



RESTRICTED PRESS RELEASE

EG Group responds to Caltex Australia announcement

EG Group (“EG”) notes the announcement by Caltex Australia Limited (ASX: CTX) (“Caltex”) that EG has made a confidential, non-binding, indicative proposal to acquire 100% of the issued capital Caltex by way of scheme of arrangement (the “Proposal”).

The consideration payable under the Proposal would comprise:

- an aggregate cash component of A\$3.9 billion for Caltex’s convenience retail business (“Convenience Retail”); and
- securities to be issued in, or convertible into securities issued in, an entity to be listed on the ASX which will own the remaining assets of Caltex, including its existing fuel and infrastructure business and offshore sourcing and supply activities (collectively, “Fuel & Infrastructure”).

The Proposal would result in EG securing ownership of Convenience Retail and for Caltex’s shareholders continuing their direct ownership of Fuel & Infrastructure.

The Proposal is subject to a number of conditions and assumptions, and is under evaluation by the Board of Directors of Caltex. If subsequent discussions should result in a definitive agreement for EG to acquire Caltex, EG will provide notice of such an agreement to investors and stakeholders in accordance with prior reporting practice. There can be no assurance that such a definitive agreement will be entered into or that the Proposal will result in any transaction.

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