

## Appendix 3D

### Changes relating to buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

|  |  |
|--|--|
| Name of entity   | ABN/ARSN                               |
| Vicinity Limited<br>Vicinity Centres Trust<br>(together, <b>Vicinity</b> ) | ABN 90 114 757 783<br>ARSN 104 931 928 |

We (the entity) give ASX the following information.

|   |   |              |
|---|---|--------------|
| 1 | Date that an Appendix 3C or the last Appendix 3D was given to ASX | 23 July 2018 |
|---|---|--------------|

### Information about the change

Complete each item for which there has been a change and items 9 and 10.

| <b>Column 1</b><br>(Details announced to market in Appendix 3C or last Appendix 3D) | <b>Column 2</b><br>(Details of change to buy-back proposals) |
|---|--|
|---|--|

### On-market buy-back

|   |   |  |           |
|---|---|--|-----------|
| 2 | Name of broker who will act on the company's behalf | Macquarie Securities (Australia) Limited | No change |
| 3 | Deleted 30/9/2001.                                  |  |           |

<sup>+</sup> See chapter 19 for defined terms.

**Appendix 3D**  
**Changes relating to buy-back**

---

|   | <b>Column 1</b><br>(Details announced to market in Appendix 3C or last Appendix 3D)  | <b>Column 2</b><br>(Details of change to buy-back proposals)  |
|---|--|---|
| 4 If the company/trust intends to buy back a maximum number of shares/units – that number<br><br>Note: This requires a figure to be included, not a percentage. The reference to a maximum number is to the total number including shares/units already bought back and shares/units remaining to be bought back. If the total has not changed, the item does not need to be completed. | Up to 280,622,117 ordinary stapled securities, each comprising one ordinary share in Vicinity Limited and one unit in Vicinity Centres Trust ( <b>Stapled Securities</b> ) (including Stapled Securities already bought back). | No change.<br><br>The maximum number of securities remaining to be bought back is set out in section 5 below. |
| 5 If the company/trust intends to buy back a maximum number of shares/units – the number remaining to be bought back  | 193,580,448 Stapled Securities (being 5% of Stapled Securities on issue as at the date of the last Appendix 3D)  | 93,802,683 Stapled Securities   |
| 6 If the company/trust intends to buy-back shares/units within a period of time – that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention   | Up to and including 22 July 2019   | Up to and including 17 July 2020  |
| 7 If the company/trust intends to buy back shares/units if conditions are met – those conditions  | Not applicable   | Not applicable  |

**All buy-backs**

|                    |                |                |
|--------------------|----------------|----------------|
| 8 Any other change | Not applicable | Not applicable |
|--------------------|----------------|----------------|

---

<sup>†</sup> See chapter 19 for defined terms.

- |   |  |
|---|--|
| 9 Reason for change   | Renewal of buy-back period for ongoing capital management  |
| 10 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (eg, details of any proposed takeover bid) | Pursuant to ASIC Corporations (ASX-listed Schemes On-market Buy-backs) Instrument 2016/1159, the following information is provided:<br>(a) Vicinity Centres RE Ltd ( <b>VCRE</b> ), the responsible entity of Vicinity Centres Trust, does not hold any interests in Stapled Securities;<br>(b) associates of VCRE hold:<br>i. 16,345,191 Stapled Securities; and<br>ii. 1,386,648 performance rights which, if vested, will entitle the holder to be issued Stapled Securities; and<br>(c) any Stapled Securities bought back will be funded by existing debt facilities. |

## Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

*or, for trusts only:*

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:  ..... Date: 18 July 2019  
Group Company Secretary

Print name: Rohan Abeyewardene

=====

---

<sup>+</sup> See chapter 19 for defined terms.