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## Facsimile

To:	Company Announcements Platform	From:	Catherine Wong Cooper Investors
Company:	ASX	Date:	3 August 2016
Facsimile:	1300 135 638	Pages:	5 (including this one)
Re:	Form 603 – Notice of initial substantial holder		

Dear Sir/Madam,

I attach a completed Form 603; Notice of initial substantial holder, completed by Cooper Investors Pty Limited, in accordance with Section 671B of the Corporations Act 2001, in relation to units in Viva Energy Reit.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Catherine Wong'.

Catherine Wong  
Compliance Officer

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**To Company Name/Scheme Viva Energy REITACN/ARSN 612 986 517**1. Details of substantial holder (1)**Name Cooper Investors Pty LimitedACN/ARSN (if applicable) 100 409 890The holder became a substantial holder on 02 / 08 / 2016**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary	35,000,000	35,000,000	5.071%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
See Annexure B		

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
See Annexure B			

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-Cash	
Cooper Investors Pty Ltd	02/08/2016	See Annexure A		

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

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

**7. Addresses**

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

Name	Address
Cooper Investors Pty Limited	Level 1, 60 Collins Street, Melbourne VIC 3000

**Signature**

print name Andrew Swan

Capacity: Director

sign here

date 02/08/2016

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

**VVRXX 02.08.16 ANNEXURE A**

Trade Date	Ticker	Security	Quantity	Price	Amount	Curr
2/08/2016	VVRXX	Viva Energy Reit Reit Stapled Unit - IPO	35,000,000	2.20 \$	77,000,000.00	AUD

## VRXX 02/08/16 ANNEXURE B

Holder of Relevant Interest	Registered Holder of Securities	Persons entitled to be registered as holder	Nature of Relevant Interest	Number of Securities	Persons votes
Cooper Investors Pty Ltd	National Nominees Ltd	National Nominees Ltd	Investment Manager	10,507,680.00	10,507,680.00
Cooper Investors Pty Ltd	JP Morgan Nominees Australia Ltd	JP Morgan Nominees Australia Ltd	Investment Manager	8,359,440.00	8,359,440.00
Cooper Investors Pty Ltd	State Street Australia Limited	State Street Australia Limited	Investment Manager	12,654,889.00	12,654,889.00
Cooper Investors Pty Ltd	RBC Global Services Australia Limited	RBC Global Services Australia Limited	Investment Manager	1,286,228.00	1,286,228.00
Cooper Investors Pty Ltd	Citi Group	Citi Group	Investment Manager	265,643.00	265,643.00
Cooper Investors Pty Ltd	BNP Paribas	BNP Paribas	Investment Manager	1,926,120.00	1,926,120.00
<b>Total holdings</b>				<b>35,000,000.00</b>	<b>35,000,000.00</b>

**690,151,562**

**Total Shares Outstanding**

**5.071%**

**Percentage holding**