

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Viva Energy REIT Limited  
ACN/ARSN 612 986 517

**1. Details of substantial holder (1)**

Name Vanguard Group (The Vanguard Group, Inc. and its controlled entities including those listed in Annexure A)  
ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 28 February 2020

The previous notice was given to the company on 25 February 2020

The previous notice was dated 25 February 2020

**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)
<b>Ordinary</b>	59,040,974	7.582%	72,805,934	9.324%

**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 or 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
<b>See Annexure A</b>					

**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
Vanguard Group	<b>Brown Brothers Harriman</b>	Various funds and other accounts of Vanguard Group	Vanguard Group is the manager of various Mutual funds and accounts and in that capacity has the power to dispose of the shares. The other members of Vanguard Group have a relevant interest under section 608(3) of the Corporations Act.	<b>Ordinary – 291,284</b>	291,284
Vanguard Group	<b>BNY Mellon</b>	Various funds and other accounts of Vanguard Group	Vanguard Group is the manager of various Mutual funds and accounts and in that capacity has the power to dispose of the shares. The other members of Vanguard Group have a relevant interest under section 608(3) of the Corporations Act.	<b>Ordinary – 2,767,410</b>	2,767,410
Vanguard Group	<b>JP Morgan Chase Bank, N.A.</b>	Various funds and other accounts of Vanguard Group	Vanguard Group is the manager of various Mutual funds and accounts and in that capacity has the power to dispose of the shares. The other members of Vanguard Group have a relevant interest under section 608(3) of the Corporations Act.	<b>Ordinary – 50,783,563</b>	50,783,563
Vanguard Group	<b>State Street Bank and Trust Company</b>	Various funds and other accounts of Vanguard Group	Vanguard Group is the manager of various Mutual funds and accounts and in that capacity has the power to dispose of the shares. The other members of Vanguard Group have a relevant interest under section 608(3) of the Corporations Act.	<b>Ordinary – 9,072,960</b>	9,072,960
Vanguard Group	<b>Various others</b>	Various funds and other accounts of Vanguard Group	Vanguard Group is the manager of various Mutual funds and accounts and in that capacity has the power to dispose of the shares. The other members of Vanguard Group have a relevant interest under section 608(3) of the Corporations Act.	<b>Ordinary – 9,890,717</b>	9,890,717

**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:

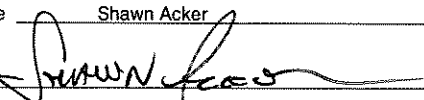
Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

**6. Addresses**

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

Name	Address
Vanguard Group	P.O. Box 2600, V26 Valley Forge, PA 19482 USA

**Signature**

print name Shawn Acker capacity Compliance Manager  
 sign here  date 3 March 2020

**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 contract, scheme or arrangement; and
  - (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 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.
- (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.

## Annexure A

To Company Viva Energy REIT Limited  
 ACN/ARSN 612 986 517

Substantial Holder Name Vanguard Group  
 ACN/ARSN N/A

Date of change	Person whose relevant interest changed	Nature of Change(6)	Consideration given in relation to change(7)	Class	Number of securities affected	Person's votes affected
25-Feb-2020	The Vanguard Group, Inc.	BUY	2.77	Ordinary	88,045	88,045
25-Feb-2020	The Vanguard Group, Inc.	BUY	2.77	Ordinary	1,834,459	1,834,459
25-Feb-2020	The Vanguard Group, Inc.	BUY	2.77	Ordinary	1,366,689	1,366,689
25-Feb-2020	The Vanguard Group, Inc.	BUY	2.77	Ordinary	557,134	557,134
25-Feb-2020	The Vanguard Group, Inc.	BUY	2.77	Ordinary	1,283	1,283
25-Feb-2020	The Vanguard Group, Inc.	BUY	2.77	Ordinary	6,061	6,061
27-Feb-2020	The Vanguard Group, Inc.	SELL	2.73	Ordinary	(11,590)	(11,590)
28-Feb-2020	The Vanguard Group, Inc.	BUY	2.72	Ordinary	766,981	766,981
28-Feb-2020	The Vanguard Group, Inc.	SELL	2.72	Ordinary	(4,636)	(4,636)
28-Feb-2020	The Vanguard Group, Inc.	BUY	2.72	Ordinary	46,731	46,731
25-Feb-2020	Vanguard Investments Australia Ltd.	BUY	2.77	Ordinary	85,412	85,412
25-Feb-2020	Vanguard Investments Australia Ltd.	BUY	2.77	Ordinary	2,828,555	2,828,555
26-Feb-2020	Vanguard Investments Australia Ltd.	BUY	2.75	Ordinary	6,688	6,688
26-Feb-2020	Vanguard Investments Australia Ltd.	BUY	2.75	Ordinary	12,614	12,614
28-Feb-2020	Vanguard Investments Australia Ltd.	BUY	2.72	Ordinary	16,710	16,710
28-Feb-2020	Vanguard Investments Australia Ltd.	BUY	2.72	Ordinary	33,422	33,422
28-Feb-2020	Vanguard Investments Australia Ltd.	BUY	2.72	Ordinary	62,127	62,127
28-Feb-2020	Vanguard Investments Australia Ltd.	BUY	2.72	Ordinary	34,986	34,986
28-Feb-2020	Vanguard Investments Australia Ltd.	BUY	2.72	Ordinary	98,297	98,297
28-Feb-2020	Vanguard Investments Australia Ltd.	BUY	2.72	Ordinary	454,667	454,667
28-Feb-2020	Vanguard Investments Australia Ltd.	BUY	2.72	Ordinary	58,207	58,207
28-Feb-2020	Vanguard Investments Australia Ltd.	BUY	2.72	Ordinary	35,199	35,199
28-Feb-2020	Vanguard Investments Australia Ltd.	BUY	2.72	Ordinary	213,376	213,376
28-Feb-2020	Vanguard Investments Australia Ltd.	BUY	2.72	Ordinary	567,793	567,793
28-Feb-2020	Vanguard Investments Australia Ltd.	BUY	2.72	Ordinary	110,574	110,574
28-Feb-2020	Vanguard Investments Australia Ltd.	BUY	2.72	Ordinary	9,465	9,465
28-Feb-2020	Vanguard Investments Australia Ltd.	BUY	2.72	Ordinary	1,357,642	1,357,642
28-Feb-2020	Vanguard Investments Australia Ltd.	BUY	2.72	Ordinary	1,927,635	1,927,635
28-Feb-2020	Vanguard Investments Australia Ltd.	BUY	2.72	Ordinary	1,200,434	1,200,434

This is Annexure A of 1 page referred to in Form 604, Notice of change of interests of substantial holder

Signature: 

Name: Shawn Acker

Capacity: Compliance Manager

Date: 3 March 2020