

# Z Energy

(NZX/ASX: ZEL)



11 October 2021

Scheme of Arrangement with Ampol

<https://investors.z.co.nz/>

# Disclaimer



## Please read this page before the rest of the presentation

### Please do not read this presentation in isolation

This presentation is made in advance of our half year results being released to the market in November and is in no way a form of guidance for those results. This presentation and other supporting material should be read subject to and in conjunction with all other material which we have released to NZX and ASX. This material is available on our website, <https://investors.z.co.nz/>. All references in \$ are to New Zealand dollars unless otherwise stated.

### Forward looking statements are inherently fallible

This presentation contains forward-looking statements and projections. These reflect our current expectations, based on what we think are reasonable assumptions. For any number of reasons, the future could be different – potentially materially different. For example, assumptions may be wrong, risks may crystallise, unexpected things may happen. We give no warranty or representation as to our future financial performance or any future matter. Consistent with the NZX and ASX listing rules we will communicate with the market if there is a material change, however we will not update this presentation.

### Understand our non-GAAP information

Some of the financial information in this presentation has not been prepared in accordance with generally accepted accounting practice (“GAAP”). In particular, we show results calculated on the basis of “replacement cost accounting” a widely used and understood Industry measure. It is very important that you understand how this non-GAAP information relates to our GAAP results. So please read the explanation in the appendices.

### There is no offer or investment advice in this presentation

This presentation is for information purposes only. It is not an offer of securities, or a proposal or invitation to make any such offer. It is not investment advice or a securities recommendation, and does not take into account any person’s individual circumstances or objectives. Every investor should make an independent assessment of Z Energy on the basis of expert financial advice.

### Please observe any applicable legal restrictions on distribution

Distribution of this presentation (including electronically) may be restricted by law. You should observe all such restrictions which may apply in your jurisdiction.

### Disclaimer

To the maximum extent permitted by law, we will not be liable (whether in tort (including negligence) or otherwise) to you or any other person in relation to this presentation, including any error in it.

# Presenters



**Mike Bennetts**  
Chief Executive



**Matt Hardwick**  
Corporate Affairs Manager

# Scheme of Arrangement



## Key details

---

### Price & Dividend

- Under the Scheme Z shareholders would receive overall value of at least NZ\$3.83 per share, made up of cash consideration of NZ\$3.78 per share and the first NZ\$0.05 per share of the interim FY22 dividend
  - Z will be entitled to pay additional dividends for FY22 up to implementation of the Scheme which would be deducted from the final cash consideration
  - If the Scheme has not been implemented by 31 March 2022, the final cash consideration will be progressively increased to reflect FY23 performance, up to a limit of NZ\$0.10 per share
- 

### Board approval

- The Z Board unanimously recommends that shareholders vote in favour of the Scheme
  - Independent valuer (Calibre Partners) has been appointed and will report to shareholders
  - Z Board is bound by customary exclusivity provisions, and matching rights in favour of Ampol, subject to fiduciary exceptions for the Z Directors
  - Break fee of NZ\$20m payable by each party in certain circumstances
  - Regulatory approval break fee of NZ\$20m payable by Ampol if key regulatory consents not achieved
- 

### Conditions

- The Scheme is subject to customary conditions, a condition relating to the delay or reversal of the Marsden Point refinery to an import-only terminal, regulatory approvals from NZCC clearance and OIO approval, shareholder approval and ultimately approval by the High Court of New Zealand
  - Completion, following regulatory approvals, is expected in the first half of calendar 2022. As part of its NZCC clearance application, Ampol has committed to the full divestment of the New Zealand “Gull” business; the Z Board and management will support Ampol through the necessary regulatory stages with the NZCC and OIO
-

# Key Benefits of the transaction



## Size and scale and security of supply

---

### Scale Benefits

- Ampol has significant scale supplying the largest branded petrol and convenience network In Australia
  - Ampol operations include refining, importing and marketing fuels and lubricants; Ampol supplies fuel to around 80,000 commercial customers and their retail network serves more than three million customers every week
  - Ampol manages an extensive supply chain which includes 16 terminals, 6 major pipelines and the Lytton Refinery in Queensland
  - Ampol employs over 8,000 people across Australia and in its international trading and shipping operations which will benefit Z as we exit the crude supply chain
- 

### Low Carbon Future

- Similar attitude and approach to Z towards a low carbon energy future
  - Targeting net zero operating emissions by 2040 with clear interim targets
  - Ampol developing customer centric energy solutions in electricity, hydrogen, gas, biofuels and carbon mitigation technologies
  - Ampol has created partnerships with Tesla to create a virtual power plant trial in Adelaide and Fusion Fuel Green to develop a green hydrogen production plant at Lytton
  - Ampol is a founding member of the Australian Climate Leaders Coalition
-

**Q&A**



**Thank you**

