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5 August 2016

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 and certain other entities named in that notice (collectively, the **Viva/Vitol Entities**); and
- Abu Dhabi Investment Council and Portman Limited (together, **ADIC**).

The notices reflect the ownership structure of Viva Energy REIT as at 3 August 2016, being the date on which Viva Energy REIT was admitted to the official list of ASX Limited. As at that date, the Viva/Vitol Entities and ADIC each had voting power in Viva Energy REIT of 100%.

The issue and allotment of stapled securities under Viva Energy REIT's initial public offering is expected to occur on 10 August 2016. This will result in the voting power of the Viva/Vitol Entities and ADIC being reduced to 40%. Further substantial holder notices will be lodged next week to reflect this.

Yours sincerely,

A blue ink signature of David Clee, consisting of a stylized 'D' and 'C' followed by a horizontal line.

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

A blue ink signature of Alex Kauye, consisting of a stylized 'A' and 'K' followed by a circular flourish.

Alex Kauye
Senior Lawyer
T +61 3 8656 3386
akauye@gtlaw.com.au

Form 603
Corporations Act 2001
Section 671B

Notice of initial 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) and each of Viva Energy Holding Pty Ltd ACN 167 883 525, Viva Energy 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 Viva/Vitol Entity)

ACN/ARSN (if applicable) As above

The holder became a substantial holder on 3 August 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)
Stapled securities in Viva Energy REIT, each comprising an ordinary unit in the Trust and an ordinary share in the Company	1	1	100%

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
Viva Energy Australia	Relevant interest under section 608(1)(a) of the Corporations Act 2001 (Cth)	1 stapled security
Each Viva/Vitol Entity	Relevant interest under section 608(3) of the Corporations Act 2001 (Cth)	1 stapled security

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
Viva Energy Australia and each Viva/Vitol Entity	Viva Energy Australia	Viva Energy Australia	1 stapled security

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
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		Cash	Non-cash	
Viva Energy Australia	14 June 2016	\$1 for the ordinary unit in the Trust and \$1 for the ordinary share in the Company		1 stapled security
Each Viva/Vitol Entity	14 June 2016	Nil		1 stapled security

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	N/A

7. Addressees

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	Level 16, 720 Bourke Street, Docklands VIC 3008
Viva Energy B.V.	K.P. van der Mandelelaan 130, 3062 MB, Rotterdam, Netherlands
Viva Energy Holding S.a.r.l.	2-8 Avenue Charles de Gaulle, L-1653 Luxembourg
VIP Holding S.a.r.l.	2-8 Avenue Charles de Gaulle, L-1653 Luxembourg
Vitol Investment Partnership Limited	c/o IPES (Jersey) Limited, 6th floor, 37 Esplanade, St Helier 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	G.R. Skern Managing Director	William D. Laneville Managing Director	capacity <i>Managing Director</i>
sign here			date <i>5 18 2016</i>

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
 - (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, moneys 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.

Form 603
Corporations Act 2001
Section 671B

Notice of initial 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 Each of Abu Dhabi Investment Council and Portman Limited

ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 3 August 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)
Stapled securities in Viva Energy REIT, each comprising an ordinary unit in the Trust and an ordinary share in the Company	1	1	100%

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 substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Abu Dhabi Investment Council Portman Limited	Relevant interest under section 608(3) of the <i>Corporations Act 2001</i> (Cth)	1 stapled security

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
Abu Dhabi Investment Council Portman Limited	Viva Energy Australia Group Pty Ltd ACN 004 400 220 (Viva Energy Australia)	Viva Energy Australia	1 stapled security

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	
Abu Dhabi Investment Council Portman Limited	14 June 2016	Nil		1 stapled security

6. Associates

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

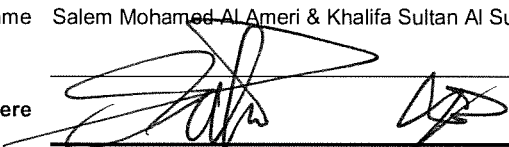
Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

7. 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
Abu Dhabi Investment Council	Al Bahr Towers, Sheikh Zayed Bin Sultan Street Intersection with Shakhbout Bin Sultan Street (19 th Street), P.O. Box 61999, Abu Dhabi, UAE
Portman Limited	Al Bahr Towers, Sheikh Zayed Bin Sultan Street Intersection with Shakhbout Bin Sultan Street (19 th Street), P.O. Box 61999, Abu Dhabi, UAE

Signature

print name Salem Mohamed Al Ameri & Khalifa Sultan Al Suwaidi capacity
 sign here  date 04/08/2016

Authorised Signatories of
 Abu Dhabi Investment Council
 and
 Directors of Portman Limited

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
 - (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, moneys 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.

