

Partner  
Contact David Clee  
David Clee  
T +61 2 9263 4368  
dclee@gtlaw.com.au  
Our ref 1038395



L 35, Tower Two, International Towers Sydney  
200 Barangaroo Avenue,  
Barangaroo NSW 2000 AUS  
T +61 2 9263 4000 F +61 2 9263 4111  
www.gtlaw.com.au

1 March 2019

Market Announcements Office  
Australian Securities Exchange

Dear Sir/Madam,

**Substantial holder notices – Viva Energy REIT (ASX:VVR)**

We enclose a substantial holder notice in respect of Viva Energy REIT (ASX:VVR) from each of:

- Viva Energy Australia Group Pty Ltd, Viva Energy Holding Pty Ltd and Viva Energy Group Limited (ASX: VEA) and certain other entities named in that notice (collectively, the **Viva Entities**); and
- VIP Energy Australia B.V. and certain other entities named in that notice (collectively, the **Vitol Entities**).

The notices reflect the ownership structure of Viva Energy REIT after Viva Energy REIT issued and allotted 43,103,449 stapled securities as part of its fully underwritten institutional placement on 27 February 2019. Following such issue and allotment, the voting power in Viva Energy REIT of the Viva Entities and the Vitol Entities was reduced to 35.91%.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'David Clee', with a long horizontal line extending to the right.

**David Clee**  
Partner  
T +61 2 9263 4368  
dclee@gtlaw.com.au

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Viva Energy REIT Trust ARSN 613 146 464 (Trust) and Viva Energy REIT Limited ACN 612 986 517 (Company, and together with the Trust, Viva Energy REIT)

ACN/ARSN As above

**1. Details of substantial holder (1)**

Name Viva Energy Australia Group Pty Ltd ACN 004 400 220 (Viva Energy Australia), Viva Energy Holding Pty Ltd ACN 167 883 525 (Viva Energy Holding) and Viva Energy Group Limited ACN 626 661 032 (ASX: VEA) (Viva Energy Group Limited) and each Controlled Entity described in section 3 below

ACN/ARSN (if applicable) As above

There was a change in the interests of the substantial holder on 27/02/2019  
The previous notice was given to the company on 30/06/2017  
The previous notice was dated 27/06/2017

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4)                                                                                                    | Previous notice |                  | Present notice |                  |
|----------------------------------------------------------------------------------------------------------------------------|-----------------|------------------|----------------|------------------|
|                                                                                                                            | Person's votes  | Voting power (5) | Person's votes | Voting power (5) |
| Stapled securities in Viva Energy REIT, each comprising an ordinary unit in the Trust and an ordinary share in the Company | 276,060,625     | 38.09%           | 276,060,625    | 35.91%           |

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change   | Person whose relevant interest changed | Nature of change (6)                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|------------------|----------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|-----------------------------------------|-------------------------|
| 27 February 2019 | Viva Energy Australia                  | Viva Energy Australia's voting power in Viva Energy REIT was reduced as a result of the issue and allotment of 43,103,449 stapled securities by Viva Energy REIT as part of its institutional placement on Wednesday, 27 February 2019. The issue and allotment of such stapled securities did not change the number of stapled securities in which Viva Energy Australia has a relevant interest (such relevant interest arising under section 608(1)(a) of the Corporations Act 2001 (Cth)). | N/A                                           | N/A                                     | N/A                     |

|                  |                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |     |     |     |
|------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|-----|
| 27 February 2019 | Viva Energy Holding and Viva Energy Group Limited                                                                                                                                                                                                                                                                                                                                                       | Each of Viva Energy Holding and Viva Energy Group Limited's voting power in Viva Energy REIT was reduced as a result of the issue and allotment of 43,103,449 stapled securities by Viva Energy REIT as part of its institutional placement on Wednesday, 27 February 2019. The issue and allotment of such stapled securities did not change the number of stapled securities in which each of Viva Energy Holding and Viva Energy Group Limited has a relevant interest (such relevant interest arising under section 608(3) of the <i>Corporations Act 2001</i> (Cth)).             | N/A | N/A | N/A |
| 27 February 2019 | <p>Viva Energy Australia Pty Limited ACN 004 610 459</p> <p>Viva Energy Aviation Pty Limited ACN 167 761 453</p> <p>Viva Energy Gas Pty Limited ACN 005 012 715</p> <p>Viva Energy Refining Pty Limited ACN 004 303 842</p> <p>VER Manager Pty Limited ACN 613 163 385</p> <p>ZIP Airport Services Pty Ltd ACN 098 990 802</p> <p>Viva Energy S.G. Pte Ltd</p> <p>(each a <b>Controlled Entity</b>)</p> | Each Controlled Entity's voting power in Viva Energy REIT was reduced as a result of the issue and allotment of 43,103,449 stapled securities by Viva Energy REIT as part of its institutional placement on Wednesday, 27 February 2019. The issue and allotment of such stapled securities did not change the number of stapled securities in which each Controlled Entity has a relevant interest (such relevant interest arising under section 608(3) of the <i>Corporations Act 2001</i> (Cth)). Each Controlled Entity is a wholly owned subsidiary of Viva Energy Group Limited. | N/A | N/A | N/A |

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6)                                                                                                                                  | Class and number of securities | Person's votes |
|-----------------------------|---------------------------------|------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|----------------|
| Viva Energy Australia       | Viva Energy Australia           | Viva Energy Australia                          | Relevant interest under section 608(1)(a) of the Corporations Act 2001 (Cth)                                                                                     | 276,060,625 stapled securities | 35.91%         |
| Viva Energy Holding         | Viva Energy Australia           | Viva Energy Australia                          | Relevant interest under section 608(3) of the Corporations Act 2001 (Cth)                                                                                        | 276,060,625 stapled securities | 35.91%         |
| Viva Energy Group Limited   | Viva Energy Australia           | Viva Energy Australia                          | Relevant interest under section 608(3) of the Corporations Act 2001 (Cth)                                                                                        | 276,060,625 stapled securities | 35.91%         |
| Each Controlled Entity      | Viva Energy Australia           | Viva Energy Australia                          | Relevant interest under section 608(3) of the Corporations Act 2001 (Cth) where each Controlled Entity is a wholly owned subsidiary of Viva Energy Group Limited | 276,060,625 stapled securities | 35.91%         |

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A                               | N/A                   |

#### 6. Addresses

The addresses of persons named in this form are as follows:

| Name                        | Address                                         |
|-----------------------------|-------------------------------------------------|
| Viva Energy Australia       | Level 16, 720 Bourke Street, Docklands VIC 3008 |
| Viva Energy Holding Pty Ltd |                                                 |
| Viva Energy Group Limited   |                                                 |
| Each Controlled Entity      |                                                 |

**Signature**

print name Lachlan Pfeiffer

capacity Company Secretary

sign here



date 01/03/2019

**Form 604**  
Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Viva Energy REIT Trust ARSN 613 146 464 (Trust) and Viva Energy REIT Limited ACN 612 986 517 (Company, and together with the Trust, Viva Energy REIT)

ACN/ARSN As above

### 1. Details of substantial holder (1)

Name VIP Energy Australia B.V., Viva Energy Holding S.a.r.l., VIP Holding S.a.r.l., Vitol Investment Partnership Limited, Vitol Holding S.a.r.l. and Vitol Holding B.V. (each a Vitol Entity)

ACN/ARSN (if applicable) As above

There was a change in the interests of the substantial holder on 27/02/2019  
The previous notice was given to the company on 30/06/2017  
The previous notice was dated 27/06/2017

### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4)                                                                                                    | Previous notice |                  | Present notice |                  |
|----------------------------------------------------------------------------------------------------------------------------|-----------------|------------------|----------------|------------------|
|                                                                                                                            | Person's votes  | Voting power (5) | Person's votes | Voting power (5) |
| Stapled securities in Viva Energy REIT, each comprising an ordinary unit in the Trust and an ordinary share in the Company | 276,060,625     | 38.09%           | 276,060,625    | 35.91%           |

### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change   | Person whose relevant interest changed | Nature of change (6)                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|------------------|----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|-----------------------------------------|-------------------------|
| 27 February 2019 | Each Vitol Entity                      | Each Vitol Entity's voting power in Viva Energy REIT was reduced as a result of the issue and allotment of 43,103,449 stapled securities by Viva Energy REIT as part of its institutional placement on Wednesday, 27 February 2019. The issue and allotment of such stapled securities did not change the number of stapled securities in which each Vitol Entity has a relevant interest (such relevant interest arising under section 608(3) of the Corporations Act 2001 (Cth)). | N/A                                           | N/A                                     | N/A                     |

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities                                             | Person entitled to be registered as holder (8) | Nature of relevant interest (6)                                           | Class and number of securities | Person's votes |
|-----------------------------|-----------------------------------------------------------------------------|------------------------------------------------|---------------------------------------------------------------------------|--------------------------------|----------------|
| Each Vitol Entity           | Viva Energy Australia Group Pty Ltd ACN 004 400 220 (Viva Energy Australia) | Viva Energy Australia                          | Relevant interest under section 608(3) of the Corporations Act 2001 (Cth) | 276,060,625 stapled securities | 35.91%         |

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A                               | N/A                   |

#### 6. Addresses

The addresses of persons named in this form are as follows:

| Name                                 | Address                                                                           |
|--------------------------------------|-----------------------------------------------------------------------------------|
| VIP Energy Australia B.V.            | K.P van der Mandelelaan 130, 3062 MB, Rotterdam, Netherlands                      |
| Viva Energy Holding S.a.r.l.         | 5, Rue Goethe, L-1637 Luxembourg, Luxembourg                                      |
| VIP Holding S.a.r.l.                 | 5, Rue Goethe, L-1637 Luxembourg, Luxembourg                                      |
| Vitol Investment Partnership Limited | c/- IPES (Jersey) Limited, 6 <sup>th</sup> floor, 37 Esplanade, St Heller JE2 3QA |
| Vitol Holding S.a.r.l.               | Boulevard du Pont d'Arve 28, CH 1205 Geneva Switzerland                           |
| Vitol Holding B.V.                   | K.P van der Mandelelaan 130, 3062 MB, Rotterdam, Netherlands                      |

#### Signature

print name A.P. Eelink

sign here



capacity Managing Director

date 28/02/2019