

ASX Release

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14 August 2025

AMPOL EXECUTES AGREEMENT TO ACQUIRE EG AUSTRALIA

Key points

- Ampol has entered into a Share Purchase Agreement (SPA) to acquire 100% of the shares in EG Group Australia Pty Ltd and EG AsiaPac Holdings Pty Ltd (together EG Australia) for a headline price of $1.1 billion
- Significant opportunity to acquire approximately 500 Ampol-branded company owned and operated (COCO) sites
- Accelerates Ampol's retail growth strategy through an expanded Ampol Foodary brand and a value-oriented U-GO branded offer, at scale
- Compelling financial metrics, including a post-synergy multiple of 5.8x[1] and targeted synergies of $65-80 million[2]. High single digit proforma adjusted EPS[3] accretion and double digit proforma free cash flow[4] per share accretion, post synergies
- Net acquisition consideration (adjusted for estimated upfront working capital release[5]) of ~$800 million cash from existing debt facilities and $250 million of Ampol shares[6] issued to the vendor and subject to escrow arrangements to ensure alignment
- Ampol is committed to maintaining its current Baa1 investment grade credit rating and anticipates returning to its target leverage range by the end of 2027
- The proposed acquisition is subject to Australian Competition and Consumer Commission (ACCC) approval

Ampol Limited (Ampol) (ASX:ALD) confirms that it has entered into a SPA to acquire 100% of EG Australia. This follows extensive negotiations and due diligence.

Under the terms of the SPA, Ampol will acquire 100% of EG Australia for a headline price of $1.1 billion. The acquisition consideration (adjusted for estimated upfront working capital release) is ~$800 million cash funded by existing Ampol senior debt facilities and Ampol shares issued to the vendor valued at $250 million at time of signing and subject to escrow arrangements. Ampol has the option to cash settle the equity component dependent on the balance sheet position and in accordance with its Capital Allocation Framework.

The SPA is subject to certain conditions, including obtaining ACCC clearance. Ampol will engage constructively with the ACCC and will propose, as part of its application to the ACCC, to divest approximately 20 sites from the combined Ampol and EG Australia networks. This proposed number of upfront divestitures takes into account the complementary nature of our networks as well as the significant change in the competitive landscape over the last decade. This includes the growth in independent operator sites and the significant rationalisation of Ampol's COCO network.

Commenting on today's announcement, Ampol's Chairman, Steven Gregg, said:

"EG Australia is a logical growth opportunity for Ampol given our long-term relationship and its ability to complement our Australian Convenience Retail growth strategy. This is great for both our consumer and business customers.

"This has been achieved whilst maintaining our commitment to financial discipline. The combined network will have greater scale and significant cost synergies that will support strong returns and earnings growth for our shareholders.

"The Ampol management team has built up an impressive operating capability over the last 5-7 years, as demonstrated by the consistent track record of organic earnings growth in our Convenience Retail business and the successful acquisition of Z Energy which continues to deliver value to the Group beyond its investment case. Similarly, the rollout of Foodary and U-GO offerings demonstrate the ability of the team to execute on the agreed strategy. The Board has every confidence that this opportunity will provide significant benefits to our customers and shareholders."

Ampol's CEO and Managing Director, Matt Halliday, added:

"The proposed EG Australia acquisition makes sense for Ampol. It is a business and market we understand well, given our multi-year relationship with them including fuel supply (~2.3BL per annum) and brand licence agreements. We are uniquely placed to leverage our demonstrated capability as a known and trusted brand in fuel and convenience retailing.

"A larger, combined network will allow us to better serve a broader customer base – through the expansion of our Ampol Foodary convenience retailing network, the accelerated rollout of our value-oriented U-GO offering, and expansion of the Woolworths Everyday Rewards program.

"Our successful transition from a largely franchise model, the national rebrand to Ampol, and the ongoing U-GO site conversions demonstrate our ability to manage organisational and operational change effectively and support strong returns.

"This is the next major step in our strategy to improve the quality of the Ampol Group's earnings. The benefits of this transaction, will underpin the continued growth of our Convenience Retail business which has delivered more than 5% compound annual growth rate in EBIT over the past five years.

"Once integrated, we expect the contribution from convenience retail derived earnings, across Australia and New Zealand, to increase to ~65%, while total earnings from marketing-related[7] activities will increase to ~85%."

Transaction Summary

Ampol and EG Australia have entered into a SPA which includes terms and conditions that are customary for this type of transaction, including ACCC clearance, no material adverse change (as defined in the SPA), and renewal of property leases. Full integration is expected to take ~2 years from completion.

The transaction delivers compelling financial outcomes, including synergies of $65-80 million, and is expected to deliver high single digit proforma EPS accretion and double digit proforma free cash flow per share accretion.

Funding

The transaction consideration will be funded by a mixture of debt facilities, upfront working capital release, the proceeds from divestments and Ampol shares issued to the vendor.

Ampol reiterates its commitment to its Capital Allocation Framework and maintaining its current Baa1 investment grade credit rating through transaction completion. Ampol also anticipates returning to its target leverage range of 2.0-2.5x following the first full year of integration (end of 2027).

Timetable

The transaction is targeted for completion in the middle of 2026 after receiving ACCC clearance and completing other conditions precedent.

Advisors

UBS is acting as financial advisor and Herbert Smith Freehills Kramer is acting as legal advisor to Ampol.

Conference call

Ampol is hosting an investor call to discuss this announcement at 6:00pm (AEST) on 14 August 2025. To participate in the call, you must pre-register via the following link: https://s1.c-conf.com/diamondpass/10049669-08gvjz.html

You will then receive a calendar invitation with a unique passcode and PIN which are to be quoted when dialling into the call. Please allow up to 5 minutes for the passcode and PIN to validate in order to join the call.

Authorised for release by: the Board of Ampol Limited.

Notes

1. Implied transaction multiple is based on an enterprise value of $1.1 billion and preliminary estimate of lease liabilities of $580 million less upfront working capital release of ~$50 million. EBITDA of EG Australia used in calculating the multiple has been extracted from the full year 2024 audited accounts, reduced by the cash rent expense and increased to include the midpoint of $65-80 million in predominantly cost-related synergies (excluding implementation costs)
2. Synergies are presented on a pre-tax basis and reflect management estimates
3. Proforma adjusted earnings exclude amortisation of acquired intangibles, integration costs and one-off transaction costs. In addition, proforma adjustments have been made to reflect a full year contribution from EG Australia, to deduct the benefit of non-cash onerous provision releases, and to include the midpoint of $65-80 million in predominantly cost-related synergies (excluding implementation costs)

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4. Proforma free cash flows after interest and tax are adjusted to exclude growth capex, the capex relating to Ampol's Ultra Low Sulfur Fuels Project and proceeds from non-recurring grants and divestments. Proforma adjustments have been made to reflect a full year contribution from EG Australia and include the midpoint of $65-80 million in predominantly cost-related synergies (excluding implementation costs)
5. Upfront working capital release represents a one-off cash inflow to Ampol arising from the settlement of EG Australia's outstanding payables to Ampol, net of related inventories on hand, at completion. This amount is currently estimated to be ~$50 million however the exact amount will be a function of the relevant balances at the completion date
6. Ampol has agreed to issue the vendor approximately 9.2 million shares at transaction completion, representing approximately 3.7% of shares outstanding (post issuance). Ampol has the option to cash settle the equity component dependent on the balance sheet position and in accordance with its Capital Allocation Framework
7. Market-related activities include Convenience Retail, New Zealand and Fuels and Infrastructure Australia

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