



CORPORATE GOVERNANCE STATEMENT
24 FEBRUARY 2025



INTRODUCTION

We, the members of 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 (**CGF**), 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 2024 to 31 December 2024.



CONTENTS

Corporate Governance Framework	2
Board roles and responsibilities	3
2024 highlights	5
Board composition and non-executive Director tenure	6
Board committees	7
Directors' skills and diversity	9
Non-executive Director remuneration	10
Representation, equity and inclusion	11
2025 REI objectives from the Group Sustainability Strategy, and disclosure on progress against the objectives	12
Risk management	13
Sustainability	15
Code of Conduct	16
Corporate governance policies	17
Communication with security holders and continuous disclosure	18

CORPORATE GOVERNANCE FRAMEWORK

STANDARDS

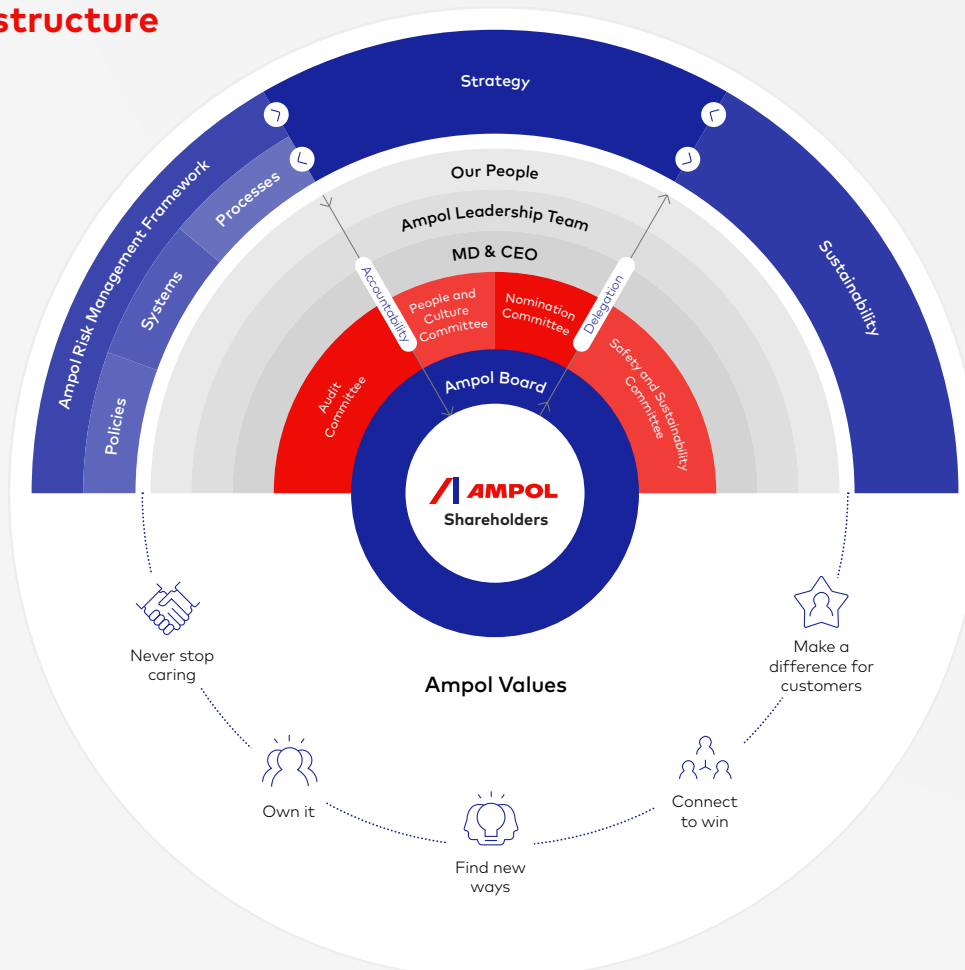
At Ampol, we have a CGF to facilitate **HIGH STANDARDS OF GOVERNANCE.**



The CGF includes a skilled, diverse and independent Board. The non-executive Board members also sit on various Committees of the Board: Audit Committee, People and Culture Committee, Safety and Sustainability Committee and Nomination Committee. The CGF supports 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, Ampol's Risk Management Framework (**ARMF**) and sets out a continued focus on sustainability.

Our CGF structure



BOARD ROLE AND RESPONSIBILITIES

MANAGEMENT

The Board **DIRECTS AND OVERSEES** the performance and management of Ampol.



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

Area	Board responsibility
Culture, values, ethical standards and diversity	<ul style="list-style-type: none"> – 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 Ampol's 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 Representation, Equity and Inclusion (REI) 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	<ul style="list-style-type: none"> – Approve the Business Plan and budget. – Approve and oversee management's implementation of Ampol's overall purpose, 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	<ul style="list-style-type: none"> – 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	<ul style="list-style-type: none"> – 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 (CFO) in relation to financial reports in accordance with the <i>Corporations Act 2001</i> (Cth) (Corporations Act). – Assess the external auditor's independence, based on advice from the Audit Committee, and take 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 to be paid. – Approve changes to Ampol's capital structure and significant funding arrangements.
Governance, legal and regulatory compliance	<ul style="list-style-type: none"> – Establish appropriate standards of corporate governance, and legal and regulatory compliance. – Approve policies dealing with continuous disclosure, securities trading and shareholder communication. – Approve the Board and Committee Charters, the Statement and ASX Appendix 4G.

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

BOARD ROLE AND RESPONSIBILITIES CONTINUED

Area	Board responsibility
Risk management (financial and non-financial)	<ul style="list-style-type: none"> – Approve the ARMF, which manages 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, as implemented by management. This includes the identification, assessment, elimination, avoidance and control of these 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 its work, health and safety (WHS) and environmental obligations.
People and culture matters	<ul style="list-style-type: none"> – Approve the selection, appointment terms, remuneration, cessation of employment of, 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 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 framework (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 executives and Ampol staff.
Health, safety, environment and sustainability	<ul style="list-style-type: none"> – Approve Ampol's systems, policies and processes, and oversee performance in relation to health, personal and process safety, environmental performance, climate-related risks and opportunities, reconciliation action plan, community activities and investment, human rights, resources efficiency, responsible procurement and ESG matters.

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



HIGHLIGHTS

2024 HIGHLIGHTS

During 2024, the Board focused on the governance areas highlighted below.



NZX Delisting

The delisting of Ampol from the Main Board of NZX Limited, and the move to a single listing on the ASX to streamline governance, given the small number of NZX shareholders and the accessibility of the ASX to New Zealand-based shareholders.

Representation, Equity and Inclusion Update

The continued maturing of our REI strategy by way of the update to the REI Policy in December 2024 to provide greater clarity on strategic intent, and roles and responsibilities at Ampol, and the introduction of a new REI operating model including a multi-year REI strategy in 2024. Further details on the REI operating model are provided on page 12.

Modern Slavery Statement

Ampol's initiatives and activities to address modern slavery as detailed in its most recent Modern Slavery Statement included greater detail of the screening and assessment of suppliers by way of case studies, and explained the delivery of a new Ampol Group modern slavery training module to key personnel in Australia.

See our Modern Slavery Statement at
www.ampol.com.au/sustainability/human-rights

Whistleblower Policy Update

A review of Ampol's whistleblower program was undertaken in 2024 to align the program with best practices, which included an update to the Ampol Whistleblower Policy in August 2024 and saw the completion of the training rollout to the people involved in the Ampol whistleblower program.

Innovate Reconciliation Action Plan

The launch of Ampol's third Innovate Reconciliation Action Plan (RAP) in September 2024 and a refreshed RAP working group in early 2024 to drive governance of the RAP.

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



BOARD COMPOSITION AND NON-EXECUTIVE DIRECTOR TENURE

Board composition and independence

As at the date of this Statement, the Board comprises eight independent non-executive Directors (**NEDs**), including the Chairman, plus the MD & CEO.¹ The details regarding the Board of Directors are available in the 2024 Annual Report and on the Board of Directors page on our website, <https://www.ampol.com.au/about-ampol/who-we-are/board-of-directors>.²

<p>Steven Gregg (Chairman) Independent, NED</p> <p>● 9 October 2015 ● 9 years, 4 months</p>		<p>Matthew Halliday MD & CEO</p> <p>● 29 June 2020 ● 4 years, 8 months</p>	
<p>Simon Allen Independent, NED</p> <p>● 1 September 2022 ● 2 years, 5 months</p>	<p>Melinda Conrad Independent, NED</p> <p>● 1 March 2017 ● 7 years, 11 months</p>	<p>Elizabeth Donaghey Independent, NED</p> <p>● 1 September 2021 ● 3 years, 5 months</p>	<p>Michael Ihlein Independent, NED</p> <p>● 1 June 2020 ● 4 years, 8 months</p>
<p>Gary Smith Independent, NED</p> <p>● 1 June 2020 ● 4 years, 8 months</p>	<p>Penny Winn Independent, NED</p> <p>● 1 November 2015 ● 9 years, 3 months</p>	<p>Guy Templeton Independent, NED</p> <p>● 1 January 2025 ● 2 months (election required at 2025 AGM)</p>	
<p>Audit Committee Michael Ihlein (Chairman)</p> <p>Melinda Conrad</p> <p>Gary Smith</p> <p>Penny Winn</p>	<p>People and Culture Committee Melinda Conrad (Chair)</p> <p>Elizabeth Donaghey</p> <p>Michael Ihlein</p>	<p>Safety and Sustainability Committee Penny Winn (Chair)</p> <p>Simon Allen</p> <p>Elizabeth Donaghey</p> <p>Gary Smith</p> <p>Guy Templeton</p>	<p>Nomination Committee Steven Gregg (Chairman)</p> <p>Simon Allen</p> <p>Melinda Conrad</p> <p>Elizabeth Donaghey</p> <p>Michael Ihlein</p> <p>Gary Smith</p> <p>Penny Winn</p> <p>Guy Templeton</p>

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 those criteria. All of our NEDs satisfy Ampol's criteria for independence as at the date of this Statement.

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.

Conflicts of interests

In accordance with the requirements of the Corporations Act and our Board Charter, Directors must declare any conflict of interest they may have, and may abstain from participating in any discussion or voting on matters in which they have a material personal interest.

- Date of appointment
- Non-executive Director tenure as at 24 February 2025

1. Mark Chellew retired from the Ampol Board as an independent non-executive Director, effective 9 May 2024. Guy Templeton joined the Ampol Board as an independent non-executive Director, effective 1 January 2025.
2. On 20 January 2025, Ampol announced that Helen Nash and Stephen Pearce will join the Ampol Board as independent non-executive Directors, effective 1 March 2025. Also, Helen Nash will join the People and Culture Committee and Nomination Committee, and Stephen Pearce will join the Audit Committee and Nomination Committee, effective 1 March 2025.

BOARD COMMITTEES

The Board has established four standing Committees. Each Committee has a Charter, is comprised of 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.

Copies of each of the Committee Charters are available on the Corporate Governance page of Ampol's website

► www.ampol.com.au/about-ampol/investor-centre/corporate-governance

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 effectiveness of the ARMF, the Ampol Risk Management Policy and risk management systems and reporting, as well as monitor management's performance against the ARMF as it relates to financial risks.
- Review the findings, plans, independence and performance of Ampol's internal audit function, as well as appointed external auditors.
- Approve the scope of Ampol's internal audit function as it relates to financial matters, the Internal Audit Charter, and any change to the Head of Internal Audit.

People and Culture Committee

- Assist the Board to fulfil its corporate governance and oversight responsibilities in relation to Ampol's Code of Conduct, remuneration framework, succession planning, remuneration and REI disclosures.
- Review measurable objectives for achieving REI and review, on an annual basis, progress made towards achieving those objectives.
- Approve Ampol's annual employee salary program and aspects of Ampol's short-term and long-term incentive plans.
- Review the total remuneration pool available, and the remuneration framework, for NEDs.
- Review, together with the MD & CEO, the remuneration (including retention and termination payments) to the ALT and succession planning for ALT positions.
- Review the Remuneration Report and any remuneration disclosures in the Annual Report.
- Review and monitor the effectiveness of management programs in relation to Ampol's culture, engagement and talent.

Safety and 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;
 - modern slavery;
 - product quality in Fuels & Lubricants and Food;
 - ESG matters; and
 - carbon performance and reporting,
 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 annual internal audit plan and Internal Audit Charter in relation to health, safety, environment and sustainability.
- Address the appropriateness and adequacy of Ampol's safety, environment and sustainability practices to manage material risks.
- Review sustainability issues including climate change, human rights, community activities, and investment and business ethics.

Nomination Committee

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

BOARD COMMITTEES CONTINUED

Membership requirements

Audit Committee

- Consist of at least three NEDs, all of whom must be independent.
- Committee Chair must be independent and must not simultaneously be Board Chair.
- Have at least one member with significant relevant financial and/or accounting experience.

People and Culture Committee

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

Safety and Sustainability Committee

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

Nomination Committee

- Consist 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 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, in the 'Board and Committee Meetings' section, 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 NED which sets out the terms of their appointment.

Newly appointed NEDs hold office until the end of the next Annual General Meeting (AGM), and are eligible for election by shareholders at the AGM. The MD & CEO is Board-appointed and not required to be elected 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 each NED's biographical information and any material information that could facilitate an informed decision by a shareholder on whether to elect or re-elect a NED. A recommendation to re-elect a NED at the end of their term is not automatic.

Induction and training

All newly appointed Directors are required to participate in an induction program, and receive induction materials to assist them with becoming familiar 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 requirements 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 broader program that is reviewed annually to assist Directors to maintain the skills and knowledge needed to perform their role effectively. Additionally, there is a mixture of internal and external training that is offered to Directors from time to time.

In 2024, the Board attended the Lytton Refinery in Queensland as a site visit, and visited the Singapore office and South Korea as part of its international visit in October 2024.

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, which includes one-on-one interviews with Directors and key executives, and a report which is discussed with the whole Board. The Chair also discusses the report with individual Directors and key executives. An external consultant was last engaged in 2023 to facilitate an independent review of the performance of the Board and its standing Committees, and of the Board's skills and diversity. The independent review was completed in May 2023. A performance evaluation was not undertaken in the year ending 31 December 2024.

DIRECTORS' SKILLS AND DIVERSITY

Directors' skills and diversity

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

Details of the skills, experience, qualifications, expertise and Committee membership of each Director are 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

	<p>Strategic and commercial acumen</p> <p>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.</p>
	<p>Financial acumen</p> <p>Financial knowledge, accounting or related financial management qualifications and experience.</p>
	<p>Leadership</p> <p>Held CEO or similar positions or experience in senior leadership roles, including on the boards of other significant listed companies.</p>
	<p>Risk and compliance</p> <p>Experience in anticipating and identifying key risks to the organisation and monitoring the effectiveness of risk management frameworks and controls.</p>
	<p>Industry experience</p> <p>Experience in the energy, oil or gas industries. This includes advisory roles for these industries.</p>
	<p>International experience</p> <p>Having a global perspective through exposure or responsibility for international operations.</p>
	<p>Convenience retail experience</p> <p>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.</p>
	<p>Public policy/regulatory</p> <p>Interaction with government and regulators and involvement in public policy decisions.</p>
	<p>Capital projects</p> <p>Experience working in an industry with projects involving large-scale long-cycle capital outlays.</p>
	<p>Technology</p> <p>Experience with the application of technology in large complex businesses, and experience in technology strategies and innovation.</p>
	<p>Corporate governance</p> <p>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.</p>
	<p>Health, safety, climate change and ESG</p> <p>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.</p>
	<p>HR/Remuneration</p> <p>Understanding the link between strategy, performance and remuneration outcomes.</p>
	<p>People, culture and conduct</p> <p>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 REI.</p>
	<p>Customer</p> <p>Experience in industries with a high degree of customer-centricity.</p>

 Number of Directors with the requisite skill.

DIRECTORS' SKILLS AND DIVERSITY CONTINUED



Non-executive Director remuneration

Remuneration for NEDs is fixed and is subject to a remuneration pool of \$3,000,000 per annum, which was approved by shareholders at the 2024 AGM. NEDs do not participate in any incentive plans or receive any performance-based remuneration or retirement benefits schemes. At Ampol, NEDs 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 annual Board base fee, within three years of appointment to the Board. As at the date of this statement, all NEDs comply with, or are on track to comply with, the minimum shareholding requirement.

Details of NEDs' fees and shareholdings and senior executive remuneration are disclosed in the Remuneration Report contained in Ampol's Annual Report, which is available on our website www.ampol.com.au/about-ampol/investor-centre/annual-reports.

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 to the Board, through the Chair, 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 Secretaries currently appointed, refer to the 2024 Annual Report.

Ampol senior executives

Senior executives enter into a service agreement (contract of employment) upon their appointment. The material terms of Key Management Personnel (**KMP**) 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. Ampol's Remuneration Report also discloses our policies and practices regarding remuneration, including that of the MD & CEO and KMP.

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 2024. The MD & CEO annually reviews the performance of the ALT and reports to the People and Culture Committee on their performance. The performance of the ALT has been assessed for the year ended 31 December 2024 in accordance with the performance evaluation process.

Ampol Leadership Team

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

REPRESENTATION, EQUITY AND INCLUSION

DELIVERING

At Ampol, our ambition is excellence in REI. We believe that this is critical to delivering sustainable value for our people, customers, shareholders and the communities in which we operate.



Representation, Equity and Inclusion Policy and Operating Model

The Board is responsible for the review and oversight of Ampol's REI Policy. The Policy requires the Board, with support from the People and Culture Committee, to set measurable objectives for achieving gender equity and other key REI targets, and to annually assess both the objectives and the Group's progress in achieving them.

In 2024 we introduced a new REI Operating Model, including a multi-year REI Strategy which strengthened our approach by:

- defining holistic attributes of success;
- providing the ability to scale efforts at both Group and local business unit levels; and
- maturing from a centralised to distributed leadership model.

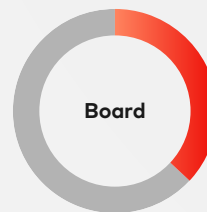
The REI operating model centres on four attributes of success, being **Ambition and Beliefs, Governance, Enablers and Focus Areas & Initiatives.**

Across the year, we have established and built momentum across each of these attributes, and the 2024 results are a positive illustration of initial progress in our multi-year strategy.

As part of our REI Strategy, we are incorporating learnings into our 2025 approach, to mature and pursue excellence in REI.

For more information about the elements of the REI Operating Model, refer to Ampol's 2024 Sustainability Report that can be found at <https://www.ampol.com.au/about-ampol/investor-centre/sustainability-reports>.

Ampol's **Representation, Equity and Inclusion Policy** can be found at <https://www.ampol.com.au/about-ampol/investor-centre/corporate-governance>.



Female 37% Male 63%



Female 42% Male 58%



Female 42% Male 58%

* 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 Korn Ferry Hay Grade methodology.

REPRESENTATION, EQUITY AND INCLUSION CONTINUED

During 2024, we continued progressing our core focus areas – Gender, LGBTQ+ and Indigenous. The table below sets out the highlights and key achievements throughout 2024.

Focus area	2024 progress
Gender*	<ul style="list-style-type: none"> We reached a gender-based pay difference between like-for-like roles of -0.9% (in favour of males). This puts us within our desired appetite of +/- 1% for gender-based pay differences for like-for-like roles. We made good progress against our overall gender pay gap by reducing our position by two percentage points, from 13.7% in 2023 to 11.7% in 2024 (both in favour of males). In terms of our gender representation: <ul style="list-style-type: none"> The Ampol Board continues to have women holding no less than 30% of Board positions. Our overall Company gender representation was 42% female, exceeding our 40 / 40 / 20 target. 42% of our Senior Leaders^ are female, also exceeding our 40 / 40 / 20 target. <p><small>^Senior Leaders means the 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 Korn Ferry Hay Grade methodology.</small></p>
Indigenous (AUS)	<ul style="list-style-type: none"> Achieved an increase in Aboriginal or Torres Islander representation in our Australian workforce (from 2.9% in 2023 to 3% in 2024). Delivering 86% of planned activity in our 2022 – 2024 RAP. Commenced a partnership with an external Aboriginal and Torres Strait Islander advisor to bring their guidance, coaching and insight to our future efforts. Delivered a more than six-fold increase in our annual procurement spend (compared to 2023), with Aboriginal and Torres Strait Islander suppliers. Launched our 2024 – 2026 Innovate level RAP to create impact across key opportunities including community connections, employment experience and education, and cultural learning.
Indigenous (NZ)	<ul style="list-style-type: none"> Strengthened our Te Tiriti/Te Ao Māori capability through our Te Terenga program, that saw extensive engagement and the appointment of two new specialist employees. Upskilling sessions were held with teams to provide guidance on how to utilise the Iwi Engagement Framework and Iwi Engagement Register.
LGBTQ+	<ul style="list-style-type: none"> Maintained Bronze employer status in the Australian Workplace Equality Index, a national benchmarking study in LGBTQ+ inclusive workplace practices. Z Energy received external Rainbow Tick reaccreditation (a New Zealand- specific accreditation) in 2024, marking the fifth year of this achievement in LGBTQ+ inclusion.

2025 REI objectives from the Group Sustainability Strategy, and disclosure on progress against the objectives

Objective

Maintain gender-balanced representation across the overall workforce at	Maintain representation of female senior leaders within target range of	Manage our gender-based pay difference on like-for-like roles to	Ensure our Australian-based workforce who identify as Aboriginal or Torres Strait Islander is
40 / 40 / 20	40 / 40 / 20	+ / - 1%	3%

Outcomes as at 31 December 2024

42 / 58 / 0	42 / 58 / 0	-0.9%	3%
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* Ampol is a 'relevant employer' under the Workplace Gender Equality Act 2012 (Cth) (the Act) and is required to submit an annual report to WGEA regarding a series of 'Gender Equality Indicators' as defined by the Act. Our latest WGEA report can be accessed at <https://www.ampol.com.au/-/media/files/ampol-au/about-ampol/Careers/WGEA-Report-2023-2024>

^ 40/40/20 refers to gender targets of 40% men, 40% women and 20% of any gender.

RISK MANAGEMENT

Ampol’s commitment to risk management

Ampol is committed to proactively identifying and managing both risks and opportunities. Our strategic forward-looking approach to risk management prioritises the safety and wellbeing of our people, customers, communities, and the environment. It is also fundamental to achieving our strategic objectives and maintaining a competitive advantage in a rapidly evolving market.

By leveraging our ISO 31000-based risk management framework, we anticipate challenges and capitalise on emerging trends like the energy transition to help to ensure long-term resilience. Our commitment and forward-looking approach to risk and opportunity management enables us to build value creation for our stakeholders, including customers and shareholders.

Risk management governance

Our approach to risk management is underpinned by top-level commitment, ensuring alignment with our strategic objectives and corporate values. Key elements include:

- **Board-approved policy:** The Ampol Risk Management Policy, approved by the Board, establishes the roles and responsibilities of the Board and senior management.

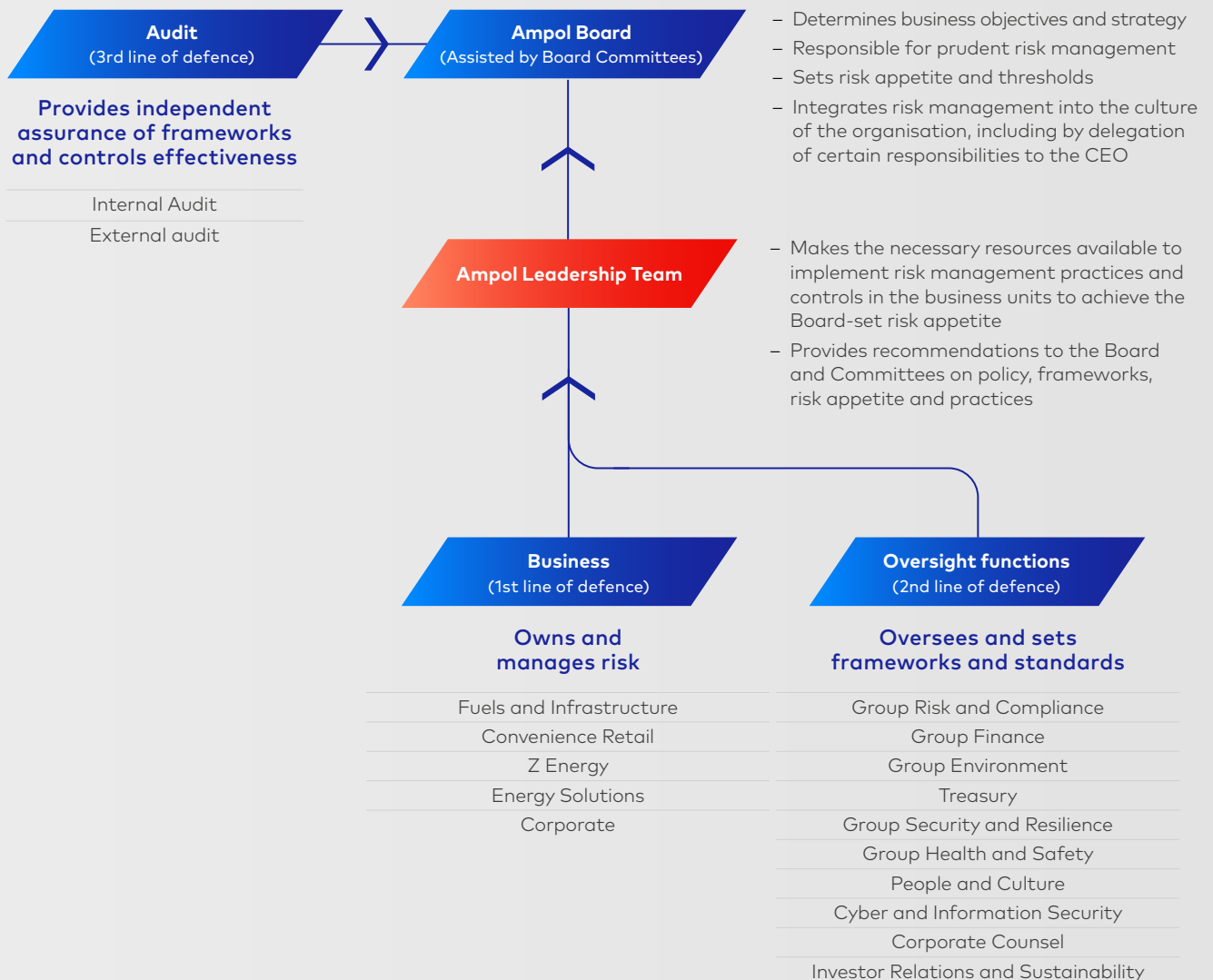
- **Board oversight:** The Board, Audit Committee, Safety and Sustainability Committee, and People and Culture Committee receive reports on material risks relevant to their responsibilities.
- **Executive accountability:** Each material risk has a nominated risk owner from the ALT. The ALT is accountable for ensuring an annual review of the risk and reporting the findings to the Board.

Ampol has adopted the Three Lines Model (3LM) as a core component of its risk management framework to monitor comprehensive oversight and management of risks across the organisation.

This model delineates responsibilities among operational management (first line), treasury, risk management, and other functions (second line), and internal audit (third line). Operational managers are tasked with identifying and managing risks in their day-to-day activities, while Group Risk and other second line functions provide oversight, establish frameworks, and ensure adherence to policies. Internal audit provides independent assurance of the effectiveness of the controls and processes.

By integrating the 3LM model, Ampol has fostered a culture of risk awareness and clear accountability. This structured approach mitigates risks and positions Ampol to remain resilient and adaptive in a dynamic business environment.

Ampol risk oversight structure



RISK MANAGEMENT CONTINUED

Risk management approach

Ampol has adopted a top-down, bottom-up risk management approach to ensure the systematic identification and effective management of financial and non-financial risks across all areas of the business. This combined approach provides a comprehensive view of Ampol's risk profile:

- **Top-down:** Risk identification, assessment, and mitigation begin at the enterprise level, focusing on the overall strategy. This process considers broad risks that could affect Ampol as a whole and breaks them down into specific risks for individual departments or projects.
- **Bottom-up:** Starts at the granular level, where individual tasks, projects, or processes are evaluated for potential risks. These risks are then escalated to higher management levels, helping to build a holistic picture of Ampol's overall risk profile.

Ampol's Risk Management Framework

Ampol has established a comprehensive Enterprise Risk Management Framework to proactively and systematically identify, analyse, treat, and monitor risks that could impact business and strategic objectives, aligning with the international standard for Risk Management (ISO 31000:2018) and the ASX Recommendations. Key elements of the framework include:

- **Establishing context:** Understanding the internal and external context to identify and assess risks effectively. This involves considering the internal environment, strategic objectives, and a range of external factors, including political, economic, social, technological, environmental, legal, and ethical factors.
- **Risk identification:** Systematically identifying risks that could affect the effective delivery of the company's business strategy, considering internal and external contexts.
- **Risk analysis:** Analysing the likelihood and potential impact of identified risks to estimate the level of risk.
- **Risk evaluation:** Comparing the estimated level of risk to the Ampol risk tolerance and acceptance criteria to determine whether it is acceptable or requires treatment.
- **Risk treatment:** Developing and implementing options to address the risk, which may be avoiding the risk, taking or increasing the risk to pursue an opportunity, removing the risk source, changing the likelihood or consequences through control measures, sharing the risk with another party, or retaining the risk by informed decision.
- **Monitoring:** Continuously monitoring risks and the effectiveness of control measures to ensure they function as intended.
- **Review:** Each year, the Ampol Board reviews and determines whether the risk management framework remains sound, and is operating with due regard to the risk appetite set by the Board. This review took place for the year ended 31 December 2024.
- **Consultation and communication:** Engaging with stakeholders at all levels to ensure a comprehensive understanding of risks and effective communication of risk management activities.

As part of our ongoing commitment to resilience and sustainable growth, Ampol has integrated the management of enterprise risks and opportunities into our strategic planning and decision-making processes.

A summary of our material risks and their mitigations can be found on pages 79 to 84 of the 2024 Annual Report, made available on our website.

A copy of the Ampol 2024 Sustainability Report can be found at <https://www.ampol.com.au/sustainability>.

Internal audit

Ampol's internal audit function operates independently to provide the Board and senior management with objective assurance and comprehensive insights into the adequacy and efficacy of our risk management, control, and governance processes. Adhering to the plans approved by the Audit and Safety and Sustainability Committees, the internal audit function evaluates financial, strategic, compliance, health, safety, environmental, and sustainability risks. Regular reporting to the respective Committees and senior management maintains transparency and accountability.

The General Manager, Group Audit & Risk, who reports administratively to the Group CFO and maintains direct reporting lines to the Chair of the Audit Committee and the Chair of the Safety and Sustainability Committee, facilitates regular and open communication. Additionally, Committee Chairs meet privately on a periodic basis with the General Manager, Group Audit & Risk to maintain rigorous oversight.



RISK MANAGEMENT CONTINUED

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 CFO 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 CFO provided the Board with these written declarations for Ampol's full-year and half-year financial statements in respect of the financial year ended 31 December 2024.

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. The report is approved for release by the Board, the MD & CEO or Ampol Disclosure Officers as appropriate.

Sustainability

Ampol is committed to delivering sustainable outcomes across the communities in which we operate. We recognise that sustainability is integral to our corporate strategy and long-term success, providing value to customers, communities, and shareholders alike.

Ampol's 2023–2025 Sustainability Strategy outlines our near-term sustainability goals and targets, which are reviewed annually.

The 2023–2025 Sustainability Strategy may be found at <https://www.ampol.com.au/sustainability/about>.

The Safety and Sustainability Committee and the Audit Committee both play key roles in supporting the Board's oversight and governance responsibilities. The Safety and Sustainability Committee assists the Board in reviewing, advising and making recommendations to the Board on systems, policies, processes and performance relating to sustainability-related topics including climate, health & safety, and modern slavery compliance. Meanwhile, the Audit Committee assists the Board in fulfilling its corporate governance and oversight responsibilities relating to the effectiveness of the Group corporate reporting process, internal control environment and risk management framework. Together, both Committees contribute to the Board's comprehensive oversight of sustainability, governance, and risk management.

The Board Committee Charters, as well as all other sustainability-related governance policies and documents, may be found at <https://www.ampol.com.au/about-ampol/investor-centre/corporate-governance>.

Details of Ampol's material exposure to climate change, environmental, social and safety risks and opportunities, as well as details of how Ampol manages them, are referred to in the Risk Management section of our 2024 Annual Report.

Further information on material sustainability topics may be found in the 2024 Sustainability Report, published within the 2024 Annual Report or at <https://www.ampol.com.au/sustainability>.



RISK MANAGEMENT CONTINUED

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 Ampol. 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 with respect to health and safety, fitness for work, drugs and alcohol, REI, human rights, and prevention of inappropriate workplace behaviours (including discrimination, harassment and bullying). The Code sets out a commitment toward operational excellence, incorporates a proactive system of risk management, and considers how Ampol will work with communities, conduct workplace giving, and approach corporate sponsorship and political activities. It further includes how Ampol will work with governments and regulatory authorities (from whom we may receive requests for information), comply with laws around fair competition and international sanctions, and communicate with our shareholders, the financial community and other stakeholders. Ampol has zero tolerance for bribery, corruption and fraud, as set out in the Code. The Code is supported by the Ampol Group Anti-Bribery and Corruption, Gifts & Hospitality Standard.

The Board receives a report on any instances of material breaches of the Code twice a year.

Reportable conduct under the Code includes, but is not limited to:

- breaches of regulations, laws or obligations under a contract;
- breaches of Ampol'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).

CORPORATE GOVERNANCE POLICIES

Whistleblower Policy

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 relation to 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 who manage and oversee the handling of reports made under the Ampol Whistleblower Policy, as well as appointed Whistleblower Protection Officers who ensure whistleblowers receive adequate protections.

The Board, through the People and Culture Committee, has oversight of and is informed of any material incidents reported under the Ampol Whistleblower Policy.

The Ampol Whistleblower Policy is available on the Ampol website at 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 (as defined in the Policy); and
- breaches of laws or regulations.

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, including forced labour. The Safety and Sustainability Committee oversees the implementation of the Human Rights Policy.

The Human Rights Policy is supported by the Supplier Code of Conduct and the Code of Conduct, which promotes a culture of diversity, as well as 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 and its subsidiaries (which is embedded in all of Z Energy's standard supplier agreements) sets clear expectations of all Z Energy's suppliers regarding ethical, social and environmental business practices, and provides a framework for meaningful and collaborative partnerships that ultimately work to enhance our communities, increase efficiency and reduce our environmental impact together.

The Ampol Human Rights Policy is available on the Ampol website at www.ampol.com.au/about-ampol/investor-centre/corporate-governance.

Modern Slavery Statement

The Modern Slavery Statement includes an outline of Ampol's approach to managing and mitigating modern slavery risks across our operations and supply chain. The Modern Slavery Statement includes an outline of Ampol's operations and supply chains, its approach to managing and mitigating modern slavery risks and how it assesses the effectiveness of its modern slavery program.

We have established a program to support our business divisions to identify the nature and severity of potential modern slavery risks. The insights from this work inform our tailored approach, which helps us to identify and put in place mitigation steps, where required.

We have continued to assess supplier compliance and embedded this as part of our business-as-usual practice in 2024.

All Ampol employees and contractors are required to acknowledge and agree to the Ampol Code of Conduct when onboarding. Ampol employees are required to refresh their understanding of the obligations and expectations under Ampol's Code of Conduct every two years through a mandatory online training module. We will continuously review the Ampol Code of Conduct training to identify opportunities to strengthen employee awareness of modern slavery risks and grievance mechanisms. In the most recent reporting year, a new mandatory training module was introduced to create awareness of modern slavery risk, and response processes. The new module was delivered to selected employees who make supply-chain decisions. Ampol has also established working groups focused on fostering new ideas and addressing opportunities across operations and supply chains, in line with the Human Rights Policy.

The Modern Slavery Statement meets Ampol's reporting requirements under Commonwealth legislation and is submitted to the Commonwealth online register in June in the year following the relevant reporting period. The Ampol Modern Slavery Statement is maintained by the Attorney-General's Department and can be found on <https://modernslaveryregister.gov.au/>.

Tax transparency

Ampol published its 2023 Taxes Paid Report in August 2024, in accordance with the Australian Government's Tax Transparency Code, on the Ampol website at www.ampol.com.au/about-ampol/investor-centre/reports-and-presentations.

CORPORATE GOVERNANCE POLICIES CONTINUED

Communicating with security holders and continuous disclosure

Ampol is committed to providing its investors, shareholders and other stakeholders with timely and accurate information about its business, performance, and governance, including through the Ampol website.

Ampol complies with its continuous disclosure obligations under the Corporations Act and the ASX Listing Rules. Ampol's processes for complying with its continuous disclosure responsibilities are detailed within Ampol's Continuous Disclosure Policy.

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

Ampol has implemented various policies and processes to facilitate and encourage shareholder participation at the AGM. This includes holding AGMs in an accessible location, holding a hybrid AGM in 2024 (and again in 2025) to provide shareholders with an opportunity to engage with Directors both in person (for those in Sydney) and virtually (for those who cannot attend in Sydney in person), and providing an accompanying webcast. Shareholders are encouraged to submit questions by email to us or to the external auditor prior to the AGM. Virtual attendees to the AGM are able to participate via the online platform detailed in the Virtual Meeting Online Guide, available at www.ampol.com.au. All voting is decided by poll. Ampol's investor relations team coordinates an investor relations program with institutional and retail investors, analysts, as well as meetings with proxy advisers and the financial media. This is to encourage two-way communication with investors to gain a greater understanding of our business. Ampol's external auditor attends the AGM and is available to answer audit-related questions from security holders, in accordance with the Corporations Act.

Ampol encourages shareholders to send and receive communications with Ampol and receive payments electronically. Ampol has transitioned to mandatory electronic payments and to electronic investor communications as permitted by the Corporations Act. Both the Shareholder Communication Policy and Continuous Disclosure Policy are available on our website at <https://www.ampol.com.au/about-ampol/investor-centre/corporate-governance>.

Shareholders can update their payment and communication elections at any time by emailing ampol.limited@cm.mpms.mufg.com or visiting <https://au.investorcentre.mpms.mufg.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 when in possession of inside information.

Ampol's Securities Trading Policy further prohibits specified Ampol persons (Designated Ampol Personnel) and their associates from dealing in Ampol securities, except during limited trading windows, and from entry 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 are required to take reasonable steps, including notifying their closely connected persons¹ 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 at <https://www.ampol.com.au/about-ampol/investor-centre/corporate-governance>.

1. 'Closely connected persons' of Ampol staff includes immediate family members, companies, businesses or trusts in which Ampol staff hold a controlling interest and/or are a Director or trustee where Ampol staff are beneficiaries.

