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Our ref 1038395



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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 be 'D. Clee', written over a horizontal line.

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 Controlled Entity)</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 th 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

capacity Managing Director

sign here

date 28/02/2019

