



Ampol – EG Australia

MN-01019

Decision

Acquisition is to be subject to Phase 2 review

20 January 2026

1. Decision

- 1.1. On 10 October 2025, Ampol Limited lodged a notification in respect of Ampol Retail Holding Pty Ltd's proposed acquisition of 100% of the share capital in EG Group Australia Pty Ltd and EG AsiaPac Holdings Limited (the **Acquisition**) with the Australian Competition and Consumer Commission (**ACCC**).
- 1.2. The ACCC is satisfied that the Acquisition, if put into effect, could, in all the circumstances, have the effect, or be likely to have the effect, of substantially lessening competition in any market.
- 1.3. Accordingly, the ACCC has decided under section 51ABZJ(1) of the *Competition and Consumer Act 2010* (Cth) that the Acquisition is to be subject to Phase 2 review (**Phase 2 Notice**).

2. Parties to the Acquisition

The acquirer – Ampol

- 2.1. Ampol Retail Holding Pty Ltd is a wholly owned subsidiary of Ampol Limited (**Ampol**), which is listed on the ASX (ALD). Ampol is a vertically integrated fuel company with upstream fuel production and importing assets, wholesale supply and distribution facilities and a network of fuel and retail convenience sites across Australia. Ampol operates its sites under both the Ampol brand and the U-GO brand. Ampol sites are full-service sites with fuel and convenience offerings, whereas U-GO sites are unmanned self-service- sites selling fuel only with no convenience offering.
- 2.2. The brand of the retail site will often, but not always, reflect the owner or fuel price setter of the retail site. Some independent chains or single site retail operations use a fuel supplier brand, such as Ampol, but set their own retail fuel prices.

The target – EG Australia

- 2.3. EG Group Australia and EG AsiaPac Holdings are the entities that carry on EG Group's business in Australia (together, **EG Australia**), which includes the retail supply of fuel, food to go and convenience products. EG Australia is owned by EG Group, a UK-based independent fuel and convenience retailer with sites across Europe and North America. EG Australia commenced operations in Australia in April 2019 when EG Group acquired Woolworths' retail fuel and convenience sites.

Overlap and relationship between the parties

- 2.4. Ampol and EG Australia (the **Parties**) are both retail suppliers of fuel and convenience products in all Australian states and territories. Ampol owns and operates 576 sites under the Ampol brand, and 46 under the U-GO brand.¹ EG Australia owns and operates 512 retail fuel sites. Ampol intends to accelerate the rollout of U-GO sites via

¹ Ampol conducts its fuel and retail convenience operations in Australia largely through its wholly owned subsidiary Ampol Australia Petroleum Pty Limited (**Ampol Australia**). 22 sites are owned by Ampol Petroleum Distributors Pty Ltd (**APD**), a wholly owned Ampol subsidiary.

the Acquisition and proposes to convert a number of EG sites to U-GO sites post-acquisition.²

2.5. Ampol also has 50% interests in the following two fuel distributors and retailers:

- Bonney Energy Group Pty Ltd (**Bonney Energy**) is a distributor of Ampol fuel. Bonney Energy operates 45 retail fuel sites across regional Victoria and Tasmania under the Ampol brand.
- Geraldton Fuel Company Pty Ltd (trading as **Refuel Australia**) is a fuel distributor operating in Western Australia and the Northern Territory. Twenty-eight of Refuel Australia's 38 locations operate under the Ampol brand.

2.6. Additionally, the Parties have an existing supply agreement, whereby Ampol is EG Australia's exclusive wholesale supplier of fuel. Pursuant to agreements between the Parties, EG Australia's retail sites must carry the 'Ampol' brand, while its convenience stores carry the 'EG' brand.

2.7. While the Parties both engage in convenience grocery retailing co-located at fuel sites across Australia, due to the extent of competitive constraint provided by alternative grocery retailers, the ACCC does not consider that there is likely to be a substantial lessening of competition in the retail supply of groceries if the acquisition were put into effect. Accordingly, we do not propose to consider this issue further.

3. Basis for Phase 2 Notice

3.1. During Phase 1, the ACCC may decide that a notification of an acquisition is to be subject to a Phase 2 review if it is satisfied that the acquisition, if put into effect, could, in all the circumstances, have the effect, or be likely to have the effect, of substantially lessening competition in any market.

3.2. The basis for the ACCC's Phase 2 Notice is explained below, including the theories of harm being tested by the ACCC and the matters the ACCC intends to investigate before making a determination.

3.3. The ACCC has taken into account the material received during its Phase 1 assessment. Material received includes information provided by the Parties in the notification and in response to information requests, and submissions from third parties.

3.4. The ACCC invites submissions, including on the matters that the ACCC intends to investigate further, outlined in the boxes below. Submissions should be provided by 4 February 2026 via email to mergers@accc.gov.au with the title *Submission re: Ampol – EG Australia*.

² See Ampol's [ASX Release – Proposed acquisition of EG Australia](#) dated 14 August 2025.

Relevant areas of competition

- 3.5. The ACCC considers that the relevant areas of competitive overlap for the purposes of its assessment of the competitive effects of the Acquisition are the retail supply of petrol and diesel in:
- the local areas in which the Parties overlap, and
 - the metropolitan areas of Adelaide, Brisbane, Canberra, Darwin, Hobart, Melbourne, Perth and Sydney as well as major regional areas.
- 3.6. While all fuel types are mostly supplied at all retail sites, there are some sites which supply diesel only. Consumers cannot substitute between petrol and diesel without switching vehicles. For this reason, a site which only supplies diesel is unlikely to be a substitute for consumers seeking to purchase petrol.
- 3.7. In terms of the geographic areas of competition, information before the ACCC indicates that competition in the retail supply of petrol and diesel is affected by both local and metropolitan factors.
- 3.8. For local areas, the closest substitutes for a given retail fuel site, and therefore the most effective competitive constraints, are other retail fuel sites in close proximity. This is because the distance that consumers are willing to travel to obtain lower prices is likely to be limited by the time and cost of travelling to alternative sites.
- 3.9. [Redacted - Confidential]

Information before the ACCC indicates that a radius of up to 3km in metropolitan areas and Major Regional Centres,³ and 10km or more in all other regional areas is generally an appropriate starting point for considering competitive effects in a local area. However, in some local areas, the ACCC has applied a broader or narrower radius, due to the presence of certain traffic routes, natural barriers, or due to other information provided by the Parties.

- 3.10. [Redacted - Confidential]

Localised competitive effects can give rise to price impacts that spread across metropolitan areas, due to the overlapping local markets. In addition, the metropolitan-wide price movements, observable in some cities in the form of price cycles in which many retailers raise or lower prices to a similar level across these areas, also provide evidence of competition on a metropolitan-wide basis.

Matters the ACCC intends to investigate in Phase 2

- The appropriate geographic dimensions of competition, including traffic routes and natural barriers in specific local areas and the extent to which consumers travel to purchase fuel.

³ To identify major regional centres, the ACCC used the Australian Bureau of Statistics' definition of [Significant Urban Areas](#), and the parties' internal documents.

- The factors taken into account by fuel retailers when setting prices at retail sites, including the extent to which metropolitan-wide pricing movements are considered.

Competitive effects in the retail supply of fuel in local markets in Australia

- 3.11. The ACCC is satisfied that the Acquisition could have the effect, or likely effect, of substantially lessening competition in the retail supply of petrol and diesel in certain local markets.
- 3.12. The Acquisition could significantly reduce the competitive constraint on Ampol in the local areas identified below. With the removal of EG Australia, a key competitor in the local areas identified, there remain limited effective competitive alternatives. Post-acquisition, Ampol could have an increased ability to unilaterally raise prices and/or reduce quality and service in the retail supply of petrol and diesel.
- 3.13. Based on the information currently before the ACCC, the Acquisition could have the effect, or likely effect, of substantially lessening competition in certain local markets for the retail supply of petrol and/or diesel. The ACCC has identified 115 EG sites where the overlap between EG Australia and Ampol could have the effect, or likely effect, of substantially lessening competition in the relevant local markets. The ACCC notes that Ampol has offered to divest 19 sites, all of which are located in the local markets relevant to those 115 EG sites. The 115 EG sites are located in the following areas:

State/Territory	Number of EG sites	Site locations
Australian Capital Territory	Metropolitan: 3	Canberra
New South Wales	Metropolitan: 25 Significant Urban Areas: 15 Regional: 2	Inner West Sydney, Western Sydney, South West Sydney, Baulkham Hills and Hawkesbury, Blacktown, Northern Beaches Parramatta, Sutherland, Central Coast, Hunter Valley (excluding Newcastle), Illawarra, Mid North Coast, New England and North West, Newcastle and Lake Macquarie, Richmond, South Coast, Queanbeyan Region
Northern Territory	Metropolitan: 2	Darwin
Queensland	Metropolitan: 9 Significant Urban Areas: 11 Regional: 5	North Brisbane, South Brisbane, East Brisbane, West Brisbane, Logan, Darling Downs, Central Queensland, Gold Coast, Ipswich, Mackay, Moreton Bay North, North West Queensland, Sunshine Coast, Wide Bay
South Australia	Metropolitan: 3	North Adelaide, South Adelaide
Tasmania	Metropolitan: 2	Hobart

Victoria	Metropolitan: 16 Significant Urban Areas: 6 Regional: 3	Inner East Melbourne, Inner South Melbourne, North East Melbourne, North West Melbourne, South East Melbourne, West Melbourne, Outer East Melbourne, Ballarat, Bendigo, Geelong, Hume, Mornington Peninsula, Shepparton,
Western Australia	Metropolitan: 11 Significant Urban Areas: 1 Regional: 1	Inner Perth, North West Perth, South East Perth, South West Perth, Bunbury, Gascoyne Region, Mandurah

3.14. For the relevant local markets that contain the 115 EG sites identified in paragraph 3.13, the ACCC considers that:

- The Acquisition would remove the significant constraint that EG Australia and Ampol presently impose on each other. The Parties appear to compete on price and, in some cases, non-price factors, and the Acquisition would eliminate this competition. In some of the relevant local markets the Parties are each other's geographically closest competitor.
- The Acquisition could lead to a material increase in concentration in the retail supply of petrol and/or diesel. In the majority of relevant local markets, Ampol would have an estimated post-acquisition market share of 30% or greater by site count.
- Post-acquisition, remaining rival fuel retailers are unlikely to effectively constrain the merged entity from increasing prices and/or reducing quality, particularly where remaining rival fuel retailers do not have an offering comparable to that of the Parties, are not close geographic constraints, and/or where there may be a lack of rival fuel retailers which have historically priced below average.
- There is unlikely to be timely and sufficient entry and/or expansion to provide an effective constraint on Ampol post-acquisition.

Matters the ACCC intends to investigate in Phase 2

- The significance of competition between Ampol and EG sites in each of the relevant local areas.
- Whether the Acquisition will result in a material increase in market concentration in the retail supply of petrol and diesel.
- The extent to which remaining fuel retailers would meaningfully constrain Ampol post-acquisition in each local area, including the presence in the relevant local markets of independent fuel retailers or fuel retailers that have historically priced below average in those markets.
- The extent to which EG Australia would continue to compete effectively in the absence of the Acquisition.

Competitive effects in the retail supply of fuel in metropolitan areas

- 3.15. The ACCC is satisfied that the Acquisition could have the effect, or likely effect, of substantially lessening competition in the retail supply of fuel in one or more of the Brisbane, Canberra, Melbourne and Sydney metropolitan areas.
- 3.16. Analysis undertaken on information currently before the ACCC indicates that:
- EG Australia appears to be a significant competitor to Ampol, providing a significant competitive constraint across multiple metropolitan areas.
 - The pricing approaches used by the industry involve incorporating, and responding to, the prices of rival retailers, both at local area and -metropolitan wide levels.
 - In Brisbane, Canberra, Melbourne and Sydney, prices at EG Australia owned and operated sites appear to be lower than Ampol owned and operated sites on average, excluding Ampol's 'U-GO' branded sites. There appears to be some disparity between the price and non-price strategies of Ampol's sites that are branded 'Ampol', and those sites branded 'U-GO'.
 - Major retailers, being those with large, national fuel retail networks or those that are vertically integrated, appear to have distinct price and non-price strategies compared with the strategies of smaller retailers that are often confined to specific states or local areas and compete largely on price. As a result, as a major retailer, Ampol has a limited number of competitors providing a competitive constraint metropolitan-wide.
 - There appears to be a low likelihood of timely new entry or expansion at the scale to replace any loss of constraint.
- 3.17. Post-acquisition, Ampol is likely to implement its own pricing strategies to significant parts of the EG Australia network. Given Ampol's current strategy produces, on average, higher prices than EG Australia at Ampol owned and operated sites (excluding U-GO sites), post-acquisition prices at most EG Australia sites across Brisbane, Canberra, Melbourne and Sydney would likely increase.
- 3.18. The Acquisition, in removing EG Australia and any strategic uncertainty that EG Australia generates in fuel markets, also reduces the competitive constraint on other major retailers across a metropolitan area. As a result, the Acquisition could lead to higher pricing from remaining retailers, particularly those that track and respond to pricing at Ampol and EG Australia sites across metropolitan areas
- 3.19. The ACCC is also continuing to consider the extent to which the Acquisition would make coordination between major retailers more likely, more complete, or more sustainable by removing a major player and altering the structure of the relevant markets. This reflects that retail fuel markets tend to display characteristics that may make them vulnerable to coordination, including a high degree of price transparency, similar cost structures and repeated interactions across many markets.⁴ As EG Australia appears to be a significant competitor to Ampol, as well as the other major fuel retailers, the removal of EG Australia could reduce the competitive tension

⁴ Conditions that make a market vulnerable to coordination are contained in the [ACCC's merger assessment guidelines](#) – June 2025, paragraphs 3.7 – 3.14.

amongst the remaining major retailers. This means the remaining retailers could set prices based on the expected reactions of a smaller group of rivals.

- 3.20. Irrespective of whether any resulting competitive impacts arising from the Acquisition are categorised as coordinated or unilateral effects, this could have the effect of substantially lessening competition.

Matters the ACCC intends to investigate in Phase 2

- The pricing approaches of Ampol, EG Australia, and other retailers across the major metropolitan areas.
- The impact of the removal of EG Australia on competition in the retail supply of fuel across metropolitan areas.
- The extent to which smaller, independent retail suppliers (for example, Metro, Liberty, United, Speedway) compete with and effectively constrain major fuel retailers (for example, Ampol, EG Australia, Reddy Express, OTR, BP, 7-Eleven and Caltex) on a metropolitan-wide basis.
- The extent to which Ampol's rollout of unmanned self-serve U-GO sites may be accelerated by the Acquisition, and if so, its impact on competition in local and metropolitan areas.

Remedy Offer

- 3.21. On 10 October 2025, Ampol made a remedy offer to the ACCC with respect to the Acquisition. The remedy offer was in the form of a draft undertaking pursuant to section 87B of the *Competition and Consumer Act 2010* (Cth). The undertaking was to divest 19 Ampol and EG Australia fuel retail sites to a purchaser approved by the ACCC (the **Remedy Offer**).
- 3.22. The ACCC considers that the Remedy Offer does not address the matters that cause the ACCC to be satisfied that the Acquisition, if put into effect, could, in all the circumstances, have the effect, or be likely to have the effect, of substantially lessening competition in any market. This is because the Remedy Offer:
- provides for divestitures in the retail supply of fuel in 19 local areas, in circumstances where the ACCC has identified 115 local areas where the Acquisition could substantially lessen competition
 - does not address potential competitive effects in the retail supply of fuel on a metropolitan wide basis that the ACCC is satisfied could arise from the Acquisition and could amount to a substantial lessening of competition, and
 - provides for ACCC pre-approval of a purchaser, and Ampol has not proposed a purchaser to the ACCC.

Decision made by a division of the Commission constituted by a direction issued pursuant to section 19 of the *Competition and Consumer Act 2010* (Cth)