

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Alimentation Couche-Tard Inc. (“**Couche-Tard**”)
4204 boulevard Industriel
Laval, Québec
H7L 0E3

Item 2 Date of Material Change

November 26, 2019

Item 3 News Release

The material change was disclosed in a press release dated November 26, 2019 issued by Couche-Tard and was disseminated via CNW on the same day and filed on SEDAR.

Item 4 Summary of Material Change

On November 26, 2019, Couche-Tard responded to an earlier announcement made by Caltex Australia Limited (“**Caltex**”) by announcing that Couche-Tard had made a confidential non-binding indicative proposal to the Board of Directors of Caltex for the acquisition of all of the issued and outstanding ordinary shares of Caltex by way of scheme of arrangement at a cash price of A\$34.50 per share (inclusive of a fully franked special dividend).

Any transaction remains subject to various conditions, including, without limiting the generality of the foregoing: (i) satisfactory completion of due diligence on Caltex, (ii) unanimous recommendation from Caltex’s Board of Directors agreeing a scheme implementation agreement containing customary terms and conditions, and (iii) approval by Couche-Tard’s Board of Directors.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See press release attached as Schedule “A”.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

This report is not being filed on a confidential basis.

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Claude Tessier
Chief Financial Officer
(450) 662-6632 (ext. 4607)

Item 9 Date of Report

November 29, 2019

SCHEDULE "A"
News Release

(attached)



PRESS RELEASE

COUCHE-TARD RESPONDS TO CALTEX AUSTRALIA ANNOUNCEMENT

Proposal to Acquire Caltex Australia Limited at A\$34.50 per share

LAVAL, QUÉBEC, CANADA – November 26, 2019 – Alimentation Couche-Tard Inc. (TSX:ATD.A) (TSX:ATD.B) (**ACT**) notes the announcement by Caltex Australia Limited (ASX:CTX) (**Caltex**) that ACT has made a confidential non-binding indicative proposal to the Board of Caltex for the acquisition of 100% of Caltex by way of scheme of arrangement at a cash price of A\$34.50 per ordinary share in Caltex (the **Proposal**) which reflects an enterprise value for Caltex of approximately A\$10bn¹.

The Proposal was made on 18 November 2019 and follows an earlier proposal on 11 October 2019.

ACT is a global leader in the convenience and road transportation fuel retail sector with over 16,000 global sites across 26 countries and regions. In 2017, ACT made a commitment to grow its Asia-Pacific presence through investment in, or the ownership of, fuel and convenience assets.

Background to Proposal

On 11 October 2019, ACT made a confidential non-binding indicative proposal to the Board of Caltex for the acquisition of 100% of Caltex by way of scheme of arrangement at a cash price of A\$32.00 per ordinary share in Caltex, inclusive of a fully franked special dividend (the **Original Proposal**). The closing price of Caltex shares on 10 October 2019, being the day prior to the Original Proposal, was A\$25.43 per share.

On 18 November 2019, ACT made a revised confidential non-binding indicative proposal to the Board of Caltex which increased the cash price to A\$34.50 per share (inclusive of a fully franked special dividend).

Under the Proposal, by the time definitive transaction documentation is executed, the implementation of any transaction would not be conditional on ACT obtaining any third-party financing.

At the time of the Proposal on 18 November 2019, ACT had an exposure to approximately 2.0% of Caltex's outstanding shares, which it continues to hold.

Distribution of franking credits

In order to deliver additional value to certain Caltex shareholders, the Proposal contains a permitted special dividend to facilitate the distribution of Caltex's large franking credit balance as part of the proposed transaction.

¹ Enterprise value calculation assumes 251,073,735 fully paid ordinary shares and net debt of A\$1,263.6m and non-controlling interests of A\$13.8m based on the Caltex 2019 Half Year Report.

Under the permitted special dividend alternative, ACT would allow Caltex to pay a fully franked special dividend of up to A\$8.41 per ordinary share in Caltex (**Permitted Special Dividend**).²

The consideration under the Proposal would be reduced by the quantum of the Permitted Special Dividend. However, ACT expects a material number of Caltex shareholders would benefit from up to A\$3.61³ per share of value incremental to the A\$34.50 from the franking credits associated with the Permitted Special Dividend and other shareholders would benefit from the likely share price strength associated with increased demand for this franking value.

The Proposal represents attractive acquisition premia even before taking into account the incremental franking value as shown in the table below.

Acquisition premia	10 October 2019 (Date prior to Original Proposal)		15 November 2019 (Date prior to Proposal)		22 November 2019 (Date prior to Property IPO announcement)	
	Price	Premium	Price	Premium	Price	Premium
Proposal (A\$34.50)						
Closing price	A\$25.43	35.7%	A\$28.40	21.5%	A\$27.85	23.9%
3-month VWAP	A\$25.56	35.0%	A\$25.98	32.8%	A\$26.09	32.2%

The acquisition premia are even more compelling when taking into account the incremental franking value. In the table below, we assume the maximum value that may be available to Caltex shareholders who are able to fully utilize the franking credits attached to a Permitted Special Dividend.

Acquisition premia	10 October 2019 (Date prior to Original Proposal)		15 November 2019 (Date prior to Proposal)		22 November 2019 (Date prior to Property IPO announcement)	
	Price	Premium	Price	Premium	Price	Premium
With maximum franking credit attached to Permitted Special Dividend (A\$38.11)⁴						
Closing price	A\$25.43	49.8%	A\$28.40	34.2%	A\$27.85	36.8%
3-month VWAP	A\$25.56	49.1%	A\$25.98	46.7%	A\$26.09	46.0%

Instead of the Permitted Special Dividend, ACT has also proposed a buy-back alternative under which Caltex shareholders could elect to participate in a buy back of their shares subject to a cap and scale back or to receive the scheme consideration (**Buy-Back Alternative**). The Buy-Back Alternative requires engagement from Caltex and the Australian Tax Office (ATO) but has the potential to create even greater value for Caltex shareholders.

² The cap on the special dividend of A\$8.41 is based on the illustrative Caltex franking account. The illustrative franking account has been calculated based the franking credit account in the Caltex 2018 Annual Report of A\$1,007.3m, adjusted to reflect an estimated A\$101.9m franking credits distributed as part of Caltex's April 2019 buy-back. The franking credit balance has not been adjusted for any other distributions or tax paid by Caltex since 31 December 2018 or any additional debits by the ATO resulting from the April 2019 Caltex buy-back. The quantum of the franking credits distributed could vary depending on the franking account at the time of the Permitted Special Dividend. The availability of any franking credits to Caltex shareholders would be confirmed by the ATO via an ATO class ruling.

³ This figure is illustrative only and based on the illustrative Caltex franking account, as explained in footnote (2) above.

⁴ Subject to ATO confirmation.

Proposal conditions and other matters

Any transaction remains subject to various conditions including:

- Satisfactory completion of due diligence;
- No dividends other than the Permitted Special Dividend or dividend component of the Buy-Back being declared or paid;
- No material asset sales, divestments or similar transactions including Caltex's planned property IPO;
- Unanimous recommendation from Caltex's Board, agreeing a scheme implementation agreement containing customary terms and conditions, and approval by ACT's Board.

Brian Hannasch, President and CEO of ACT, said "We believe this is a very compelling offer for Caltex shareholders, representing an excellent premium and certainty of value today. ACT's management team has been looking into the Asia-Pacific region for several years as a potential market for our continued growth and we see many opportunities.

With Caltex, we see a potential opportunity to leverage our leading global position in the convenience retail market, and we would seek to bring all our operating expertise to bear to help support and grow the Caltex business.

Importantly for Caltex's customers, partners and staff, we are a committed buyer of the entire Caltex business. We are willing and prepared to engage with Caltex to enable or our Proposal to be put to Caltex shareholders as soon as possible".

Advisers

Goldman Sachs is acting as financial adviser and Allens is acting as legal adviser to ACT in relation to the Proposal.

For further information please contact:

Jim Kelly
Domestique
+61 412 549 083

jim@domestiqueconsulting.com.au

Courtney Howe
Domestique
+61 404 310 364

courtney@domestiqueconsulting.com.au

About Alimentation Couche-Tard Inc.

Couche-Tard is the leader in the Canadian convenience store industry. In the United States, it is the largest independent convenience store operator in terms of the number of company-operated stores. In Europe, Couche-Tard is a leader in convenience store and road transportation fuel retail in the Scandinavian countries (Norway, Sweden and Denmark), in the Baltic countries (Estonia, Latvia and Lithuania), as well as in Ireland, and has an important presence in Poland.

As of July 21, 2019, Couche-Tard's network comprised 9,792 convenience stores throughout North America, including 8,565 stores with road transportation fuel dispensing. Its North American network consists of 19 business units, including 15 in the United States covering 48 states and 4 in Canada covering all 10 provinces. Approximately 109,000 people are employed throughout its network and at its service offices in North America.

In Europe, Couche-Tard operates a broad retail network across Scandinavia, Ireland, Poland, the Baltics and Russia through ten business units. As of July 21, 2019, Couche-Tard's network comprised 2,706 stores, the majority of which offer road transportation fuel and convenience

products while the others are unmanned automated fuel stations which only offer road transportation fuel. Couche-Tard also offers other products, including aviation fuel and energy for stationary engines. Including employees at branded franchise stores, approximately 24,000 people work in its retail network, terminals and service offices across Europe.

In addition, under licensing agreements, approximately 2,250 stores are operated under the Circle K banner in 16 other countries and territories (Cambodia, China, Costa Rica, Egypt, Guam, Honduras, Hong Kong, Indonesia, Jamaica, Macau, Mexico, Mongolia, New Zealand, Saudi Arabia, the United Arab Emirates and Vietnam), which brings the worldwide total network to more than 16,000 stores.

For more information on Alimentation Couche-Tard Inc., please visit: <https://corpo.couche-tard.com>.

Forward-looking statements

The statements set forth in this press release, which describes Couche-Tard's objectives, projections, estimates, expectations or forecasts, may constitute forward-looking statements within the meaning of securities legislation. Positive or negative verbs such as "believe", "can", "shall", "intend", "expect", "estimate", "assume" and other related expressions are used to identify such statements. Couche-Tard would like to point out that, by their very nature, forward-looking statements involve risks and uncertainties such that its results, or the measures it adopts, could differ materially from those indicated in or underlying these statements, or could have an impact on the degree of realization of a particular projection. Major factors that may lead to a material difference between Couche-Tard's actual results and the projections or expectations set forth in the forward-looking statements include the effects of the integration of acquired businesses and the ability to achieve projected synergies, fluctuations in margins on motor fuel sales, competition in the convenience store and retail motor fuel industries, exchange rate variations, and such other risks as described in detail from time to time in the reports filed by Couche-Tard with securities regulatory authorities in Canada. Unless otherwise required by applicable securities laws, Couche-Tard disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The forward-looking information in this release is based on information available as of the date of the release.