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20 July 2018

Market Announcements Office
Australian Securities Exchange

Dear Sir/Madam,

Substantial holder notices – Viva Energy Group Limited (ASX:VEA)

We enclose a substantial holder notice in respect of Viva Energy Group Limited (ASX:VEA) (**VEGL**) from each of:

- Viva Energy B.V. 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 VEGL after VEGL issued and allotted shares as part of its initial public offering on 18 July 2018. Following such issue and allotment, the Viva/Vitol Entities and ADIC each had voting power in VEGL of 44.84%.

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'David Clee'.

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

A handwritten signature in blue ink, appearing to read 'Alex Kauye'.

Alex Kauye
Partner
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 Group Limited (the Company)

ACN/ARSN 626 661 032

1. Details of substantial holder (1)

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

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 18/07/2018
The previous notice was given to the company on 17/07/2018
The previous notice was dated 17/07/2018

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)
Ordinary	100	100%	871,845,097	44.84%

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
17/07/2018	Viva B.V	Relevant interest under section 608(1)(a) of the Corporations Act 2001 (Cth)	As described in the prospectus for the Company dated 20 June 2018.	871,844,997 ordinary shares	871,844,997
17/07/2018	Each Viva/Vitol Entity	Relevant interest under section 608(3) of the Corporations Act 2001 (Cth)	As described in the prospectus for the Company dated 20 June 2018.	871,844,997 ordinary shares	871,844,997

18/07/2018	Viva B.V.	Viva B.V.'s voting power in the Company was reduced as a result of the issue and allotment of 1,072,690,071 shares by the Company as part of its initial public offering on 18 July 2018. The issue and allotment of such shares did not change the number of shares in which Viva B.V. 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
18/07/2018	Each Viva/Vitol Entity	Each Viva/Vitol Entity's voting power in the Company was reduced as a result of the issue and allotment of 1,072,690,071 shares by the Company as part of its initial public offering on 18 July 2018. The issue and allotment of such shares did not change the number of shares in which each Viva/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
Viva B.V.	Viva B.V.	Viva B.V.	Relevant interest under section 608(1)(a) of the Corporations Act 2001 (Cth)	871,845,097 ordinary shares	871,845,097
Each Viva/Vitol Entity	Viva B.V.	Viva B.V.	Relevant interest under section 608(3) of the Corporations Act 2001 (Cth)	871,845,097 ordinary shares	871,845,097

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 B.V.	K.P. van der Mandelelaan 130, 3062 MB, Rotterdam, Netherlands
VIP Holding S.à.r.l.	5, Rue Goethe, L-1637 Luxembourg
Vitol Investment Partnership Limited	c/o IPES (jersey) Limited, 6 th floor, 37 Esplanade, St Helier JE2 3QA
Vitol Holding S.à 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**

capacity **Managing Director**

sign here

date **20/07/2018**

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.

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Viva Energy Group Limited (the Company)

ACN/ARSN 626 661 032

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 18/07/2018
The previous notice was given to the company on 17/07/2018
The previous notice was dated 17/07/2018

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)
Ordinary	100	100%	871,845,097	44.84%

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
17/07/2018	ADIC Portman	Relevant interest under section 608(3) of the <i>Corporations Act 2001</i> (Cth)	As described in the prospectus for the Company dated 20 June 2018.	871,844,997 ordinary shares	871,844,997

18/07/2018	ADIC Portman	Each of ADIC and Portman's voting power in the Company was reduced as a result of the issue and allotment of 1,072,690,071 shares by the Company as part of its initial public offering on 18 July 2018. The issue and allotment of such shares did not change the number of shares in which Viva Energy B.V. 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
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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
ADIC Portman	Viva Energy B.V.	Viva Energy B.V.	Relevant interest under section 608(3) of the <i>Corporations Act 2001</i> (Cth)	871,845,097 ordinary shares	871,845,097

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

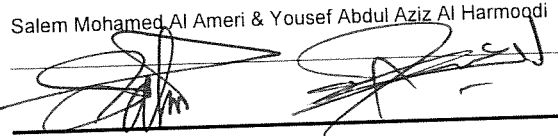
6. Addresses

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

Name	Address
Viva Energy B.V.	K.P. van der Mandelelaan 130, 3062 MB, Rotterdam, Netherlands
ADIC	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	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 & Yousef Abdul Aziz Al Harmoqdi capacity Authorised signatories of Abu Dhabi Investment Counsel and Directors of Portman Limited

sign here  date 20/07/2018

DIRECTIONS

RB