

Partner David Clee
Contact David Clee | Alex Kauye
T +61 2 9263 4368 | T +61 3 8656 3386
dclee@gtlaw.com.au | akauye@gtlaw.com.au
Our ref DXC:AFK:1025925



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

12 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 after Viva Energy REIT issued and allotted 414,090,937 stapled securities as part of its initial public offering on 10 August 2016. Following such issue and allotment, the voting power in Viva Energy REIT of the Viva/Vitol Entities and ADIC was reduced to 39.99%.

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, featuring a stylized 'A' and 'K' with a flourish.

Alex Kauye
Senior Lawyer
T +61 3 8656 3386
akauye@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**) and each of Viva Energy Holding Pty Ltd ACN 167 883 525, Viva Energy B.V., Viva Energy 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

There was a change in the interests of the substantial holder on 10/08/2016
The previous notice was given to the company on 05/08/2016
The previous notice was dated 05/08/2016

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	1	100%	276,060,625	39.99%

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
8 August 2016	Viva Energy Australia	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth)	Delivery of the Promissory Note (Company shares) to the Company and the Promissory Note (Trust units) to VER Limited as responsible entity of the Trust in each case by Viva Energy Group and as described in the replacement offer document for Viva Energy REIT dated 22 July 2016	276,060,624	276,060,624
8 August 2016	Each Viva/Vitol Entity	Relevant interest under section 608(3) of the <i>Corporations Act 2001</i> (Cth)	Delivery of the Promissory Note (Company shares) to the Company and the Promissory Note (Trust units) to VER Limited as responsible entity of the Trust in each case by Viva Energy Group and as described in the replacement offer document for Viva Energy REIT dated 22 July 2016	276,060,624	276,060,624

10 2016	August	Viva Energy Australia	Viva Energy Australia's voting power in Viva Energy REIT was reduced as a result of the issue and allotment of 414,090,937 stapled securities by Viva Energy REIT as part of its initial public offering on 10 August 2016. 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 <i>Corporations Act 2001</i> (Cth)).	N/A	N/A	N/A
10 2016	August	Each Viva/Vitol Entity	Each Viva/Vitol Entity's voting power in Viva Energy REIT was reduced as a result of the issue and allotment of 414,090,937 stapled securities by Viva Energy REIT as part of its initial public offering on 10 August 2016. The issue and allotment of such stapled securities did not change the number of stapled securities in which each Viva/Vitol Entity 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

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 <i>Corporations Act 2001</i> (Cth)	276,060,625 stapled securities	276,060,625
Each Viva/Vitol Entity	Viva Energy Australia	Viva Energy Australia	Relevant interest under section 608(3) of the <i>Corporations Act 2001</i> (Cth)	276,060,625 stapled securities	276,060,625

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:

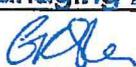
Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

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	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 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	G.R. Skern Managing Director	William D. Laneville Managing Director	capacity <i>Managing Directors</i>
sign here			date 12 108 116

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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 871B(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
 - (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.
- (7) 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 on 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

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 Each of Abu Dhabi Investment Council and Portman Limited
ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 10/08/2016
The previous notice was given to the company on 05/08/2016
The previous notice was dated 04/08/2016

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	1	100%	276,060,625	39.99%

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
8 August 2016	ADIC Portman	Relevant interest under section 608(3) of the <i>Corporations Act 2001</i> (Cth)	Delivery of the Promissory Note (Company shares) to the Company and the Promissory Note (Trust units) to VER Limited as responsible entity of the Trust in each case by Viva Energy Group and as described in the replacement offer document for Viva Energy REIT dated 22 July 2016	276,060,624	276,060,624

	10 August 2016	Abu Dhabi Investment Council Portman Limited	Each of Abu Dhabi Investment Council and Portman Limited voting power in Viva Energy REIT was reduced as a result of the issue and allotment of 414,090,937 stapled securities by Viva Energy REIT as part of its initial public offering on 10 August 2016. The issue and allotment of such stapled securities did not change the number of stapled securities in which Abu Dhabi Investment Council and Portman Limited each have 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
Abu Dhabi Investment Council Portman	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	276,060,625

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

sign here



date 12/08/2016

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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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
 - (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.
- (7) 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 on 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.