve Ampol's short-term and long-term incentive plans (with any discretionary powers to re-set approved targets or the size of a funding pool for incentive payments being specifically reserved to the Board). Approve the terms of any salary sacrifice share plans for Directors (subject to the requirements of the ASX Listing Rules), senior executive and Ampol staff.
Health, safety and environment	To oversee, and consider recommendations from the Safety & Sustainability Committee on, Ampol's systems, policies, processes and performance in relation to health, personal and process safety, environmental performance, climate-related risks and opportunities, community activities and investment, human rights, resources efficiency, responsible procurement and ESG matters.

2022 highlights

During 2022, the Board focused on the governance areas highlighted below.



Board renewal

To ensure an appropriate mix of skills, experience, expertise and diversity is maintained on the Board, Ampol continued its process of Board renewal by appointing Simon Allen as a new Non-executive Director in September 2022.

Strong momentum in our commitment to Diversity & Inclusion across the three focus areas of:

- gender;
- Indigenous opportunities; and
- flexibility & inclusion.

Making progress on our commitments in Ampol's second Innovate Reconciliation Action Plan, launched in Q1 2022.

See our Innovate RAP online:
www.ampol.com.au/sustainability/reconciliation

Share registry

Streamlined to a sole share registry services provider in December 2022 due to Ampol's dual listing on the Australian Securities Exchange (ASX) and the New Zealand Exchange (NZX).

Board composition and non-executive director tenure

Board Composition and Independence

As at the date of this Statement, the Board comprises nine directors: eight independent Non-executive Directors (NEDs), including the Chairman, plus the Managing Director and Chief Executive Officer (MD & CEO). The details regarding the Board of Directors are available in the 2022 Annual Report and are available on the Board of Directors page on our website.

Steven Gregg (Chairman)
Independent, Non-executive Director

● 9 October 2015 ● 7 years, 4 months

Matthew Halliday
MD & CEO

● 29 June 2020 ● 2 year, 7 months

Simon Allen
Independent,
Non-executive Director

● 1 September 2022
● 5 months

Mark Chellew
Independent,
Non-executive Director

● 2 April 2018
● 4 years, 10 months

Melinda Conrad
Independent,
Non-executive Director

● 1 March 2017
● 5 years, 11 months

Elizabeth Donaghey
Independent,
Non-executive Director

● 1 September 2021
● 1 year, 5 months

Michael Ihlein
Independent, Non-executive Director

● 1 June 2020 ● 2 years, 8 months

Gary Smith
Independent, Non-executive Director

● 1 June 2020 ● 2 years, 8 months

Penny Winn
Independent, Non-executive Director

● 1 November 2015 ● 7 years, 3 months

Audit Committee

Michael Ihlein
(Chairman)

Melinda Conrad
Gary Smith
Penny Winn

Human Resources Committee

Melinda Conrad
(Chairman)

Mark Chellew
Elizabeth Donaghey
Michael Ihlein

Safety & Sustainability Committee

Penny Winn
(Chairman)

Simon Allen
Mark Chellew
Elizabeth Donaghey
Gary Smith

Nomination Committee

Steven Gregg
(Chairman)

Simon Allen
Mark Chellew
Melinda Conrad
Elizabeth Donaghey
Michael Ihlein
Gary Smith
Penny Winn

● Date of appointment ● NED tenure as at 20 February 2023

The Board Charter outlines the detailed criteria used to assess a NED's independence.

The Board, prior to a NED's appointment and on an annual basis, assesses each NED's independence against these criteria. All of our NEDs satisfy Ampol's criteria for independence.

In summary, a Director is considered to be independent if they are independent of management and free of any interest, position, association or other relationship that could, or could reasonably be perceived to, materially interfere with the independent exercise of a Director's judgement. Each NED's date of appointment and tenure are set out in the table above.

Board committees

The Board has established four standing committees. Each committee has a charter, comprises independent NEDs as members, and is chaired by an independent NED. The role, structure and composition of each Committee are summarised in the table below.

Role and responsibilities

Audit Committee

- Review the integrity of financial reporting, including accounting policies and judgements.
- Review dividend recommendations.
- Review the Group's corporate reporting, risk management and internal control processes.
- Review and assess the adequacy of the Ampol Risk Management Policy and ARMF, and monitor management's performance against the ARMF as it relates to financial risks.
- Review the findings, plans, independence and performance of the external auditors and Ampol's internal audit function, and approve the scope of internal audit as it relates to financial matters.
- Approve any change to the Head of Internal Audit.

Human Resources Committee

- Assist the Board with oversight of Ampol's Code of Conduct, remuneration framework, succession planning, remuneration and diversity and inclusion disclosures.
- Review measurable objectives for achieving diversity and inclusion and reviewing the progress made towards achieving those objectives on an annual basis.
- Review the remuneration of NEDs and the total remuneration pool of NEDs.
- Review the remuneration, including retention and termination payments to the MD & CEO and the ALT.
- Review succession planning for ALT positions.
- Consider significant governance, regulatory and industry issues with the potential to affect remuneration matters.
- Review the remuneration disclosures in the Annual Report.
- Review and monitor the effectiveness of management programs in relation to Ampol's culture, engagement and talent.

Safety & Sustainability Committee

- Review, advise and make recommendations to the Board on systems, policies, processes and performance relating to health, personal and process safety, environmental performance, climate-related risks and opportunities, community activities and investment, human rights, resource efficiency, responsible procurement and ESG matters, which arise out of and address Ampol's activities and the impact of those activities on employees, contractors, customers and suppliers, and the communities and environments in which Ampol operates.
- Approve the internal audit annual plan and internal audit charter in relation to health, safety, environment and sustainability.
- Assess the appropriateness and adequacy of Ampol's safety, environment and sustainability practices to manage material risks.
- Review sustainability issues including climate change, human rights, resource efficiency, responsible procurement practices, community activities, and investment and business ethics.
- Undertake site visits and receive periodic presentations from subject matter experts as required to discharge its responsibilities.

Nomination Committee

- Review policies and processes for the selection of NEDs.
- Review and oversee succession planning of the MD & CEO and for the NEDs.
- Make recommendations on the election and re-election of NEDs.
- Oversee the process for evaluating the performance of the MD & CEO, Board, its committees and individual Directors.
- Review the effectiveness of the induction and continuing professional development processes for NEDs.
- Engage external consultants (as required) to assist in performance reviews or the recruitment of potential NEDs and the MD & CEO.

Board committees continued

Structure and requirements

Audit Committee

- Have at least three independent NEDs.
- Chair must be independent and not Chair of the Board.
- Have at least one member with relevant financial and/or accounting experience.

Human Resources Committee

- Have at least three NEDs, a majority of whom must be independent.
- Chair must be independent.

Safety & Sustainability Committee

- Have at least three NEDs, a majority of whom must be independent.
- Chair must be independent.

Nomination Committee

- Comprised of all NEDs from time to time.
- Board Chair serves as Committee Chair.

Ampol does not have a separate Risk Committee. Oversight of the ARMF is the responsibility of the Board, with each standing Committee delegated oversight of specific risks (including financial and non-financial risks). The Human Resources Committee has oversight of remuneration and compensation matters.

The Chair of the Board attends committee meetings in an ex-officio capacity. All Directors receive committee papers and are invited to attend meetings of committees of which they are not members.

Ampol's Annual Report discloses the number of times the Board and committees have met throughout the financial year and the individual attendances of Directors at those meetings.

Ampol's Annual Report and each committee charter are available on our website.

Director appointment, election and re-election

All newly appointed Directors are subject to appropriate checks before being appointed and an appointment letter is provided to each Director which sets out the terms of their appointment.

Newly appointed NEDs hold office until the end of the next Annual General Meeting and are eligible for election by shareholders at the meeting. However, the MD & CEO is appointed by the Board and is not subject to election by shareholders.

The Board's recommendations on NEDs standing for election or re-election are disclosed in the notice of meeting made available to shareholders. The recommendations are accompanied by the NED's biographical information and any relevant information that could facilitate an informed decision by the shareholder on whether to elect or re-elect a Director. A recommendation to re-elect a NED at the end of their term is not automatic.

Induction and training

All new NEDs are required to participate in an induction program and receive induction materials to assist them in familiarising themselves with Ampol's business, strategy, operations, values, performance, risks, regulatory landscape, governance framework (including relevant policies) and external environment. The induction program is tailored to each Director's needs and includes briefings, site visits and relevant training.

Directors are also encouraged to attend continuing director education, training and professional development programs as part of a program reviewed annually. There is a mixture of internal and external training and this process is periodically reviewed by the Board.

In 2022, the Board conducted physical site visits to the Kurnell terminal, the Lytton refinery in Queensland, and the Ampol Singapore office where Ampol's Trading and Shipping business operates.

Performance evaluation

The Board reviews its own performance, the performance of its standing committees and the performance of individual Directors every two to three years. The Board periodically engages an external consultant to facilitate this review, who conducts one-on-one interviews with Directors and key executives, and prepares a report which is discussed with the whole Board. The Chairman also discusses the report with individual Directors and key executives.

An internal performance review and evaluation has been undertaken, and was completed in February 2022. To allow all Board members (including Simon Allen who joined the Board as an independent NED effective 1 September 2022) to participate, a formal Board performance evaluation is targeted for completion in Q2 2023. An external consultant was engaged in November 2022 to facilitate the review.

Board committees continued

Directors' skills and diversity

The Board reviews its composition annually, including the mix of skills, experience, expertise and diversity of Directors and the Board, to ensure it can effectively discharge its obligations.

Details of the skills, experience, expertise and committee membership of each Director is contained in their biographies included within the Annual Report and made available on our website.

The current Board skills matrix is set out below.

Board skills matrix

Strategic and commercial acumen

9

Former or current experience to define strategic objectives, constructively question business plans and implement strategy using commercial judgement, and an appreciation of customer-centred design and lean and agile processes.

Financial acumen

9

Financial knowledge, accounting or related financial management qualifications and experience.

Leadership

9

Held CEO or similar positions or experience in senior leadership roles, including on the boards of other significant listed companies.

Risk and compliance

9

Experience in anticipating and identifying key risks to the organisation and monitoring the effectiveness of risk management frameworks and controls.

Industry experience

6

Experience in the energy, oil or gas industries. This includes advisory roles for these industries.

International experience

8

Having a global perspective through exposure or responsibility for international operations.

Convenience retail experience

3

Former or current executive role in the convenience retail industry or retail knowledge and experience of customer-led transformation in the general convenience retail market.

Public policy/regulatory

8

Interaction with government and regulators and involvement in public policy decisions.

Capital projects

8

Experience working in an industry with projects involving large-scale long-cycle capital outlays.

Technology

6

Experience with the application of technology in large complex businesses, and experience in technology strategies and innovation.

Corporate governance

9

Commitment to, and knowledge of, governance and sustainability issues, with particular reference to the legal, compliance and regulatory listed environment applicable to highly regulated listed entities.

Health, safety, climate change and ESG

8

Understanding of the issues associated with workplace health and safety, assets, integrity, environment and social responsibility, as well as community and climate-related risk and opportunities.

HR/Remuneration

8

Understanding the link between strategy, performance and remuneration outcomes.

People, culture and conduct

9

Experience in people matters including workspace, culture, morale, management development, succession and remuneration, with particular reference to Ampol's talent retention and development requirements, and the ability to consider and respond to matters relating to diversity and inclusion.

Customer

6

Experience in industries with a high degree of customer-centricity.

NED remuneration

NED remuneration

Remuneration for NEDs is fixed and is subject to a remuneration pool of \$2,500,000 which was approved by shareholders in 2016. NEDs do not participate in any incentive plans or receive any performance-based remuneration or retirement benefits schemes. At Ampol, Directors are required to build and maintain a holding in Ampol shares to align their interests with those of the shareholders. Each NED is required to hold an interest in shares in Ampol with a market value no less than their Board base fee, within three years of appointment to the Board. As at the date of this report, all NEDs comply with the minimum shareholding requirement.

Details of NEDs' fees and shareholdings and senior executives' remuneration are disclosed in the Remuneration Report contained in Ampol's Annual Report, which is available on our website.

Company Secretary and access to independent advice

The Board approves the appointment of the Company Secretary. The Company Secretary is directly accessible to the Directors and is accountable directly to the Board, through the Chairman, on all matters relating to governance and the proper functioning of the Board. Ampol's Directors also have access to independent professional advice at Ampol's expense.

For details of the Company Secretary, refer to the 2022 Annual Report, which is available on our website.
<https://www.ampol.com.au/about-ampol/investor-centre/annual-reports>

Ampol Senior Executives

Senior executives enter into a service agreement (contract of employment) upon their appointment. The material terms of Key Management Personnel service agreements are set out in the Remuneration Report contained in Ampol's Annual Report, which is available on our website. The standard service agreement is reviewed periodically to ensure it remains appropriate and in line with contemporary practice.

Evaluation of the performance of both the MD & CEO and the ALT is undertaken by reference to a performance evaluation process. The Board sets annual performance objectives for the MD & CEO. The performance of the MD & CEO has been assessed for the year ended 31 December 2022. The MD & CEO annually reviews the performance of the ALT and reports to the Human Resources Committee on their performance. The performance of the ALT has been assessed for the year ended 31 December 2022.



Ampol Leadership Team

The Board, in consultation with the MD & CEO, approves the appointment of the Ampol Leadership Team. This is subject to a satisfactory completion of appropriate checks.

Diversity and inclusion

At Ampol, we are committed to creating an organisational culture that motivates and supports our people whilst delivering to our strategy.

We embrace and value the advantages of a diverse and inclusive workplace in which individuals of varied backgrounds and perspectives are welcomed, encouraged and provided the opportunity to contribute to their full potential. This supports a high performance culture with individuals who are committed to Ampol, which in turn plays a key role in supporting the long-term success of our business.

During 2022, we continued with strong momentum in our commitment to Diversity & Inclusion (D&I) across the three focus areas of Gender, Indigenous opportunities and Flexibility & Inclusion. These focus areas are overseen by senior representation from across our business as part of our Diversity and Inclusion Council, which conducts a strategic oversight role for D&I across Ampol.

We also continue to create a work environment where people feel comfortable to bring their whole self to work and create a sense of belonging within their teams. We encourage difference including thinking styles, capabilities, education and background, gender, ethnicity, religion, age, sexual orientation, disability, family status and all the other unique differences in our backgrounds that make each of us who we are. Our leaders have a role to ensure they encourage a culture free from unlawful discrimination, harassment and victimisation.

Each year, the Board sets measurable objectives relating to D&I. These objectives, and our progress in achieving them, are assessed annually. Ampol's Diversity and Inclusion Policy is available on our website at www.ampol.com.au/about-ampol/investor-centre/corporate-governance.

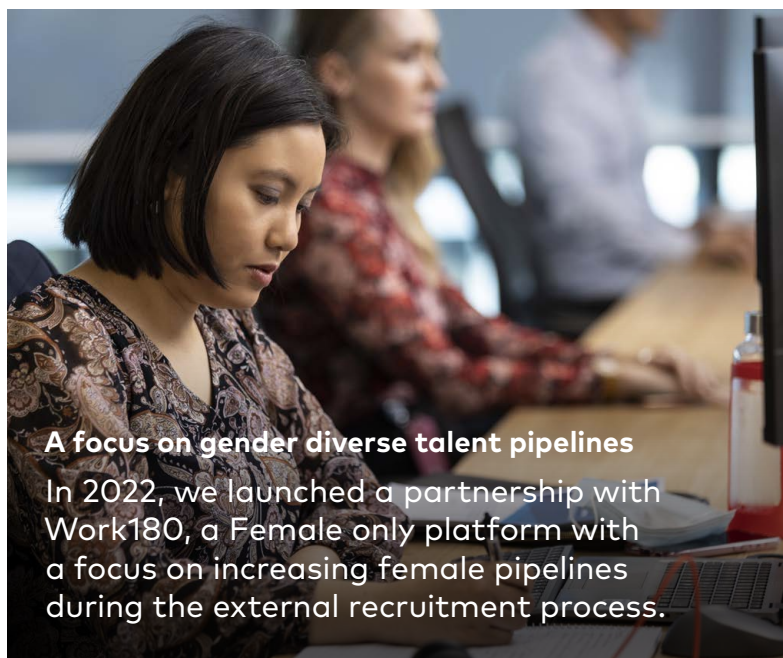
Gender

The Diversity and Inclusion Policy reflects our commitment to diversity and inclusion and in particular our strategic pillar focused on gender. To help guide our progress towards advancing gender representation, we set a goal of 40% female representation in senior leadership positions and a goal to have women hold no less than 30% of board positions. As at 31 December 2022, women represented 37.6% of all senior leadership positions, indicating a slight increase from last year at 37.7%. Overall, women represent 42.5% of our workforce, female representation in Ampol's Senior Executive team is 33% and female representation on the Ampol Board is also 33%.

In support of advancing gender representation, we also aim to manage our gender-based pay differential in like-for-like roles. As at 31 December 2022, our gender pay differential was 1.3% in favour of males on a like-for-like basis, which is an improvement from the pay differential of 1.4% twelve months prior.

We have identified some key focus areas to continue advancing our gender representation, including:

- increasing education, reporting and insights relating to gender differentials and/or bias;
- managing our gender pay differential to +/- 1% in like-for-like roles by end 2023;
- embedding robust mentoring or coaching exposure as well as development pathways for high-potential female talent; and
- strengthening gender diversity of external talent pipelines.



A focus on gender diverse talent pipelines

In 2022, we launched a partnership with Work180, a Female only platform with a focus on increasing female pipelines during the external recruitment process.

Board



Female

33.3%

Male

66.7%

Senior Leaders*



Female

37.6%

Male

62.4%

Overall Company



Female

42.5%

Male

57.5%

* Senior Leaders means the Managing Director and Chief Executive Officer (MD & CEO), direct reports to the MD & CEO (collectively, the ALT), as well as all roles which are salary grade 19 and above using the KornFerry Hay Grade methodology.

Diversity and inclusion continued

Indigenous opportunities

At Ampol, we value the importance of diversity and inclusion, which includes respecting the rights and interests of Indigenous communities. We recognise the important role we need to play in Australia's reconciliation efforts, ensuring Aboriginal and Torres Strait Islander peoples have equitable participation in Australian society. In addition, Z Energy has always had a strong commitment to Te Ao Māori – respect and acknowledgement of Māori customs and protocols.

In March 2022, we launched our second Innovate level Reconciliation Action Plan (RAP): a public declaration of our commitment to reconciliation.

Following the launch of our RAP we have been encouraged by the level of interest and commitment to furthering our reconciliation efforts through how we work at Ampol. We have:

- continued to celebrate days of significance, including NAIDOC Week and Reconciliation Week;
- established a dedicated intranet Hub including cultural protocols, RAP commitments, and various internal collateral;
- formed stronger relationships with local land councils and community representatives near our 'Tier 1' locations of Alexandria, Lytton, Brisbane CBD and Melbourne CBD, and there has been an increase in welcome/acknowledgement protocols for significant gatherings and/or events;
- completed foundational cultural awareness training with 200 of our most senior leaders;
- formalised an Indigenous Procurement Strategy and engaged leaders about Indigenous Procurement opportunities; and
- continued our work with the Ampol Foundation strategic partners, Clontarf Foundation and Stars Foundation, to support this vision by enhancing opportunities to build and maintain relationships with Aboriginal and Torres Strait Islander peoples and businesses, and investing in important youth education programs.

For the year ending 31 December 2022, we saw a slight increase in the percentage of employees who identify as Aboriginal and Torres Strait Islander, being 3.15% in December 2022 from 2.72% as at 31 December 2021.

We have an ongoing commitment in our RAP to continue to improve employment outcomes by developing and embedding an employment strategy, including a more proactive approach to sourcing and retaining Indigenous talent.

In New Zealand, 2022 saw Z Energy continue to strengthen its commitment to Te Ao Māori:

- strengthened the long-standing partnership with the TupuToa internship programme, 50% of employees participate in training on Te Tiriti o Waitangi.
- 85 people across Z Energy were involved in being the first cohort in an Education Perfect Te Ao Māori program, which has now become accessible to all Z employees. Te Wiki o Te Reo Māori was celebrated with conversations as part of the upcoming work to developing Z's commitment to Te Tiriti o Waitangi.
- integrated tikanga practices into onboarding processes, as well as translated job titles for employees to use in their email signatures and embedded whakatauki (proverbs) across corporate offices, which highlight the rooms' purposes for each collaboration and collective achievement space.
- launched a Māori Ally Network.
- increased Māori and Pasifika representation to 10% towards a 2030 target of 20%.

Flexibility and inclusion

Ampol continues to provide a flexible approach to the way we support an environment that promotes health and wellbeing, and to ensure we attract and retain talent.

Following over two years of COVID-19 impacted work practices, 2022 saw hybrid and flexible work practices become embedded as the new normal across the industry. Ampol lead through this with a clear framework enabling leaders and team members to navigate the most effective flexible work practices in the context of their customers, role requirements and personal circumstances.

In 2022, we continued to support our employees during important family time via our Paid Parental Leave, with 52 parents accessing the Baby Care Package, including 38 females and 14 males.

Our approach to inclusiveness is supported by two employee working groups, with growing memberships, regular initiatives and awareness campaigns supporting the strengthening of an inclusive workplace.

Our employee working groups include:

The Ampol Rainbow Alliance (ARA)

- which aims to ensure Ampol is a safe space for all and to bring those of diverse sexualities and genders (collectively, the LGBTQ+ community), and their allies, together to learn, develop and support to achieve their full potential.

For the second time, Ampol participated in The Australian Workplace Equality Index (AWEI), a national study that allows us to assess and benchmark our progress in creating an inclusive environment for people with diverse sexualities and genders.

We're proud that Ampol achieved a score of 113/200 in 2022 in turn providing us the tier recognition of "Bronze Employer". This equates to an 82% improvement in the AWEI score year-on-year. We also had 86% improvement in the AWEI employee survey responses which further emphasises the significance of the large, positive uplift in our AWEI result.

Z Energy received re-accreditation of Rainbow and Gender Tick and continued to see its Rainbow Ally Network grow.

Women Inspiring Fresh Ideas (WIFI)

- a network focusing on empowering women at Ampol as they navigate their careers and build relationships across our integrated value chain.

In its seventh year of operating, WIFI delivered over 360 hours of mentoring and development lead by senior leaders from around Ampol. WIFI is also the conduit into the National Association of Women in Operations including networking, coaching, and mentoring opportunities for WIFI members.

Through the D&I Council and the employee networks, Ampol continues its support for significant days such as R U OK Day, Harmony Day, International Women's Day, World Aids Day and International Day of Persons with Disabilities. Many of these events were led by our employee groups.

WGEA

Ampol is a "relevant employer" under the Workplace Gender Equality Act 2012 (Cth) and accordingly, is required to make annual filings with WGEA disclosing its "Gender Equality Indicators", as defined in and published under that Act. Ampol's latest "Gender Equality Indicators" can be accessed at <https://www.ampol.com.au/-/media/files/ampol-au/about-ampol/careers/wgea-publicreport-2021-22.ashx>.

2022 diversity objectives and disclosure on progress against the objectives

Objective

Increase the representation of women in senior leadership roles to

40%

Manage our gender-based pay differential in like-for-like roles to

+/-1%

Increase our employee population who identify as Aboriginal and Torres Strait Islander peoples to

3%

(Australian workforce only)

Outcomes as at 31 December 2022

37.6%

1.3%

3.15%



At Ampol, we value the importance of diversity and inclusion, which includes respecting the rights and interests of all Australians.

Risk management

Risk management governance

The purpose of managing risk is to ensure Ampol achieves its strategic and business objectives, and to create value for our customers and shareholders. Ampol is exposed to a range of financial and non-financial risks associated with its Australian and international operations. A summary of Ampol's material business risks, (including information about Ampol's material exposure to environmental and social risks) and their mitigation plans are detailed in the 2022 Annual Report, which is available on our website.

Ampol Risk Management Framework

Ampol is committed to the effective management of risk with regards to its core business activities and decision making, and has developed an enterprise risk management framework, supported by a Three Lines of Defence governance model, to integrate risk management into the overall culture of the organisation.

The Ampol Risk Management Framework (ARMF) is designed with regard to the *International Standard ISO 31000:2018 Risk Management – Guidelines* and the ASX Corporate Governance Principles and Recommendations.

The diagram below sets out an overview of the ARMF together with the key responsibilities of the Board, Board Committees, the ALT, Group Risk, Internal Audit and the relevant business units.

Ampol risk oversight structure

Ampol Board (Assisted by Board Committees)

- Determines business objectives and strategy
- Responsible for prudent risk management
- Sets risk appetite and thresholds
- Integrates risk management into the culture of the organisation, including by delegation of certain responsibilities to the CEO

Ampol Leadership Team

- Makes the necessary resources available to implement risk management practices and controls in the business units to achieve the Board-set risk appetite
- Provides recommendations to the Board and Committees on policy, frameworks, risk appetite and practices

Business (1st line of defence)

Owns and manages risk

- Fuels and Infrastructure
- Convenience Retail
- Future Energy

Oversight functions (2nd line of defence)

Oversees and sets frameworks and standards

- Group Risk
- Human Resources
- Health and Safety
- Environment and Sustainability
- Treasury
- Group Security and Resilience
- Strategy
- Corporate Counsel

Audit (3rd line of defence)

Provides independent assurance of frameworks and controls effectiveness

- Internal Audit
- External Audit

Risk management continued

The Board reviews the ARMF at least annually to satisfy itself that it continues to be sound and that Ampol is operating with due regard to the risk appetite set by the Board. A review was completed in March 2022, with the next review targeted for completion in March 2023.

Internal audit

Ampol has a dedicated internal audit function which provides an independent and objective assessment to the Board and management regarding the adequacy, effectiveness and efficiency of our risk management, control and governance processes.

Internal audit conducts audits in accordance with audit plans approved by the Audit Committee (for financial, strategic and compliance risks) and the Safety & Sustainability Committee (for health, safety, environment and sustainability risks), and provides regular reports to those committees and to Senior Management.

The General Manager Group Audit and Risk reports to the Group Chief Financial Officer, and also has a reporting line to the Chairman of each of the Audit and Safety & Sustainability Committees and meets with them regularly. In addition, the Audit Committee and the Safety & Sustainability Committee meet privately with the General Manager Group Audit and Risk.

Integrity in financial reporting

Prior to the Board's approval of Ampol's full year and half year financial statements, the MD & CEO and the Group Chief Financial Officer are required to provide a declaration to the Board in respect of both the full and half-year financial statements, that in their opinion:

- the financial records of Ampol have been properly maintained;
- the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of Ampol; and
- their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The MD & CEO and the Group Chief Financial Officer provided the Board with these written declarations for Ampol's full-year and half-year financial statements.

Periodic corporate reports that are not audited or reviewed by an external auditor are verified internally by management to confirm the accuracy and completeness of the disclosures prior to release to the market. Material disclosures within the report are verified for accuracy by management. The report is approved for release by the Board, the CEO or Ampol Disclosure Officers as appropriate.



Sustainability

Acting responsibly, ethically and lawfully

We recognise that sustainability is integral to our business strategy and is essential to our long-term success.

For us, sustainability is about managing the material risks and opportunities in a way that best balances the long-term needs of our investors, customers, employees and the communities in which we operate. We understand that this is an evolving agenda, and we regularly assess the significance of current and emerging social and environmental issues relevant to our business.

We report annually on our most material sustainability issues and our performance against our Environment Sustainability and Governance (ESG) Strategy in the sustainability section within our Annual Report, which is available on our website.

Our sustainability reporting is prepared in consideration of the Global Reporting Initiative (GRI) standards.

Selected sustainability datasets are subject to an independent limited assurance, performed in accordance with the Australian Standard on Assurance Engagements (ASAE) 3000. We are committed to aligning our climate-related disclosures in accordance with the Task Force on Climate-related Financial Disclosures (TCFD), including testing our business strategy against a range of plausible climate futures.



We report annually on our most material sustainability issues and our performance against our Environment Sustainability and Governance (ESG) Strategy in the Sustainability section within our Annual Report.

Code of Conduct

The Ampol Values underpin everything we do and are included in Ampol's Code of Conduct (the 'Code').

The Code defines the standards of conduct and behaviour expected from all employees, Directors and officers of the Ampol Group. Ampol also expects external parties, including suppliers and customers, to act in accordance with our Code.

Ampol Values

Connect to win

We collaborate as an integrated business to drive growth.



Find new ways

We innovate to deliver positive outcomes.



Own it

We make bold decisions and are accountable for the outcomes.



Make a difference for customers

We are connected to our customers and solve their changing needs.



Never stop caring

We keep safety first and make a positive contribution to those around us.



The Code includes requirements on health and safety, drugs and alcohol, diversity and inclusion, human rights, prevention of discrimination, harassment and bullying, environmental policy, risk management, regulatory, privacy, and engaging with the community, shareholders and other stakeholders. Ampol has zero tolerance of bribery, corruption and fraud. Ampol's Whistleblower Policy and Ethical Business Practices Policy, in compliance with the Code, outlines the channels (including the Ampol Hotline at www.ampolhotline.deloitte.com.au) that are available to report any instances of bribery, corruption and fraud, or any other reportable conduct.

Z Energy Limited's Code of Conduct is a cornerstone of expected behaviour and company culture. It is designed to help guide and inform the choices that staff at Z Energy Limited (a wholly owned subsidiary of Ampol) make on a daily basis and ensure they do the right thing, and to help staff at Z Energy Limited succeed through making choices that are consistent with its values and policies. Any staff or contractor of Z Energy Limited who becomes aware of a legal, regulatory, policy or other compliance issue, or a breach of the Z Energy Limited's Code of Conduct may contact the whistleblower service at dwsnz@deloitte.digital.com.

Material breaches, including any non-compliance with the Code and Z Energy Limited's Code of Conduct, are reported to the Board twice a year.

Reportable conduct under the Code and Z Energy Limited's Code of Conduct includes, but is not limited to:

- breaches of regulations, laws or obligations under a contract;
- breaches of Ampol or Z Energy Limited's policies, processes or standards;
- illegal, fraudulent, dishonest, corrupt or unethical activity;
- endangering the health or safety of any person; and
- inappropriate workplace behaviours (e.g. discrimination, harassment and bullying).

Whistleblower Policy and others

The Ampol Whistleblower Policy encourages employees (past and present), suppliers and others with close knowledge of our operations to come forward if they are aware of misconduct or an improper state of affairs in respect of Ampol, and to report it through a dedicated Ampol Hotline.

Reports to the Ampol Hotline can be made anonymously and confidentially, and whistleblowers who make reports will be protected from mistreatment or retaliation. Ampol has appointed Whistleblower Intake Officers being the Corporate Counsel and Business Audit Manager who manage and oversee the handling of reports made under the Policy as well as Whistleblower Protection Officers being the Senior Corporate Counsel and Deputy Company Secretary who ensure whistleblowers receive adequate protections.

The Board, through the Human Resources Committee, has oversight of the incidents reported under the Ampol Whistleblower Policy.

Ampol Whistleblower Policy, available on Ampol's website.
<https://www.ampol.com.au/about-ampol/investor-centre/corporate-governance>

The types of conduct which can be reported under the Ampol Whistleblower Policy include:

- dishonest, illegal, corrupt or fraudulent behaviour;
- unethical behaviour and breaches of Ampol's policies, Code of Conduct or Supplier Code of Conduct;
- financial irregularities (including tax-related);
- conduct endangering health, safety or the environment;
- inappropriate work behaviour (e.g. systemic discrimination, harassment and bullying);
- victimising someone for reporting Reportable Conduct; and
- breaches of regulations or laws.

Human Rights Policy

Ampol is committed to conducting its business in a way that respects human rights, including those of our employees, customers, suppliers and the communities in which we operate. The Human Rights Policy aims to prevent and mitigate the impact of our operations on human rights, including any form of child labour or slavery. The Safety & Sustainability Committee oversees the implementation of the Human Rights Policy.

The Human Rights Policy is also supported by the Supplier Code of Conduct, which builds on the culture at Ampol of diversity and workplaces that are free from discrimination, harassment and bullying in compliance with Australian laws and international labour standards. Separately, the supplier code of conduct for Z Energy Group is embedded in all of Z's standard supplier agreements.

Modern Slavery Statement

The Modern Slavery Statement includes an outline of Ampol's approach to modern slavery and how we manage and mitigate modern slavery risks across our operations and supply chain. It does not currently include Z Energy's approach to these risks.

We have established a program to support our business divisions to identify the nature and severity of potential modern slavery risks, as well as our ability to influence the risk in those areas. The insights from this work are then being used to inform our approach and allow us to identify and put in place additional mitigation steps to ensure modern slavery does not form part of our business operations.

We have continued to assess supplier compliance and embedded this as a business-as-usual practice. In 2022, we set a target of 80% of our suppliers completing the Supplier Code of Conduct questionnaire and 100 verification assessments, with both delivered.

We continue to increase awareness and capability related to modern slavery internally and externally, with established working groups to foster new ideas and to identify and address issues in our operations and supply chains. Our focus remains on engaging, collaborating and working with others to address modern slavery and bring about meaningful change.

The Modern Slavery Statement meets Ampol's reporting requirement under Commonwealth legislation and is published in an online register in June in the year following the reporting period. The Modern Slavery Statement is also maintained by Australian Border Force at

www.modernslaveryregister.gov.au

Z's Modern Slavery Statement can be found in <https://www.z.co.nz/about-z/corporate-centre/>

Tax transparency

Ampol will publish its 2021 Taxes Paid Report in 2023 in accordance with the Board of Taxation's Voluntary Tax Transparency Code on the Ampol website.

Ampol is committed to conducting its business in a way that respects human rights.



Ampol Foundation

The Ampol Foundation is the vehicle through which we deliver our community investment strategy. By leveraging our financial strength, our network, and our people, we aim to bring value and build capacity in the communities in which we operate in, with the focus on improving the lives of all Australians.

Supported by the Ampol Leadership Team and led by a committee of employees, the Foundation supports programs and partners in two key areas – youth education and employment, and community wellbeing and safety.

Proudly powering better journeys for all Australians

As Australia's leading transport energy distributor that operates in hundreds of communities across the country, we are passionate about keeping our people and customers safe and improving the wellbeing of individuals and groups across the country. We are also dedicated to improving access to education amongst disadvantaged youth and believe that investment in education has a long-term positive social impact.

In 2022, we were proud that our community contributions increased 29% to \$4.1 million. Highlights included significant donations to flood relief efforts in NSW and Queensland, along with a renewed push on retail fundraising, which allowed us to deliver over \$1,000,000 in donations to The Smith Family, the Sebastian Foundation and Surf Life Saving Australia.

We also further engaged employees to contribute to our community efforts, with significant growth in engagement and fundraising through our workplace giving program and increasing volunteering hours. Almost 300 employees committed over 900 hours of volunteering nationally across the year. Employee participation in our *Fuelling Change*

workplace giving program also tripled to almost 500 and total funds contributed through this program across the year, including Ampol's matching donations, also tripled to over \$291,000, which was a fantastic outcome.

We also proudly continue to power the next generation of Australian leaders and in 2022 expanded our Ampol Best All Rounder Award program. In December we were proud to present Aaliah Dennison from Devonport's Don College as the inaugural national winner of our Australia's Best All Rounder competition. The competition is an extension of our Best All Rounder Award program, which exists to recognise the all-round achievements of school leavers across the country. The program was first delivered in 1985, with the award now presented in over 2,000 schools nationally each year. The inaugural State and Territory and overall national winners of the competition each received cash grants for themselves and their schools.

Z Energy's Good in the Hood program

Since 2013, Z Energy's Good in the Hood has contributed approximately NZ\$10 million to a wide range of community organisations and initiatives that matter most within New Zealand local communities. In 2022, Z gave NZ\$1 million to a total of 502 local community groups. Having measured the impact of the program in 2022, Z will be implementing the recommended changes to improve outcomes in 2023.

Further information on the community investment programme supported by Z Energy Limited, a wholly owned subsidiary of Ampol, is available on www.z.co.nz.

Ampol Foundation 2023

Our mission

"Proudly powering better journeys for all Australians"

Leverage our people, skills and infrastructure to support communities in need, with a focus on youth education and employment and promoting community wellbeing and safety.

Focus areas

Youth education and employment

Community wellbeing and safety

Major partners



THE SEBASTIAN FOUNDATION

Strategic/ local programs



Employee giving



Communicating with security holders and continuous disclosure

Ampol is committed to giving investors, shareholders and other stakeholders timely and accurate information about our business and performance, including through the Ampol website.

Ampol complies with its continuous disclosure obligations under the *Corporations Act 2001* (Cth) and the ASX Listing Rules. The process and responsibilities of continuous disclosure are detailed within Ampol's Continuous Disclosure Policy, available on our website.

Ampol releases copies of new and substantive investor or analyst presentation materials to the ASX and NZX ahead of the presentations being given. Ampol posts all material information that is released to the ASX and NZX on the Ampol website, and the Board also receives copies of all material market announcements after release.

Ampol has implemented various policies and processes to facilitate and encourage shareholder participation at the Annual General Meeting (AGM). This includes holding AGMs in an accessible location as well as providing a webcast, and encouraging shareholders to submit questions by email to us or the external auditors prior to the AGM. All voting is decided by a poll.

Ampol's investor relations team coordinates an investor relations program with institutional and retail investors, analysts, and meetings with proxy advisers and the financial media to encourage two-way communication with investors to gain a greater understanding of its business.

Ampol's external auditor attends the AGM and is available to answer questions from security holders relevant to the audit in accordance with the *Corporations Act 2001* (Cth).

Ampol encourages security holders to receive communications and payments electronically. Ampol has transitioned to mandatory electronic payments and to electronic investor communications as permitted by the *Corporations Act 2001* (Cth).

Both the Securities Holder Communication Policy and Continuous Disclosure Policy are available on our website.

Security holders can update their payment and communication elections at any time by emailing Ampol.limited@linkmarketservices.com.au or visiting <https://investorcentre.linkgroup.com/> or by contacting Link by telephone on 1300 361 735.

Restrictions on Ampol Securities Trading – hedging, margin lending or derivatives

Ampol's Securities Trading Policy prohibits dealing in Ampol securities and the bonds issued by Z Energy Limited that are listed on NZX when in possession of inside information.

It also prohibits specified Ampol persons (Designated Ampol Personnel) and their associates from dealing in Ampol securities except during limited trading windows. It further prohibits entering into any arrangements that would have the effect of limiting their risk exposure relating to Ampol securities, including vested Ampol securities or unvested entitlements to Ampol securities under Ampol employee incentive schemes. Designated Ampol Personnel must not enter into any margin lending arrangements in respect of Ampol securities.

Designated Ampol Personnel must take reasonable steps, including notifying their connected persons of closed periods, to prevent any closely connected persons from trading in Ampol securities in any way that is prohibited under the policy. Ampol's Securities Trading Policy is available on our website.

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Ampol Limited

ABN/ARBN

40 004 201 307

Financial year ended:

31 December 2022

Our corporate governance statement¹ for the period above can be found at:²

- ☐ These pages of our annual report:
- ☒ This URL on our website: <https://www.ampol.com.au/about-ampol/investor-centre/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 20 February 2023 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 20 February 2023

Name of authorised officer authorising lodgement: Faith Taylor, Company Secretary

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ and we have disclosed a copy of our board charter, available at: https://www.ampol.com.au/about-ampol/investor-centre/corporate-governance	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate governance/charters/”).

⁵ If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5 A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☒ and we have disclosed a copy of our diversity policy at: https://ampol.com.au/about-ampol/investor-centre/corporate-governance and we have disclosed the information referred to in paragraph (c) and our measurable objective for achieving gender diversity in the composition of the board: in the 'Diversity and Inclusion' section of the Corporate Governance Statement available at: https://ampol.com.au/about-ampol/investor-centre/corporate-governance	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.6 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) within: the Board Charter available at https://ampol.com.au/about-ampol/investor-centre/corporate-governance and we have disclosed the information referred to in paragraphs (a) and (b) in the 'Performance Evaluation' section of the Corporate Governance Statement.	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) and whether a performance a performance evaluation was undertaken for the reporting period in accordance with that process in the "Ampol Senior Executives" section of the Corporate Governance Statement	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	☒ and we have disclosed a copy of the charter of the committee at: https://ampol.com.au/about-ampol/investor-centre/corporate-governance and the information referred to in paragraphs (4) and (5) within: the 'Board and Committee Meetings' section of the Annual Report (page 92) available at : https://ampol.com.au/about-ampol/investor-centre/annual-reports	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☒ and we have disclosed our board skills matrix in our corporate governance statement at: https://ampol.com.au/about-ampol/investor-centre/corporate-governance	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement and on the Board of Directors page of our website at: https://ampol.com.au/about-ampol/investor-centre/corporate-governance and the length of service of each director: within the Corporate Governance Statement	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.4	A majority of the board of a listed entity should be independent directors.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values in the Corporate Governance Statement.	☐ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our code of conduct on: the Corporate Governance section of the website at: https://www.ampol.com.au/about-ampol/investor-centre/corporate-governance	☐ set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our whistleblower policy at: https://www.ampol.com.au/about-ampol/investor-centre/corporate-governance	☐ set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our anti-bribery and corruption policy, as part of the Code of Conduct at: https://ampol.com.au/about-ampol/investor-centre/corporate-governance	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☒ and we have disclosed a copy of the charter of the committee at: https://ampol.com.au/about-ampol/investor-centre/corporate-governance and the information referred to in paragraphs (4) and (5) within: the 'Board and Committee Meetings' section of the Ampol Annual Report (page 92) available at: https://www.ampol.com.au/about-ampol/investor-centre/annual-reports	☐ set out in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒	☐ set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure policy at: https://ampol.com.au/about-ampol/investor-centre/corporate-governance	☐ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	☐ set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at: https://ampol.com.au/about-ampol/investor-centre/corporate-governance	☐ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	☐ set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders in the Shareholder Communication Policy available at : https://ampol.com.au/about-ampol/investor-centre/corporate-governance	☐ set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☒ Ampol does not have a separate Risk Committee. Oversight of the entity's risk management framework is the responsibility of the Board, with each standing Committee delegated oversight of specific risks (including financial and non-financial risks). We have disclosed a copy of the charters of the committees at: https://ampol.com.au/about-ampol/investor-centre/corporate-governance	☐ set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☒ and we have disclosed how our internal audit function is structured and what role it performs in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ and we have disclosed whether we have any material exposure to environmental and social risks at: in the following documents: - our Corporate Governance Statement; and - within the 'Risk Management' section of the Ampol Annual Report (page 61) available at: https://www.ampol.com.au/about-ampol/investor-centre/annual-reports The aforementioned documents are available on the Corporate Governance and Annual Report sections at: https://www.ampol.com.au/about-ampol/investor-centre/corporate-governance and https://www.ampol.com.au/about-ampol/investor-centre/annual-reports and, if we do, how we manage or intend to manage those risks at: https://www.ampol.com.au/about-ampol/investor-centre/annual-reports	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☒ and we have disclosed a copy of the charter of the committee at: https://www.ampol.com.au/about-ampol/investor-centre/corporate-governance and the information referred to in paragraphs (4) and (5) at: the 'Board and Committee Meetings' section of the Annual Report (page 92) available at : https://ampol.com.au/about-ampol/investor-centre/annual-reports	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives: in our Corporate Governance Statement and in the Remuneration Report contained in Ampol's Annual Report, which is available on the Annual Reports page our website at: https://www.ampol.com.au/about-ampol/investor-centre/annual-reports	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it at: https://www.ampol.com.au/about-ampol/investor-centre/corporate-governance	☐ set out in our Corporate Governance Statement OR ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	Not applicable.	☐ set out in our Corporate Governance Statement OR ☐ we do not have a director in this position and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	Not applicable.	☐ set out in our Corporate Governance Statement OR ☐ we are established in Australia and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Not applicable.	☐ set out in our Corporate Governance Statement OR ☐ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	Not applicable.	☐ set out in our Corporate Governance Statement
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	Not applicable.	☐ set out in our Corporate Governance Statement