



Electricity Retailer Authorisation Application

Originally Submitted: October 2021

Revised: December 2021

INTRODUCTION TO AMPOL	4
PART 1: GENERAL PARTICULARS	7
1. Legal name	7
2. Trading name	7
3. Australian Business Number (ABN)	7
4. Registered business address and address for correspondence	7
5. Contact person	7
6. Form of energy for which retailer authorisation is sought	7
7. Commencement date	7
8. Nature and scope of operations proposed	7
9. Jurisdictions	7
10. Customers	7
PART 2: ENTRY CRITERIA	8
A: Organisational and technical capability	8
1. Energy retail experience	8
2. Other relevant retail experience	10
3. Bringing further energy retail capability to Ampol Energy	12
4. Organisation chart	14
5. Organisation details	15
6. Officers' experience	15
7. Third-party resourcing	15
8. Business Plan	16
9. Compliance Strategy	17
10. Risk management	19
11. External assurance of risk management and compliance strategies	19
12. Additional information: Ability to operate in accordance with Retail Law	19
13. Evidence of membership of a recognised energy industry ombudsman scheme	20
14. Evidence of any agreements / arrangements in place with key market players	20
15. Additional information: Organisational and technical capacity	21
B: Financial capacity criterion	22
1. Audited financial reports	22
2. Evidence of long and / or short term credit rating/s (if available).	22
3. Start-up businesses	22
4. Relationship with Ampol Limited	22
5. Contractual arrangements	22
6. Consolidated financial statements	22
7. Going concern declaration	22

8. Solvency declaration	23
9. Capital arrangements	23
10. Forecast revenue and expenses	23
11. Additional information: financial capacity	23
C: Suitability criterion	24
1. Regulatory compliance history of officers	24
2. Prosecution details	24
3. Criminal history check	24
4. Chief Financial Officer (or Chief Executive Officer) declarations	24
5. Full names and current residential addresses of all officers	24
6. Probity policies and procedures	25
7. Additional information: character and past performance of officers	25
ATTACHMENTS	26

Introduction to Ampol

Ampol's proud Australian history

As an iconic Australian company, with operational roots tracking back over 120 years, Ampol is the largest Australian fuel and convenience brand listed on the Australian Securities Exchange providing us with a unique perspective and focus on the Australian economy.

Proudly Australian, we have grown from humble beginnings to become the nation's outright leader in transport fuels, supplying approximately one third of all Australia's transport fuel needs.

Through a flexible fuel supply chain and unparalleled focus on safety, we have forged a reputation for providing reliable supply of high-quality fuels and lubricants to a diverse number of customer segments, including retail, mining, agriculture, aviation, transport, small-to-medium enterprises, marine, automotive and government.

Across Australia we have 17 fuel terminals, 57 depots and five pipelines, which are kept supplied through both our Lytton Refinery in Brisbane and direct product imports. Ampol also has trading offices in Singapore and Houston, Texas.

What really sets Ampol apart from other refiner-marketers in Australia is that we're an Australian company that operates independently, with all decisions made by management and the Board in Australia.

Serving customers throughout Australia

Ampol is one of the largest convenience retailers in Australia, supplying fuel through almost 2,000 branded retail sites across the country, including sites that are owned and operated by Ampol, supplied through wholesale arrangements and those who operate as trusted distributors under the Ampol banner.

Ampol's diverse customer base includes more than 80,000 B2B customers which range from large scale industrial/resource companies to farmers, fleet operators and the Defence Force. In addition Ampol proudly serves more than 3 million customers each week through our own retail network of ~700 retail sites.

With a diverse supply chain ranging from shipping and trading across international jurisdictions through to operating terminals, depots, fleets and retail sites in each state and territory in Australia Ampol has extensive experience in the safe and reliable supply of transport fuels and adhering with complex regulation governing competition, environmental controls, and the supply of hydrocarbons.

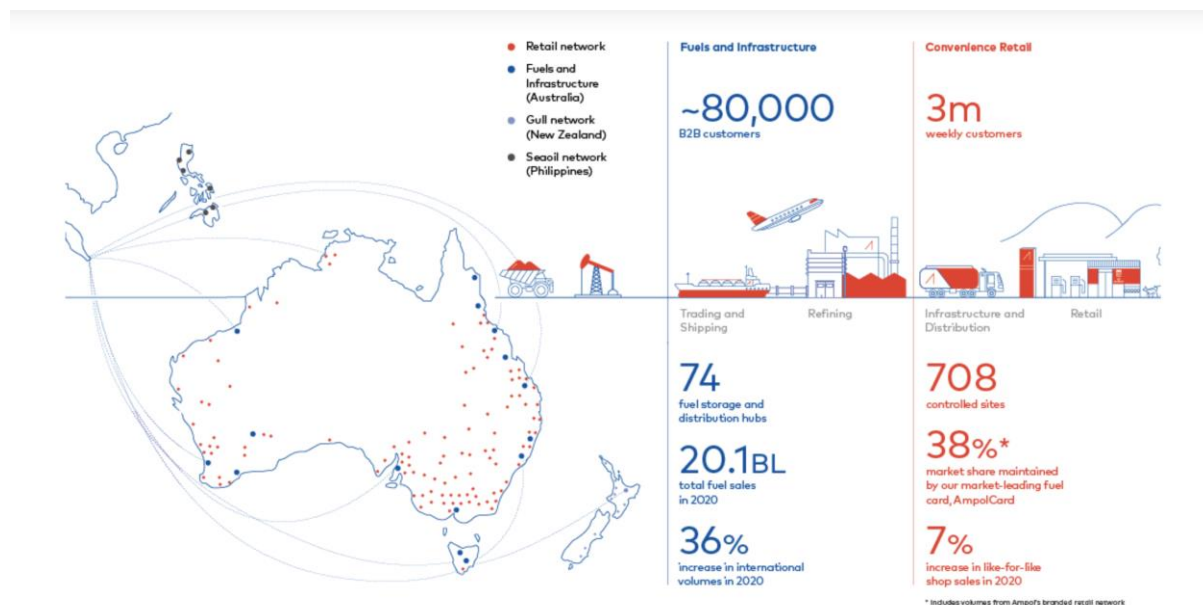
Our dedicated workforce of more than 8,000 direct employees, provide Ampol with expertise in operations from Refinery Engineers to Supply Planners and Traders to Console Operators.

Ampol's global trading and shipping operations are managed, through our teams in Houston and Singapore, to successfully source crude and refined product for the Australian market, as well as operations in New Zealand and the Philippines.

These operations are then supported by supply schedulers, terminal operations, distribution and other key personnel to support the safe and reliable supply of product to market, resulting in the stable supply chain which Ampol is proud to manage.

Ampol's expertise also encompasses the complex regulatory environments which we operate within given both the risks associated with the storage, transport and marketing of transport fuels, but also the highly competitive and monitored nature of the retail fuels market.

This expertise has ensured reliable supply throughout Australia, delivering on our promise to our customers of timely delivery of high-quality fuels. This in turn has built trust across our broad range of customers, meaning they have confidence in Ampol, the market leader, to deliver on our promise, critical for ensuring efficient supply across all circumstances.



Leading Australia's carbon transition

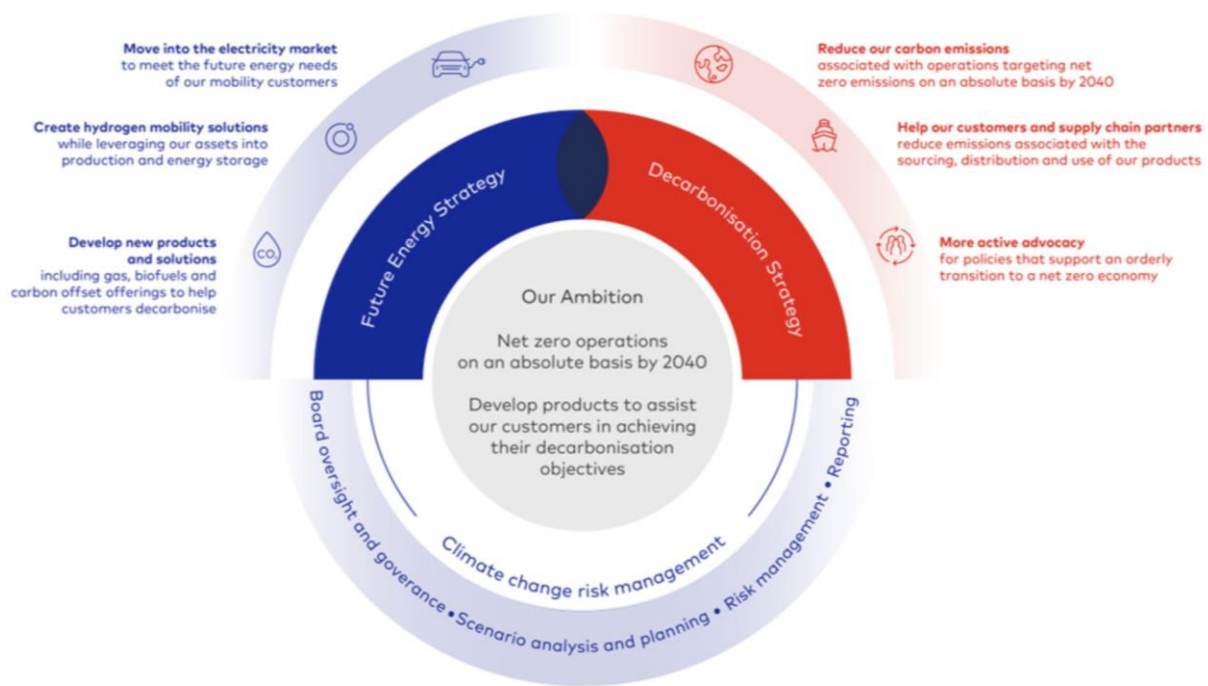
In March 2021 Ampol released our Future Energy and Decarbonisation Strategy, which outlines our approach to reducing emissions across our own operations, as well as our plan to extend our customer value proposition and target new opportunities in electricity, hydrogen, gas, biofuels and carbon mitigation.

Ampol is committed to reducing its carbon footprint and playing a key role in the energy transition. Our financial strength, integrated end-to-end supply chain, Australian brand, customer relationships and industry knowledge will enable us to build energy solutions that can support the energy transition and broader change across the Australian economy. Over the next four years we will invest a minimum of \$100m to realise this strategy.

We have outlined our ambition of reaching net zero emissions across our operations by 2040, and have also announced a number of initiatives with innovative partners to enable us to achieve this goal:

- Partnership with Tesla to create a virtual power plant trial in Adelaide
- Working with Fusion Fuel Green to develop a green hydrogen production plant at our Lytton site
- Joining the CSIRO and Main Sequence to support the launch of Endua who are working on the development and delivery of a hydrogen-powered energy storage that is sustainable, reliable and affordable to key industries across Australia
- Rolling out more than 120 EV Fast Charging Sites with support from ARENA through their Future Fuels Fund.
- Piloting a Carbon Neutral Fuel option for both petrol and diesel aimed at offsetting the greenhouse gas emissions caused by the production, distribution and consumption of fuel.

We have also become founding members of the Australian Climate Leaders Coalition, advocating for a net zero emissions economy by 2050.



Empowering Australians to be part of the energy future

To effect real change, we know that consumers need to be engaged in the energy transition. By becoming an energy retailer, Ampol will be able to bring new customer propositions to market off the back of its generation and mobility investments.

Ampol has a strong track record serving customers at scale. Our compliance and safety practices are enculturated, and we have the depth of capability at the Group level to ensure we can meet all of our market obligations.

By launching Ampol Energy, Ampol will be able to partner with Australians to work towards a low carbon future. We have been serving Australia for 100 years. It's now time for Ampol to adapt to our changing world, so we can power better journeys today *and* tomorrow.

Part 1: General Particulars

1. Legal name	Ampol Energy (Retail) Pty Ltd
2. Trading name	Ampol Energy (application for business name in progress)
3. Australian Business Number (ABN)	21 652 913 347
4. Registered business address and address for correspondence	<p>Ampol Energy's registered business address is 29-33 Bourke Road, Alexandria, NSW 2015.</p> <p>Ampol Energy's correspondence address is GPO Box 3916, Sydney, NSW 2001.</p>
5. Contact person	<div></div> <div></div>
6. Form of energy for which retailer authorisation is sought	<p>In this application, Ampol Energy seeks authorisation to be a retailer of electricity in the NEM.</p> <p>A separate application has been submitted for authorisation to be a retailer of gas in the NEM.</p>
7. Commencement date	February 2022
8. Nature and scope of operations proposed	Ampol Energy will offer electricity products to all NEM jurisdictions and to all customer classes within those areas.
9. Jurisdictions	Ampol Energy intends to operate across the NEM including New South Wales, Queensland and South Australia.
10. Customers	Ampol Energy will offer standard and market retail contracts to all market segments – residential, small-medium businesses and the commercial and industrial market.

Part 2: Entry Criteria

A: Organisational and technical capability

1. Energy retail experience

Ampol Energy is a new entity wholly owned by Ampol Ltd. Ampol has been operating as a leading fuels and convenience retail business in Australia for more than 100 years. The Ampol Energy team has been appointed with a focus on comprehensive energy experience including retail leadership, industry engagement, e-mobility, customer care, generation and infrastructure, trading, and risk and compliance management. In addition, the broader Ampol team has extensive skills and experience in the other disciplines that are required to run any successful business, including corporate governance, financial management, legal and human resources.

The following key personnel details also provides a response to item 6 below.

James Myatt, General Manager – Energy

James has had a long and varied career in the energy sector, both in Australia and abroad, and has over 35 years' experience behind him as he takes on leadership of Ampol Energy. James' career has spanned all aspects of business leadership in Australian energy markets, fuel types, customer segments, and in large and small energy retailers. In Australia he has worked for AGL, TXU, and Energy Australia. Also an entrepreneur, James was a co-founder and CEO of energy retailers Australian Power and Gas, and Mojo Power, and in 2012 was named an EY Entrepreneur of the Year. From 2009-2013 he served as both a Director and Chair of the Energy Retailers Association of Australia.

Key skills: Broad and deep energy industry knowledge; General management of an energy retail business; Governance, compliance, and risk leadership.

Qualifications: Master of Marketing; Associate Diploma of Applied Science; Fellow and Certified Practising Marketer, Australian Marketing Institute; Member, Australian Institute of Company Directors.

Adam Lourey, Regulatory & Compliance Manager

Adam joins the Ampol Energy team from Energy Australia where he was their Regulatory Response Leader managing a team of compliance professionals. Adam has previously worked in regulatory and compliance roles at Tango, amaysim, TasNetworks and Alinta also. With 15 years sector experience behind him, Adam has intimate knowledge of the regulatory framework that applies to energy retailers and has extensive relationships across the industry that enable him to perform his duties to a high standard.

Key skills: Regulatory regime governing the Australian energy sector; retailer regulatory compliance obligations and systems; compliance audits.

Qualifications: Bachelor of Economics; Bachelor of Arts

Rochelle Schuenker, Head of Retail (Acting)

Rochelle is a senior corporate and commercial lawyer with specialist expertise in the energy sector and corporate regulatory management. Previously Rochelle was the energy lead for the amaysim Group (including Click Energy and amaysim Energy) in a legal and commercial capacity. In this role, Rochelle was responsible for product development, customer experience and ultimate launch of Australia's first subscription energy product. She was also part of the team responsible for the sale of amaysim Energy and Click Energy to AGL and coordinated the separation and integration strategies for both businesses.

Key skills: All aspects of energy retail management; product development and customer experience; regulatory compliance; commercial law

Qualifications: Bachelor of Laws (Hons); Bachelor of Animal and Veterinary Bioscience (Hons); NSW Practising Certificate

Matthew Nimmo, Head of Wholesale

Matthew has had an extensive career in energy generation and trading, most recently as Director of Australia Generation for Pacific Hydro where he was responsible for both operations and generation trading for the company's 665MW renewable energy portfolio. He has also worked in trading roles at Energy Australia and Energex. At Pacific Hydro Matthew was responsible for developing the Energy Markets Trading Policy and Energy Trading & Risk Management System and Procedures, and he is experienced leading these practices in energy businesses.

Key skills: Energy trading; fiscal compliance in a trading setting; wholesale energy and trading risk management.

Qualifications: Bachelor of Business; Diploma of Financial Markets

Steve Jackson, Head of Generation and Decarbonisation

Steve is a career engineer who has applied his technical skills to a broad range of roles in the energy sector over the past thirty years, spanning general and project management, development strategy, and asset management. Most recently Steve led First Solar's APAC business which included oversight of the Manildra, Beryl, Wellington, Bulli Creek, and Brewongle large-scale solar projects. In this role and previous positions, Steve has worked closely with government agencies, private funders and local communities to build sustainable energy assets for Australia.

Key skills: Strong understanding of energy generation from commercial planning to asset development and management; relationship management with critical project stakeholders; engineering of modern generation technologies.

Qualifications: Bachelor of Engineering

Amy Goldenberg, Head of eMobility

Amy joins Ampol Energy from Osprey in the United Kingdom, a leading operator of a network of 100% renewable, rapid electric vehicle charging sites. Responsible for business development, Amy worked with partner landlords to grow Osprey's network and market penetration.

Key skills: e-Mobility, EV tariffs and consumer engagement in the same; Strong understanding of multi-party consumer offers, rights and responsibilities.

Qualifications: Bachelor of Arts

Carlos Hernandez, Energy Operations Manager

Carlos is a highly experienced retail leader having managed large scale back and front office customer service operations across Europe and Asia-Pacific in telco and energy (Simply Energy and amaysim). Carlos has led teams of up to 1800 service personnel across multiple sites, and also built service functions from scratch. His breadth of experience will ensure Ampol Energy's customer service practices are built in a professional and enduring way, with a focus on regulatory compliance, from the outset.

Qualifications: Bachelor of Business Administration

Key skills: Experienced practitioner in all aspects of energy retail operations; large and multi-site customer service management; service compliance with regulatory regimes

Soeng Te, Commercial Analyst

Soeng has joined the Ampol Energy team from senior commercial and financial analysis roles at AGL and Alinta, and is the key commercial business partner for the Ampol Energy team. She has deep experience in financial planning, investment analysis and management reporting. Her roles in energy have spanned trading and portfolio management, retail and wholesale markets, generation, and new energy technologies functions and projects.

Qualifications: Bachelor of Business; CPA Certified Practising Accountant

Key skills: Energy sector commercial analysis, financial and cost modelling, reporting, budgeting and forecasting analytics

Amanda Descoeudres, Group Financial Controller

Amanda is a Chartered Accountant with over 20 years' experience working in the energy and utilities sector, initially at PwC in the Deals team, and subsequently at Origin Energy. During her time at PwC she worked on a variety of transactions including the acquisitions of Alinta Energy Limited, Contact Energy Limited, Sun Retail and of the Gentrader and Retail assets in NSW. Other transactions included restructure, refinancing and capital raisings for both retail and generation businesses in the Australian market. Amanda has an extensive understanding of the operations of an energy retailer and the finance, governance and risk management activities required to operate a sustainable business.

Qualifications: Graduate, Australian Institute of Company Directors; Chartered Accountant; Bachelor of Commerce; Bachelor of Asian Studies

Key skills: Corporate finance; corporate governance; broad management of and transactions within the energy industry

2. Other relevant retail experience

As noted earlier, Ampol Ltd, Ampol Energy's parent company, has extensive experience in the retail market, specifically convenience and fuel retail. Ampol is Australia's largest fuels retailer offering fuel sales through almost 2,000 retail sites across the country. More than three million customers visit an Ampol

retail site each week. Ampol also has over 80,000 SME and C&I customers and has a unique understanding of the needs of this segment.

Key officers of Ampol Energy with extensive experience running a large, complex, highly regulated business and with strong knowledge of consumer retail include:

Doug Darley, Chief Operating Officer – Future Energy

Prior to joining Ampol Energy Doug was the CFO of Ampol's Fuels & Infrastructure division. Doug has led several multi-disciplinary functions in his time at Ampol including finance, procurement, credit and real estate in an executive capacity. In this role he provided strategic financial oversight and business partnering for operations with annual turnovers of \$20 billion throughout Asia and Australia. Prior to joining Ampol, Doug worked for Deutsche Bank in London, Frankfurt and Sydney in a risk management capacity which included a leading role in the bank's compliance with the Sarbanes Oxley Act arising from its U.S. Securities and Exchange Commission (SEC) filings. He is a Fellow of Chartered Accountants Australia and New Zealand, with company secretary qualifications through the Governance Institute of Australia.

Qualifications: Bachelor of Commerce; Fellow of the Institute of Chartered Accountants in Australia and New Zealand (FCA); Associate of the Chartered Governance Institute (ACG) and Chartered Secretary (CS)

Key skills: Deep experience in finance, compliance, and risk management; Working knowledge of governance and director obligations at the highest level.

Beatrice Bowen, Head of Enablement – Future Energy

During her 13-year tenure at Ampol, Beatrice has had a significant hand in the development and management of convenience retail. This included the establishment of two market leading retail concepts, Foodary and Metro, the success of which was underpinned by her understanding of how to meet consumer needs in an engaging and compliant way. Beatrice is leading Ampol Energy's capability build across people, systems and processes to ensure the business is designed for success.

Qualifications: Bachelor of Science (Hons); Masters, Property Development

Key skills: Extensive experience building and managing customer retail experiences; Working knowledge of Australian consumer law and the commercial compliance regime.

Tristan Gerrish, Head of Energy Products

Tristan has worked across the Ampol business in a range of roles over the past 18 years including in several leadership positions. He has expertise in both the SME and commercial business segments and has been responsible for national business sales, managing a portfolio of more than 70,000 accounts. As a champion for customer experience, Tristan led the AmpolCard sales and operations function, developed the strategy for and negotiation of the Mobil Exxon Lubricants partnership, revived the Caltex Telematics business, and built Ampol's sales processes.

Qualifications: Grad Cert Business Administration; Advanced Diploma of Business; Diploma of Business Management

Key skills: Business and sales leadership; Customer care through the whole customer lifecycle; Customer acquisition strategies and sales process

Chris Miller, Senior Corporate Counsel

Chris has a decade of experience with the Ampol Group supporting its legal needs across retail, fuels and infrastructure, and the Singapore based trading and shipping business. In these roles Chris has led and supported Ampol's regulatory compliance practices. Most recently in Singapore Chris established the legal and compliance function of the trading and shipping business, and developed policies, processes and training to ensure the business complied with Australian and international ABC, AML and sanctions requirements. Prior to joining Ampol, Chris worked in private practice at both Baker Botts LLP (London) and Herbert Smith Freehills (Sydney) specialising in corporate and commercial law.

Qualifications: Bachelor of Science; Bachelor of Laws; NSW Practising Certificate

Key skills: Regulatory compliance best practice; internal systems for compliance management; general corporate and commercial law.

Angeles Miranda, Head of Customer – Future Energy

Angeles joins the Ampol Energy team following five years working in the pricing area for Ampol Ltd. She has a strong understanding of wholesale markets and pricing regulation. Prior to Ampol Angeles worked in pricing for Shell, in procurement roles and as a management consultant.

Qualifications: Bachelor of Science; Master of Business Engineering; MBA

Key skills: Wholesale markets and pricing; pricing regulation and compliance

3. Bringing further energy retail capability to Ampol Energy

STRATEGIC PARTNERS

Ampol Energy has, and will continue to, utilise the professional and market experience of companies with substantive, specialist experience to provide key knowledge, skills, and services. Some of these external companies have been a critical input into the early development phase of the Ampol Energy business model. The relationship with each of these partners have provided a solid foundation on which our internal staff capability can build upon to ensure the business meets its ongoing obligations as a retailer in the NEM. These strategic partners include:

Tiger & Bear Partners

Tiger & Bear Partners is comprised of a senior team with deep energy experience, including the former CEO and former Chief Strategy Officer of ASX listed amaysim Australia Limited (which included amaysim Mobile, amaysim Energy and Click Energy), which had approximately 215,000 energy customers at its peak prior to the amaysim Energy and Click Energy businesses being acquired by AGL in 2020.

A number of amaysim's legal and regulatory team which oversaw a range of business functions, including entering into hedges, compliance, governance and implementing regulatory changes, also work for Tiger & Bear Partners.

Tiger & Bear Partners will be supporting Ampol Energy with all aspects of its go-to-market strategy. Tiger & Bear Partners have expertise in the development of compliant customer propositions, energy retail regulatory compliance, and energy retail operations and technology, including hedge contracting, customer privacy and general governance.

Compliance Quarter

Compliance Quarter is a compliance consultancy specialising in the regulatory regime and compliance advisory for the Australian energy sector. They have worked with most new entrant retailers in the NEM. Compliance Quarter have supported Ampol Energy to ensure they meet all compliance requirements, including training material on the energy regulatory regime.

Law Quarter

Law Quarter works alongside Compliance Quarter and was engaged to provide legal regulatory advice to Ampol Energy including on the development of its Market Retail Contract and other customer collateral. Law Quarter is a firm that has been engaged by a variety of energy businesses.

Principal software vendor

Ampol Energy underwent a significant RFP process to select a software vendor for its core retail platform (CIS provider). Following this thorough process, Ampol Energy has selected its preferred partner to provide its core customer billing system. We have now executed a statement of works (SOW) to allow Ampol Energy and the CIS provider to work cooperatively on integrating the core retail platform into Ampol Energy's technology systems. In parallel, the parties are negotiating a Master Services Agreement which is expected to be completed early in 2022. Ampol Energy's CIS provider meets all key selection criteria required by Ampol Energy, including:

- Substantive experience in energy retail in Australia, including in the set-up of new retail businesses
- Proven system compliance with the full regulatory regime
- Scalability of all processes so that compliance is maintained as the business grows
- Ability to support new customer propositions that will help Ampol and Australia achieve its decarbonisation targets

The RFP documents are provided on a Commercial in Confidence basis at **Attachment 11**. The executed consultancy services agreement and preliminary Statement of Works between Ampol and its preferred vendor is provided on a Commercial in Confidence basis at **Attachment 11a**.

Retail Operations Model

Ampol Energy will manage our retail operations functionality internally within the business and will look to use a hybrid model of onshore and offshore customer service support to support our customer base (with any offshore support managed by Ampol Energy). This decision was made in November 2021 and was based upon a thorough internal options analysis by senior management and an independent risk committee. The process was to identify and prioritise the operational model that meets Ampol Energy's customer needs, facilitates the growth of our business model and allows flexibility to service our complimentary Future Energy pillars. The other critical factor in the decision is that Ampol Energy can manage our compliance obligations with this hybrid model and has direct visibility over key controls focused on compliance and customer protections. The functions that we will be building out under this model include:

- Service - phone, email, chat and social media customer support channels; switch in/out and moving property; customer complaint management
- Data & Field - meter data management; field service customer liaison, job scheduling and billing of fees; retailer-to-retailer disputes
- Billing, including payments and debt.

Detail of the internal options analysis and operational risk assessment that informed the Ampol Energy operating model decision is provided on a Commercial in Confidence basis at **Attachment 12**.

HIRING STRATEGY

Ampol Energy continues to recruit new roles to staff the structure set out at item 4 below. Ampol Energy is explicitly seeking individuals with energy experience for these roles. As outlined in our business plan, we have a targeted staffing structure for launch that will naturally grow in alignment with the growth of our business model.

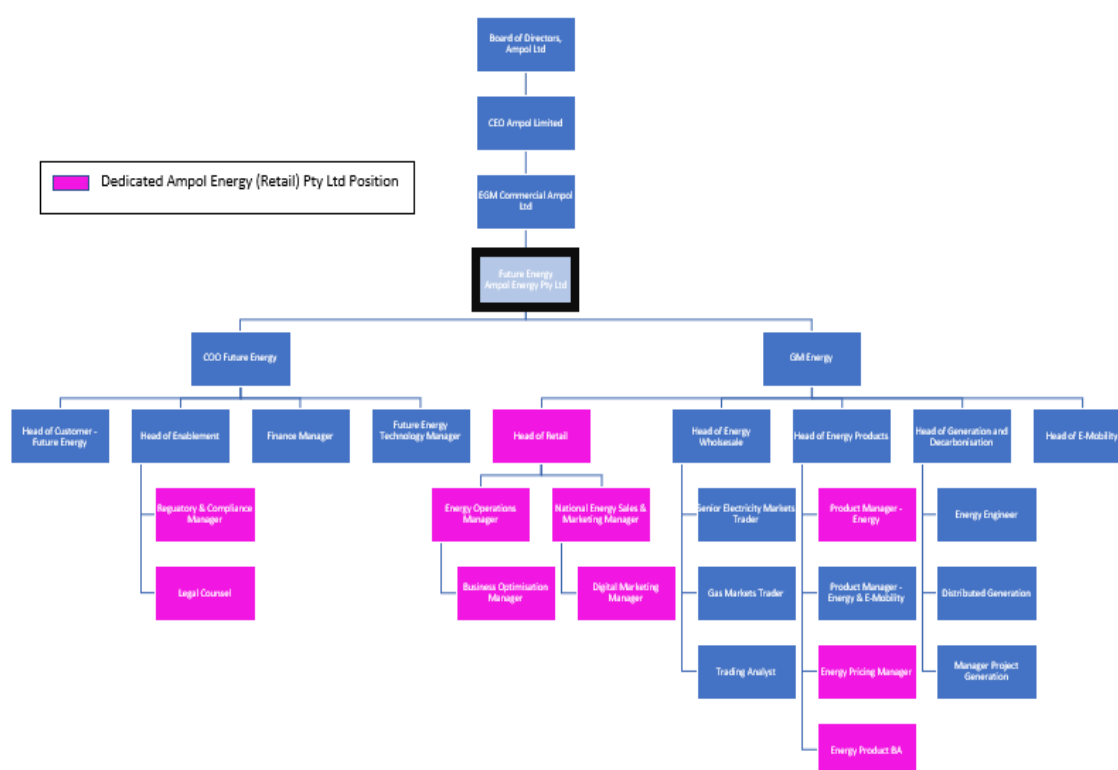
TRAINING & DEVELOPMENT

Ampol Energy is presently putting in place a comprehensive training programme so that all employees understand the compliance obligations of the company and their role as employees. This compliance specific training will sit alongside Ampol Energy's general induction to the business and energy industry that will be mandatory for all new starters.

4. Organisation chart

The senior level organisation chart for Ampol Energy is below. The entity seeking the AER authorisation (Ampol Energy (Retail) Pty Ltd) sits under the entity Ampol Energy Pty Ltd. Ampol Energy Pty Ltd is the holding company for the Ampol Future Energy businesses and the Future Energy team works across these businesses. Ampol Energy Pty Ltd is focused upon the evolving and charging energy market as

Australian consumers and businesses continue a trend towards decarbonisation. Energy markets and consumer preferences will continue to converge, so as such, the structure of the business is aligned to our future view of the market. Nonetheless, supplying energy to household and business consumers is a key pillar of our future business direction. The structure below reflects a strong combination of retail, wholesale, and generation capability, coupled with strong commercial leadership with proven track records of results. Details of the number of roles in each key functional area are detailed at Item 5 below.



5. Organisation details

The forecast number of employees by business function is provided in the Business Plan, marked Commercial in Confidence, at **Attachment 1**.

6. Officers' experience

Please see details at items 1 and 2 above.

7. Third-party resourcing

RELATED ENTITIES

As a wholly owned subsidiary of Ampol Ltd, Ampol Energy is able to access the deep experience and capability in all aspects of business management held by its parent company. This includes expertise and depth of resources in finance, legal, human resources, governance, compliance, risk and trading.

Details of the contractual and structural arrangements between entities in the Ampol Group are noted at Items 4 and 5 in the Financial Capability section below.

RETAIL OPERATIONS

As noted at item 3 above, Ampol Energy confirms that it is building out functionality to support a hybrid model of customer service support with all business operations managed internally by Ampol Energy. This includes:

- **Service** - phone, email, chat and social media customer support channels; switch in/out and moving property; customer complaint management
- **Data & Field** - meter data management; field service customer liaison, job scheduling and billing of fees; retailer-to-retailer disputes
- **Billing**, including payments and debt.

It is intended that our operational capability will grow and mature as the business expands. Ampol Energy will focus on building operational capability as our customer numbers continue to increase. Our operational functions will underpin and support continued customer satisfaction when interacting with the wider Ampol brand. Where decisions are made to utilise third party vendors to provide technological or resources to support our operational capabilities, all third-party vendor contracts will include requirements to comply with legislation and rules, be subject to independent auditing and to comply with any stipulated Ampol Energy quality assurance framework.

PROFESSIONAL SERVICES

Like any business, Ampol Energy will work with a range of professional service providers to supplement its internal expertise. This will include accounting, audit, legal, compliance, debt collection, marketing and payment services.

All third-parties are bound by Ampol Limited's Supplier Code of Conduct. In addition, Ampol Energy's supplier contracts include provisions to ensure suppliers operate in such a way that enable Ampol Energy to be always compliant with all of its legal obligations. These mechanisms will be used to ensure third-parties support Ampol Energy's compliance with energy retail regulations.

8. Business Plan

Please see **Attachment 1** Ampol Energy's Business Plan, marked Commercial in Confidence. **Attachment 1a**, marked Commercial in Confidence, contains a detailed 5-year financial plan for the retail business

9. Compliance Strategy

Ampol Limited, the parent company of Ampol Energy and the business from which the majority of Ampol Energy's senior officers have been recruited, is a listed company in a highly regulated market. As such, the senior team at Ampol Energy have a high-degree of experience operating a business with a strong focus on compliance.

In addition, Ampol Energy has recruited experienced compliance and regulatory professionals into its team (see above) and is utilising a mix of external and internal systems to ensure that Ampol energy is compliant by design, and that all relevant compliance risks are effectively managed so as to ensure that all customers are offered their full protections under the regulatory framework.

Ampol Energy recognises that an effective compliance management system as defined in AS/ISO 19600:2015, is central to the company's strategy and achievement of its financial and business objectives.

Ampol has developed a **Compliance Policy** addressing risk management; its proposed compliance management process; its responsibility and accountability structure; reporting responsibilities; and compliance management system. The Compliance Policy marked Commercial in Confidence, can be found in **Attachment 2a**.

Ampol understands the importance of a strong compliance framework and will implement a range of measures to ensure compliance with regulatory obligations, which include those under Energy Law (including the National Energy Retail Law, National Energy Retail Rules, jurisdiction specific Energy Regulations), the *Telecommunications Act 1997*, the *Do Not Call Register Act 2006* and the Australian Consumer Law (as set out in Schedule 2 to the *Competition and Consumer Act 2010*).

Detailed lists of regulatory obligations applicable to Ampol Energy are **attached**, marked Commercial in Confidence, at **2j through 2s inclusive**.

Ampol Energy is committed to developing and upholding sound corporate governance practices. At all times, Ampol Energy will seek to ensure that:

- **Management:** Implements and maintains the compliance program via the development of policies, procedures and training programs.
- **Compliance Manager:** Manages the day to day oversight of the compliance program.
- **External Advice:** External advice is sought on compliance and legal issues from a number of qualified external providers, as required.
- **Information Technology:** A range of technological solutions to aid in compliance and implementation of the compliance program are adopted, maintained and regularly updated, which include the Compliance HUB, a cloud-based system that tracks regulatory obligations and assigns various controls against obligations.
- **Documentation:** Procedures and policies related to operational processes are implemented to ensure regulatory compliance, with such procedures and policies documented and provided to employees.
- **Compliance Risk Assessments:** Potential breaches are identified, assessed and mitigated, with internal compliance audits and risk assessments conducted periodically to determine the consequences and likelihood of breaches and appropriate controls.
- **Training and Assessment:** Compliance training and assessments effectively reinforce in all staff the understanding that regulatory compliance is core to Ampol Energy's operations; external training providers will be utilised where appropriate and Compliance Quarter will provide ongoing

compliance training including use of the Compliance HUB in a face to face setting and via webinar.

- **Qualified Staff:** Appropriately qualified staff are employed.
- **Monitoring and Reporting:** Any compliance breaches will be monitored, resolved and reported in accordance with the Compliance Policy and the applicant's reporting obligations.

Ampol Energy's strategies are supported by the following attachments (provided on a commercial in confidence basis):

- Attachment 2a. Compliance Policy
- Attachment 2b. Risk Management Strategy
- Attachment 2c. Code of Conduct
- Attachment 2d. Complaints and Dispute Resolution Policy
- Attachment 2e. Customer Hardship Policy
- Attachment 2f. Third-Party Process Policy
- Attachment 2g. Website Notices
- Attachment 2h. Audit Committee Charter (Internal Audit Policy)
- Attachment 2i. External Audit Summary of Policies and Practices
- Attachment 2j. Market Retail Contract Checklist
- Attachment 2k. Market Customer Obligations Register
- Attachment 2l. Checklist for Energy Bills
- Attachment 2m. Disconnection for non-payment checklist
- Attachment 2n. Explicit Informed Consent Checklist
- Attachment 2o. Hardship Policy Checklist
- Attachment 2p. Marketing and Advertising Requirements in NECF
- Attachment 2q. Retailer Checklist
- Attachment 2r. Credit Reporting Checklist
- Attachment 2s: NECF Obligations Register

The guiding principles for the applicant's complaints management program are contained in AS/NZS10002-2006. Under the applicant's Complaints Policy Customers have a right to lodge a complaint at any time.

Ampol Energy is committed to freely receiving and resolving complaints in an accessible and transparent way. In all instances, Ampol Energy will:

- Freely accept complaints lodged on our website, in person, by telephone, facsimile, email or letter;
- Acknowledge any complaint received as soon as possible;
- Begin an investigation into the reasons for a complaint within 24 hours of acknowledgment;
- Keep the complainant updated about the investigation and any proposed resolution;

- Notify the complainant as soon as possible of the outcome of our investigation and any proposal we have for resolution; and
- Provide the complainant with the option of an internal review of their complaint if they are unsatisfied with the outcome of the investigation or the proposed resolution.

Skill and Knowledge Gaps

Ampol Energy has identified some gaps in its depth of skill and knowledge in energy retail and seeks to address this through:

- a) the recruitment of qualified and energy retail experienced staff in the relevant business units
- b) partnering with experienced professionals and advisors across the customer proposition, compliance and technology aspects of the business
- c) outsourcing a number of retail operations responsibilities to an experienced partner until such a time that an internal team has been recruited and trained and Ampol has confidence its internal team can undertake all retail operations functions in a fully compliant manner.

More details on these mitigating strategies are provided at Item 3. above.

10. Risk management

A copy of Ampol Ltd's Risk Management Policy can be found in **Attachment 2b**. The Risk Management Policy is set by Ampol Limited and is applied at an Ampol Group level. It has been adopted by Ampol Energy. The Policy itself is reviewed every 2 years by the board of Ampol Limited, and the risk management framework adopted is reviewed by the Ampol Limited board with management at least annually so that the board can satisfy itself that it continues to be sound. To assist the Board with these responsibilities, the Board operates (as standing committees) an Audit Committee, a Human Resources Committee and a Safety & Sustainability Committee. Ampol Limited does not have a separate risk committee and the Board retains ultimate oversight of the Ampol Group's risk management framework. This policy was last reviewed by the Ampol Limited Board in February 2021 and is recorded in the board minutes.

Regulatory risk will be managed pursuant to the Compliance Policy and Risk Management Policy. Regulatory obligations will be mapped in an Obligations Register.

11. External assurance of risk management and compliance strategies

Ampol Energy's risk management and compliance strategies have been reviewed and endorsed by an independent third party with expertise in energy compliance. This endorsement is provided in **Attachment 2t**.

12. Additional information: Ability to operate in accordance with Retail Law

As noted throughout this application, Ampol has a substantial track-record as a fuels and convenience retailer where its operations are governed by the Australian Consumer Law. As a result, Ampol has institutional knowledge of its obligations as a retailer and how to train, monitor and report on compliance

matters. This covers all retail functions including pricing, marketing, product quality, payments, debt recovery, loyalty schemes and dispute resolution.

Due to the high-risk nature of refining and fuel handling, including in a consumer setting, Ampol also has strong capability in health and safety. Health and safety receive significant focus in all levels of the parent company, and with a large number of leaders in Ampol Energy coming from Ampol Ltd, this capability and culture will be transferred. Ampol's health and safety culture will be especially valuable in the management of field services where there are strict protocols to ensure contractor and public safety. Ampol takes its commitments to keep people safe very seriously.

Customer protection

- **Retail contracts:** Ampol Energy is preparing market retail contracts and will use the standard retail contract contained as a schedule of the National Energy Retail Rules. Ampol Energy has a checklist for market retail contracts, which can be found in **Attachment 2j**, and are marked Commercial in Confidence. The Ampol Energy market retail contract will be subject to external, expert review before launch.
- **Privacy:** Ampol Energy has developed a Privacy Policy relevant to energy retail and online service engagement as Ampol Energy will make heavy use of digital tools. This policy can be found in **Attachment 3**, marked Commercial in Confidence.

13. Evidence of membership of a recognised energy industry ombudsman scheme

Ampol Energy is in the process of engaging with the ombudsman schemes in all states in which it initially intends to operate: New South Wales, Queensland and South Australia.. Generally a retail authorisation is required before formal applications can be made to participate in these schemes. Evidence of correspondence in relation to Ombudsman Schemes is attached at **Attachment 5b** and provided on a Commercial in Confidence basis.

14. Evidence of any agreements / arrangements in place with key market players

AEMO

Ampol Energy will apply to AEMO for registration as a customer in the NEM as soon as it appoints its primary software vendor and can confirm in the application how the vendor wants to connect with MarketNet. The draft application is included at **Attachment 5** and marked Commercial in Confidence. Ampol Energy has both met and corresponded with AEMO regarding participant registration, with evidence attached at **Attachment 5a** and is provided on a Commercial in Confidence basis. It is anticipated that this application will be approved once Ampol Energy secures a retail licence through the AER process.

The current Ampol Energy business case is based upon providing energy directly to our customers. At this stage, Ampol Energy does not propose to on-sell energy through arrangements with third parties.

Distribution Use of Systems Agreements

Ampol Energy has engaged with the appropriate distribution companies in the NEM in regard to its EV charging infrastructure initiative. Access agreements are at different stages of negotiation. Ampol Energy

has engaged distribution businesses, to ensure the appropriate use of system arrangements are in place prior to commencing retail activities. These communications are attached at **Attachment 5a** and are provided on a Commercial in Confidence basis.

ASX Austraclear

Ampol Refineries (QLD) Pty Ltd is already an Austraclear participant due to its fuel trading function. The Ampol Treasury team has applied for an additional Austraclear participant licence for Ampol Energy. This licence will be in place before any trading or retail activity commences.

AFS Licence

Ampol Energy (Wholesale) Pty Ltd, a sister company of Ampol Energy, that will perform the trading functions for the retail business is in the process of applying to the Australian Securities and Investments Commission for an AFS Licence, including testimony from the nominated responsible officers (being the company directors) that it:

- is competent to operate and energy retail business and its full range of financial services
- has sufficient financial resources to operate its retail business, and
- can meet the other obligations of an AFS licensee (training, compliance, insurance and dispute resolution).

Concessions

Ampol Energy understands the regulatory requirements around concessions and will enable eligible customers to receive the concessions they are entitled to. Ability to seamlessly manage concessions – both customer side and reconciling these at Ampol Energy - is a key criteria for appointment of Ampol Energy's primary software vendor.

15. Additional information: Organisational and technical capacity

Ampol has provided additional information about the scale of its business operations and how this is evidence of its ability to operate a retail business at scale in previous sections.

B: Financial capacity criterion

1. Audited financial reports

As Ampol Energy is a new business the audited financial statements and accompanying notes for Ampol Group have been provided at **Attachment 6**.

2. Evidence of long and / or short term credit rating/s (if available).

Ampol Limited is committed to a strong investment grade credit rating (maintained a BBB+/Baa1 rating with S&P and/or Moody's since 2004) and is currently rated by Moody's as Baa1 (Stable).

3. Start-up businesses

Not applicable

4. Relationship with Ampol Limited

Ampol Energy (Retail) Pty Ltd is a wholly owned subsidiary of Ampol Limited. Ampol Limited is listed on the ASX.

The Directors of Ampol Energy (Retail) Pty Ltd are Brent Merrick, EGM Commercial at Ampol Ltd, and James Myatt, GM – Energy at Ampol Energy (Retail) Pty Ltd.

Consolidated audited financial statements for Ampol Group are as provided under Item 1 above.

5. Contractual arrangements

As needed, some business services may be provided by Ampol Australia Petroleum Pty Ltd to Ampol Energy (Retail) Pty Ltd and this arrangement will be governed by a Shared Services Agreement. This Agreement has been executed and is provided, on a Commercial in Confidence basis , at **Attachment 7**.

Ampol Energy (Retail) Pty Ltd is undertaken a process of acceding to the terms of Ampol Limited's ASIC Deed of Cross Guarantee. This agreement has been executed and is provided, on a Commercial in Confidence basis, at **Attachment 7a**.

6. Consolidated financial statements

These are covered at Item 1 above an provided at **Attachment 6**.

7. Going concern declaration

Please find at **Attachment 8** a declaration that Ampol Energy is a going concern and that the officer is unaware of any factor that would impede its ability to finance energy retail activities under the retailer authorisation for the next 12 months. This is provided on a Commercial in Confidence basis.

8. Solvency declaration

Ampol Energy (Retail) Pty Ltd was only registered with ASIC on 18 August 2021. It does not yet have any financial records and therefore an external auditor or primary financial institution was not able to make the required declaration regarding solvency.

Therefore, please find at **Attachment 9** a declaration from Ampol Limited's Group Chief Financial Officer, Greg Barnes attesting that:

- a) an insolvency official has not been appointed in respect of the business or any property of the business;
- b) no application or order has been made, resolution passed or steps taken to pass a resolution for the winding up or dissolution of the business; and
- c) he is unaware of any other factor that would impede Ampol Energy (Retail) Pty Ltd's ability to finance its energy retail activities under the authorisation.

This approach has been confirmed as acceptable by the AER. Please find the related email correspondence at **Attachment 13**.

Evidence that Ampol Limited will be providing funding to Ampol Energy (Retail) Pty Ltd is provided at **Attachment 4**.

9. Capital arrangements

Details of capital arrangements are detailed in the Business Plan provided at **Attachment 1**, and are provided on a commercial in confidence basis.

10. Forecast revenue and expenses

Financial forecasts are detailed in the Business Plan provided at **Attachment 1** and are provided on a commercial in confidence basis.

11. Additional information: financial capacity

Ampol Energy (Retail) Pty Ltd is a wholly owned subsidiary of Ampol Limited.

Ampol Limited is listed on the ASX. In its half year result published on 23 August 2021 Ampol Limited's HCOP NPAT was reported as \$326m for the half year ending 30 June 2021.

Ampol Energy (Retail) Pty Ltd has acceded to the terms of Ampol Limited's ASIC Deed of Cross Guarantee. A copy of the Assumption Deed is provided at Attachment 7a on a Commercial in Confidence basis

C: Suitability criterion

1. Regulatory compliance history of officers

Details of the regulatory compliance history of officers, businesses where an officer has held an officer position, or other related entities is provided at **Attachment 10a** marked commercial in confidence.

All details of historical non-compliance of the Ampol business and their related Officers are in the public domain have been disclosed publicly through documents such as Annual Reports. Ampol Energy does not consider that there are any material compliance incidents that would influence any assessment under the suitability criterion.

2. Prosecution details

Declaration on the prosecution details of officers, businesses where an officer has held an officer position, or other related entities is provided at **Attachment 10b** marked commercial in confidence.

All details of historical prosecution of the Ampol business and their related Officers are in the public domain have been disclosed publicly through documents such as Annual Reports. Ampol Energy does not consider that there are any material prosecution incidents that would influence any assessment under the suitability criterion.

3. Criminal history check

Officers of Ampol Energy are willing to undertake a Criminal History Check on request.

4. Chief Financial Officer (or Chief Executive Officer) declarations

Ampol Energy does not have a CFO or CEO, rather the two officers responsible for retail and business operations respectively are James Myatt, General Manager – Energy, and Doug Darley, Chief Operating Officer – New Energy.

Please find at **Attachment 10c** declarations executed by both officers that:

- a) members of the management team have not been disqualified from the management of corporations; and
- b) about the record of bankruptcy of the management team (including in any overseas jurisdiction).

5. Full names and current residential addresses of all officers

For privacy reasons, the residential addresses of officers are provided at **Attachment 10d** marked commercial in confidence.

6. Probity policies and procedures

The following Ampol Energy policies and procedures, which are attached, meet the requirements of probity and competence:

- Ampol Energy Compliance Policy **Attachment 2a**
- Ampol Energy Code of Conduct **Attachment 2c**
- Ampol Energy Audit Policies **Attachment 2h and 2i**

All senior personnel detailed in the Organisation Chart at Item 4 in the Entry Criteria section meet the requirements of these policies.

7. Additional information: character and past performance of officers

Detailed biographies including experience and qualifications of key officers of Ampol Energy and of Ampol Ltd who will be supporting the retail business are covered in the Organisational Capability section at Items 1 & 2. Detailed CVs and contact details of key staff are provided at **Attachment 14**, marked Commercial in Confidence.

Attachments

ALL ATTACHMENTS ARE PROVIDED ON A COMMERCIAL IN CONFIDENCE BASIS

1. Business Plan
- 1a Financial Model
2. Compliance & Risk
 - a. Compliance Policy
 - b. Risk Management Strategy
 - c. Code of Conduct
 - d. Complaints and Dispute Resolution Policy
 - e. Customer Hardship Policy
 - f. Supplier Code of Conduct
 - g. Website Notices
 - h. Audit Committee Charter (Internal Audit Policy)
 - i. External Audit Summary of Policies and Practices

Checklists:

- j. Market Retail Contract Checklist
 - k. Market Customer Obligations Register
 - l. Checklist for Energy Bills
 - m. Disconnection for non-payment checklist
 - n. Explicit Informed Consent Checklist
 - o. Hardship Policy Checklist
 - p. Marketing and Advertising Requirements in NECF
 - q. Retailer Checklist
 - r. Credit Reporting Checklist
 - s. NECF Obligations Register
 - t. External review of Compliance & Risk policies
3. Privacy Policy
 4. Evidence of funding arrangements between Ampol Limited and Ampol Energy (Retail) Pty Ltd
 5. (Draft) AEMO registration as a customer in the NEM

- 5a. Correspondence between AEMO and Ampol Energy, Distributors and Ampol Energy
- 5b. Correspondence with relevant Ombudsman schemes
- 6. Audited financial statement and notes
- 6a. Ampol Limited Structure Chart
- 7. Shared Services Agreement between Ampol Australia Petroleum Pty Ltd and Ampol Energy (Retail) Pty Ltd
- 7a. Deed of Cross Guarantee
- 8. Going concern declaration
- 9. Solvency declaration
- 10. Officer Suitability
 - a. Information on the suitability of company officers
 - b. Declaration on prosecution details
 - c. Declaration on the suitability of company officers
 - d. Officer full name and residential address details
- 11. RFP for primary software vendor
- 11a. Consultancy Agreement with primary software vendor
- 12. Retail Operations Options Analysis
- 13. Email correspondence with the AER, 15 September 2021
- 14. CVs of key staff