Equity Raising Investor Presentation

1 June 2020

Not for release to US wire services or distribution in the United States

Chadstone, VIC

Important notice and disclaimer

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- an institutional placement of new fully paid Vicinity Securities ("New Securities") to certain professional and sophisticated investors ("Placement"); and
- a security purchase plan, in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, offering New Securities to eligible securityholders in Australia and New Zealand (the "SPP") (together, the Placement and the SPP are the "Offer").

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An investment in Vicinity is subject to investment risks including possible loss of income and principal invested. Vicinity does not guarantee any particular rate of return or the performance of Vicinity. Recipients should read the "Key risks" in Appendix 2 to this presentation for a non-exhaustive summary of the key risks that may affect Vicinity and its financial and operating performance.

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The information in this presentation is subject to change without notice and Vicinity is not obliged to update or correct it. This presentation contains statements that constitute "forward-looking statements". The forward-looking statements include statements regarding Vicinity's intent, belief or current expectations with respect to the timetable, conduct and outcome of the Offer and the use of proceeds thereafter, statements about the plans, objectives and strategies of the management of Vicinity, statements about the industry and markets in which Vicinity operates, statements about the future performance of Vicinity's business and its financial condition, indicative drivers, forecasted economic indicators and the outcome of the Offer and the use of proceeds. Words such as "will", "may", "expect", "indicative", "intent", "seek", "would", "should", "could", "continue", "plan", "probability", "risk", "forecast", "likely", "estimate", "anticipate" , "believe", "aim" or similar words are used to identify forward-looking statements.

You are strongly cautioned not to place undue reliance on forward-looking statements, particularly in light of the current economic climate and the significant volatility, uncertainty and disruption caused by the outbreak of COVID-19. Any such statements, opinions and estimates in this presentation speak only as of the date hereof and are based on assumptions and contingencies subject to change without notice, as are statements about market and industry trends, projections, guidance and estimates. Forward-looking statements are provided as a general guide only. The forward-looking statements contained in this presentation are not indications, guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of Vicinity, its officers, employees, agents and advisers, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. Forward-looking statements may also assume the success of Vicinity's business strategies. The success of any of these strategies is subject to uncertainties and contingencies beyond Vicinity's control, and no assurance can be given that any of the strategies will be effective or that the anticipated benefits from the strategies will be realised in the period for which the forward looking statements may have been prepared or otherwise. Refer to the "Key risks" in Appendix 2 to this presentation for a non-exhaustive summary of certain key business, offer and general risk factors that may affect Vicinity.

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The Underwriters and their respective affiliates, related bodies corporate, directors, officers, partners, employees, advisers and agents (together, the “Underwriter Parties”) disclaim all liabilities in respect of, and make no representations regarding, and take no responsibility for, any part of this offer document other than references to their name.

To the maximum extent permitted by law, Vicinity, each Underwriter and their respective advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents:

- exclude and disclaim all liability (including, without limitation, any liability arising from fault, negligence or negligent misstatement) for any direct or indirect expenses, losses, damages or costs incurred as a result of participation in the Offer or the information in this presentation being inaccurate or incomplete in any way for any reason;
- disclaim any obligations or undertaking to release any updates or revision to the information in this presentation to reflect any change in expectations or assumptions; and
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The Underwriter Parties take no responsibility for the Offer and make no recommendations as to whether any person should participate in the Offer nor do they make any representations or warranties concerning the Offer, and they disclaim (and by accepting this presentation you disclaim) any fiduciary relationship between them and the recipients of this presentation, or any duty to the recipients of this presentation or participants in the Offer. You acknowledge and agree that the determination of eligibility of investors for the purposes of the Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Vicinity or the Underwriters. Vicinity and the Underwriter Parties disclaim any liability (including for negligence) in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law.

You acknowledge and agree that Vicinity is required by the terms of the ASX Class Waiver Decision Temporary Extra Placement Capacity dated 23 April 2020 to announce to the market reasonable details of the approach it took in identifying investors to participate in the Placement and how it determined their respective allocations in the Placement, and Vicinity must within 5 business days of completing the Placement supply to ASIC and ASX (but not for public release) an allocation spread sheet showing full details of the persons to whom the Placement was allocated, including the name, existing holding, number of New Securities they applied for or were offered in the Placement and the number of New Securities they were allocated in the Placement (including any zero allocations) and this will necessitate disclosing your application and allocation.

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You further acknowledge and agree that allocations are at the sole discretion of the Underwriters and Vicinity. The Underwriters and Vicinity disclaim any duty or liability (including for negligence) in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law. Furthermore, Vicinity reserves the right to vary the timetable for the Offer (with the consent of the Underwriters) including by closing the Placement bookbuild early or extending the Placement bookbuild closing time (generally or for particular investor(s)), without recourse to them or notice to you. Furthermore, communications that the Placement or Placement bookbuild is “covered” (i.e. aggregate demand indications exceed the amount of the New Securities offered) are not an assurance that the transaction will be fully distributed.

Recipients agree, to the maximum extent permitted by law, that they will not seek to sue or hold the Underwriter Parties liable in any respect in connection with this presentation or the Offer.

A summary of the key terms of the underwriting agreement between Vicinity and the Underwriters is provided in Appendix 4 to this presentation.

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In this presentation, unless otherwise stated or the context requires otherwise, references to "dollar amounts", "$", "AUD" or "A$" are to Australian dollars.

This Presentation includes certain historical financial information extracted from Vicinity's consolidated financial statements for the 6 months ended 31 December 2019 (collectively, the "Historical Financial Information"). The Historical Financial Information is presented in an abbreviated form insofar as it does not include all the presentation and disclosures, statements or comparative information as required by the Australian Accounting Standards (AAS) and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act. The Historical Financial Information provided in this Presentation is for illustrative purposes only and is not represented as being indicative of the Vicinity's views on its future financial condition and/or performance.

This presentation includes certain pro forma financial information. The pro forma historical financial information provided in this presentation is for illustrative purposes only and is not represented as being indicative of Vicinity’s views on its future financial position and/or performance. The pro forma historical financial information has been prepared by Vicinity in accordance with the measurement and recognition principles, but not the disclosure requirements, prescribed by the Australian Accounting Standards ("AAS"), other than it includes adjustments which have been prepared in a manner consistent with AAS that reflect the impact of certain transactions as if they had occurred as at 31 December 2019. In addition, the pro forma financial information in this presentation does not purport to be in compliance with Article 11 of Regulation S-X of the rules and regulations of the US Securities and Exchange Commission.

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In this presentation references to "Vicinity", "we", "us" and "our" are to the Vicinity stapled group and its controlled subsidiaries. A number of figures, amounts, percentages, estimates, calculations of value and fractions in this presentation are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this presentation.

WITHDRAWAL AND COOLING-OFF
Vicinity reserves the right to withdraw or vary the timetable for the Offer without notice. Cooling off rights do not apply to the acquisition of New Securities.

Equity raising overview

Strengthening balance sheet and providing flexibility to respond to the evolving retail landscape

Equity raising	• Vicinity is undertaking an equity raising comprising: – A fully underwritten institutional placement to raise $1,200m (the "Placement") – A non-underwritten Security Purchase Plan ("SPP") to raise up to $200m (together with the Placement, the "Equity Raising") • New securities under the Placement will be issued at a fixed issue price of $1.48 per security, which represents an 8.1% discount to the last close price of $1.61 on 29 May 2020 • The Gandel Group has committed to subscribe for an additional $100m of new securities in the Placement. The Gandel Group participation is pursuant to an ASX waiver of ASX Listing Rule 10.11.3 granted to Vicinity[1]
Rationale	• Provides balance sheet strength and flexibility to respond to the uncertainty caused by COVID-19 and the evolving retail landscape • Supports continuation of Vicinity's investment-grade credit ratings
Distribution update	• The Vicinity Board has determined not to pay any distribution for the six months ending 30 June 2020
Valuation update	• Preliminary draft valuations received as at 29 May 2020 indicate a reduction in aggregate asset value as at 30 June 2020 in the order of 11% to 13% or $1.8b to $2.1b. These valuations are preliminary and are subject to finalisation and audit. Final valuations could result in a change in aggregate asset value as at 30 June 2020 within, above or below this range, and will be advised once received (expected to be in mid-July 2020).
Financial impact	• The Placement is expected to have the following impact on 31 December 2019 pro forma balance sheet: – Gearing reducing to 26.6% compared to 34.9% pre-Placement[2] – NTA reducing to $2.23 compared to $2.40 pre-Placement[2] – Cash and undrawn debt facilities of $2.6b • Vicinity withdrew its FY20 earnings and distribution guidance on 19 March 2020 and it is not able to provide a reliable earnings forecast in the current environment[3]

Note: SPP excluded from all pro forma metrics in this presentation.
1. ASX has granted Vicinity a waiver of ASX Listing Rule 10.11.3 which enables the Gandel Group to participate in the Placement for up to its pro rata share of the new securities to be issued under the Placement.
2. Refer to the pro forma balance sheet position in Appendix 1. Assumes 12% midpoint of preliminary draft June 2020 portfolio valuation decrement of 11% to 13%.
3. For completeness, noting that Vicinity cannot provide a reliable earnings forecast in the current environment, Vicinity notes that it does not endorse any forecast or other forward looking statements regarding Vicinity's future financial performance that may be provided by, or contained in, any analyst research or broker reports.

Response to COVID-19

The safety, health and wellbeing of our team members, customers, retailers and the broader community is our highest priority

Health and safety	• COVID-19 is having a significant and broad-reaching impact on communities and businesses globally • The safety, health and wellbeing of our team members, customers, retailers and the broader community is our highest priority • Vicinity has implemented initiatives across its shopping centres to minimise the spread of the virus and to enact guidance from state and federal directives, including: – Promoting social distancing through prominent signage, retailer communications around social distancing in-store and common mall areas, and the effective use of real-time WiFi heat maps which trigger alerts to centre teams in high traffic areas – Enhanced cleaning regime, and hygiene awareness campaign for customers, retailers and team members, and – Introduced parcel concierge across a number of our assets
Corporate	• Established $300m of new bank debt facilities and extended $650m of existing bank debt facilities • Deferment of non-critical capital expenditure • Reduced hours for 70% of team members effective 21 April to 30 June 2020 • Reduction in Directors' fees and Executive Committee salaries effective 1 April to 30 June 2020 • Cancellation of the FY20 Short Term Incentive program • Reduction or deferment of variable and non-critical operating expenses
Operational	• The spread of COVID-19 has driven a range of government-enforced restrictions across Australia leading to mandatory closures of retailers such as cinemas and gyms • Reduced centre foot traffic resulted in voluntary store closures • Vicinity's revenue has been impacted in a number of ways, including application of the Federal Government's *SME[1] Commercial Code of Conduct and Leasing Principles During COVID-19* (the 'Code') to negotiate temporary waivers and deferrals of rent payable by eligible SME tenants. Negotiations with affected non-SME tenants are reflective of their individual circumstances • Timing of stabilisation of rental income remains uncertain – With detailed negotiations still continuing with a large number of our tenants in relation to short-term variations to their leases, 49% of March to May 2020 billings have been received, which is broadly in line with our expectations – We expect rent receipts to improve as stores continue to re-open, foot traffic increases and lease negotiations are completed • Where rental relief is being negotiated, lease extensions are also sought where appropriate • As government restrictions have started to ease, foot traffic is increasing and retail trade is recovering

1. Small and medium-sized enterprises.

Leading retail platform

High quality portfolio and experienced team to drive performance

Clear strategy to deliver long-term growth
Focused on market-leading destinations
Realising retail-led mixed-use opportunities
Expanding funds management platform

High quality destination assets that dominate large catchment areas

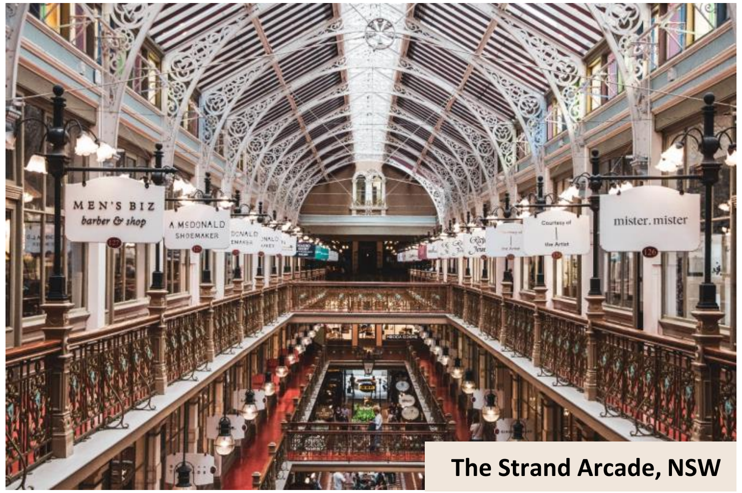
Our centres have an essential role as community hubs
Providing essential and discretionary retail, with enhanced experiences
Employment, commerce and transport hubs create potential mixed-use opportunities

Diversity of 'in-demand' tenants and evolving retail offer
Tenancy mix will continue to evolve in line with consumer preferences
Increased focus on health and wellbeing, services and experiences

Highly experienced management team
Market leading capabilities, with excellence in asset management and data analytics

One of the most sustainable retail REITs globally
Recognised in CDP's[1] Climate A-list
Ranked 3rd global listed retail company by GRESB[2]
Ranked 6th most sustainable real estate company globally in DJSI[3] survey


Chadstone, VIC



The Strand Arcade, NSW

DFO Perth, WA

Victoria Gardens SC, VIC

1. Formerly Carbon Disclosure Project.
2. Global Real Estate Sustainability Benchmark.
3. Dow Jones Sustainability Index.

Positioning for the future

Strengthening the balance sheet to navigate an evolving retail landscape

As Government restrictions eased, store re-openings and foot traffic increased from late April 2020

Government mandated and voluntary store closures drove a rapid retail slowdown in March 2020

More than 3,000 stores have re-opened, with 80% of stores now trading from a low of 42% in April 2020

Foot traffic now 74%[1] of prior year, from a low of 50% in April 2020

Strengthened balance sheet for the future

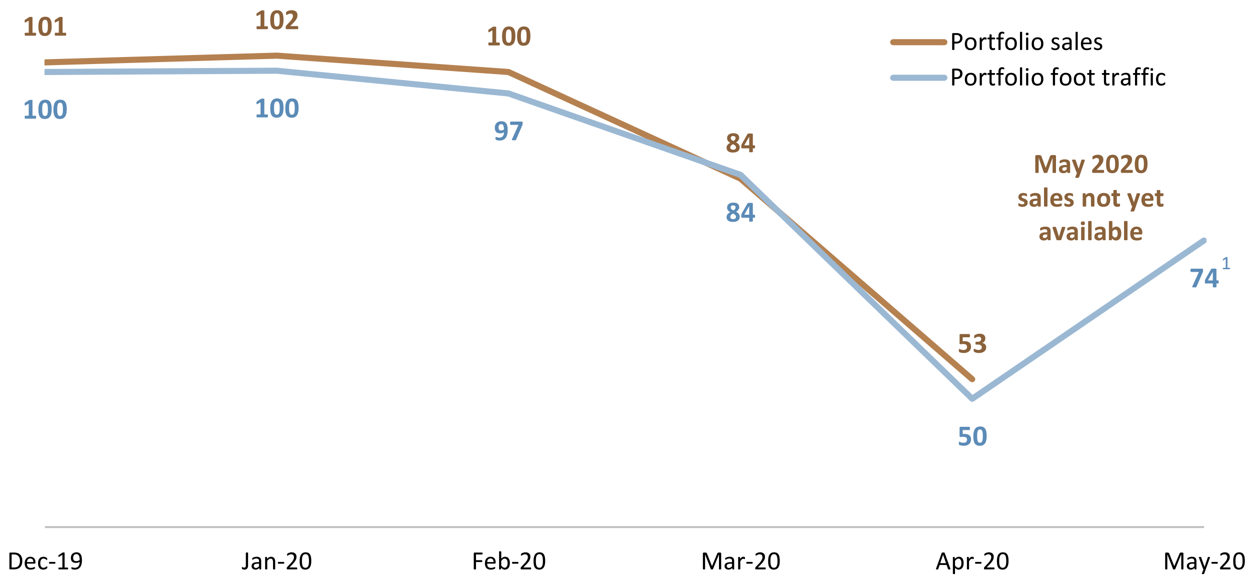
Equity Raising strengthens Vicinity's financial position

Capacity to invest in assets to ensure centres remain compelling in a competitive retail environment

Significant and targeted retail development pipeline and diversified mixed-use value creation opportunities at an appropriate time

Portfolio foot traffic and sales growth

Monthly figures as % of prior year



1. Foot traffic for the last week of May 2020.

Capital management

Following the Placement, Vicinity will have $2.6b of liquidity available (31 December 2019 pro forma)

Total debt facilities of $6.3b

Only $150m of debt expiring prior to FY23

New and extended short-term bank debt facilities post 31 December 2019

Established $300m of new debt facilities

Extended $650m of existing debt facilities

Post the Placement

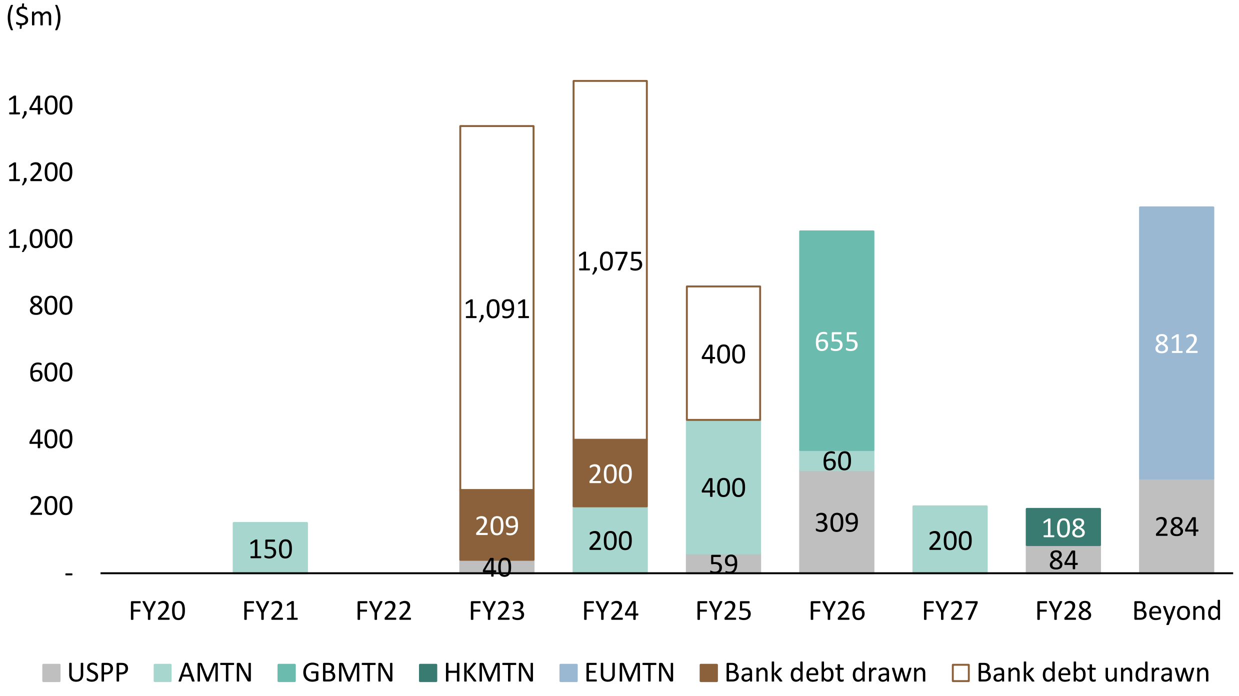
31 December 2019 pro forma gearing[1] expected to reduce from 34.9% to 26.6%[2]

31 December 2019 pro forma cash and undrawn facilities of $2.6b available

Supports continuation of Vicinity's investment-grade credit ratings of A/negative (S&P Global Ratings) and A2/negative (Moody's Investor Services)

	Actual as at 31-Dec-19	Pro forma as at 31-Dec-19 (post-Placement)[2]
Total debt facilities	$6.0b	$6.3b[3]
Drawn debt[4]	$4.4b	$4.6b
Drawn debt, net of cash[4]	$4.3b	$3.8b
Gearing[1]	27.3%	26.6%
Weighted average debt duration	5.4 years	5.4 years[5]
Proportion of debt hedged	75%	88%[6]

Debt maturity profile[7]



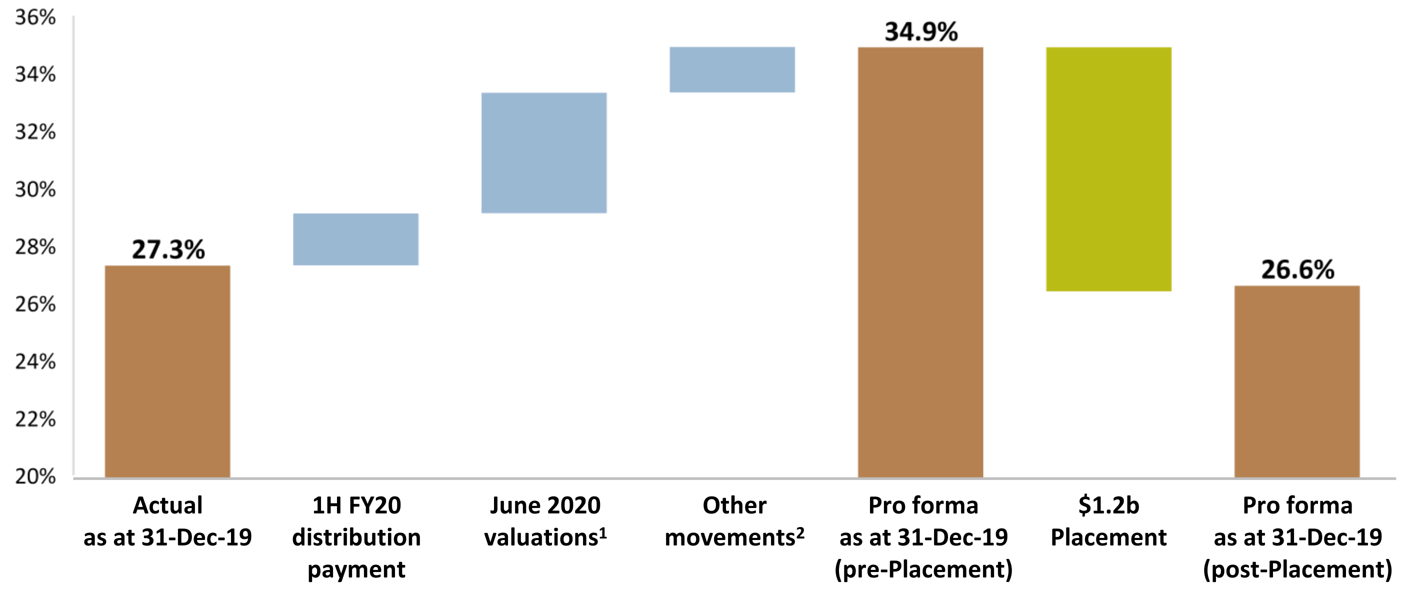
Note: SPP excluded from all pro forma metrics.

1. Calculated as: Drawn debt net of cash / Total tangible assets excluding cash, derivative financial assets, right of use assets and finance lease assets.
2. Refer to the pro forma balance sheet position in Appendix 1. Assumes 12% midpoint of preliminary draft June 2020 portfolio valuation decrement of 11% to 13%.
3. Comprises $6.0b total facilities as at 31 December 2019 plus $0.3b new facilities established post 31 December 2019.
4. Calculated using the hedged rate on foreign denominated borrowings and excludes fair value adjustments and deferred borrowing costs.
5. Reflects weighted average debt duration at 31 December 2019 adjusted for new facilities and facility extensions post 31 December 2019. Actual weighted average debt duration as at 31 May 2020 was 5.0 years.
6. Calculated based on drawn debt net of cash.
7. Pro forma as at 31-Dec-19 (post-Placement), net of cash.

Gearing reconciliation and sources and uses of funds

Focus on fortifying the balance sheet

Placement will deliver gearing at the lower end of the target gearing range of 25% to 35%



Sources of funds[3]	$m
Placement	1,200
Total sources	**1,200**

Uses of funds	$m
Repayment of debt	1,180
Equity raising costs	20
Total uses	**1,200**

Placement will substantially reduce gearing

Placement proceeds will be used to repay debt

SPP proceeds, targeting $200m, will also be used to pay down debt

1. Assumes 12% midpoint of preliminary draft June 2020 portfolio valuation decrement of 11% to 13%.
2. Acquisition of a 50% interest in Uni Hill Factory Outlets, securities buy-back and other movements.
3. Excludes impact of any proceeds received under the SPP.

Placement and SPP overview

Fully underwritten $1,200m institutional placement and a non-underwritten SPP to raise up to $200m

Structure	• Fully underwritten $1,200m institutional placement, representing approximately ~22% of securities on issue – Securities issued under Vicinity's unconditional Placement capacity per ASX LR 7.1, including the temporary additional capacity waiver (applicable until 31 July 2020) – It is intended that all eligible institutional securityholders receive their 'pro rata' allocation of new securities issued under the Placement (should they submit a bid of this amount), on a best endeavours basis[1] • Non-underwritten SPP to raise up to $200m[2]
Placement Pricing	• Fixed offer price of $1.48 per security, which represents: – an 8.1% discount to the last close price of $1.61 on 29 May 2020 – a 10.6% discount to the 5-day volume weighted average price (VWAP) of $1.656 on 29 May 2020
Ranking	• New securities issued under the Placement and SPP will rank equally with existing Vicinity securities from the date of issue
Underwriting	• The Placement is fully underwritten • The SPP is not underwritten
SPP	• Eligible securityholders in Australia and New Zealand will be able to purchase up to $30,000 of Vicinity securities • The SPP is not underwritten, and is targeting to raise up to $200m in proceeds[2] • Securities in the SPP will be offered at the lower of the issue price under the Placement and a 2% discount to the 5-day VWAP of fully paid ordinary Vicinity securities traded on the ASX over the five trading days up to, and including, the closing date of the SPP offer period

1. An eligible institutional/professional securityholder's existing holding will be estimated by reference to Vicinity's latest available beneficial register which shows historical holdings as at the date of that register (being 28 May 2020) which is necessarily not fully up to date. No verification or reconciliation of the holdings as shown in the historical beneficial register will be undertaken and accordingly this may not truly reflect the participating eligible institutional/professional securityholder's actual holding. Vicinity and the Underwriters do not have any obligation to reconcile assumed holdings (e.g. for recent trading or swap positions) when determining allocations. Institutional/professional securityholders who do not reside in Australia or other eligible jurisdictions will not be able to participate in the Placement. Vicinity and the Underwriters disclaim any duty or liability (including for negligence) in respect of the determination of an eligible institutional/professional securityholder's allocation using their assumed holdings. Eligible institutional/professional securityholders who bid in excess of their 'pro rata' share as determined by Vicinity and the Underwriters are expected to be allocated a minimum of their 'pro rata' share on a best endeavours basis, and any excess may be subject to scale back.
2. Vicinity is targeting to raise $200m under the SPP, with the ability to scale back applications should it receive demand above that target or to issue a higher amount, at its absolute discretion. If a scaleback is applied, Vicinity intends to apply the scaleback having regard to the pro rata holding of eligible securityholders at the SPP Record Date who apply for securities under the SPP. The SPP is not underwritten.

Offer timetable

Event	Date[1]
Record date for SPP	7.00pm, Friday 29 May 2020
Trading halt and announcement of Placement and SPP	Monday 1 June 2020
Placement bookbuild	Monday 1 June 2020
Announcement of outcome of Placement	Tuesday 2 June 2020
Trading halt lifted – trading of securities resumes on the ASX	Tuesday 2 June 2020
Settlement of securities issued under the Placement	Thursday 4 June 2020
Allotment and normal trading of securities issued under the Placement	Friday 5 June 2020
SPP offer opens and booklet dispatched	Tuesday 9 June 2020
SPP offer closes	5.00pm, Monday 6 July 2020
Announcement of results of SPP	Wednesday 8 July 2020
SPP issue and allotment date	Monday 13 July 2020
Normal trading of securities issued under the SPP	Tuesday 14 July 2020
Dispatch of holding statements	Wednesday 15 July 2020

1. The above timetable and all dates are indicative only and subject to change. The commencement and quotation of new securities is subject to confirmation from the ASX. Subject to the requirements of the Corporations Act, the ASX Listing Rules and other applicable rules, Vicinity reserves the right to amend this timetable at any time without notice, including extending the period for the SPP or accepting late applications, either generally or in particular cases, or to withdraw or vary any part, or all, of the offer of securities in its absolute discretion. All references to time are to Australian Eastern Standard Time.

Appendices

QueensPlaza, QLD

Appendix 1

Pro forma balance sheet position

	Actual as at 31-Dec-19 ($m)	2H FY20 adjustments[1] ($m)	June 2020 valuations (midpoint est.)[2] ($m)	Pro forma as at 31-Dec-19 (pre-Placement) ($m)	Placement ($m)	Pro forma as at 31-Dec-19 (post-Placement) ($m)
Cash and cash equivalents	53.7	810.0	-	863.7	-	863.7
Investment properties and equity accounted investments[3]	15,972.0	192.8	(1,915.0)	14,249.8	-	14,249.8
Intangible assets[4]	591.2	-	-	591.2	-	591.2
Other assets	392.3	(3.4)	-	388.9	-	388.9
Total assets	**17,009.2**	**999.4**	**(1,915.0)**	**16,093.6**	**-**	**16,093.6**
Borrowings	4,471.9	1,414.7	-	5,886.6	(1,180.0)	4,706.6
Distribution payable	289.3	(289.3)	-	-	-	-
Other liabilities	743.3	(42.6)	-	700.7	-	700.7
Total liabilities	**5,504.5**	**1,082.8**	**-**	**6,587.3**	**(1,180.0)**	**5,407.3**
Net assets	**11,504.7**	**(83.4)**	**(1,915.0)**	**9,506.3**	**1,180.0**	**10,686.3**
Securities on issue (m)	3,757.3	(38.4)	-	3,718.8	810.8	4,529.6
Net tangible assets per security ($)	2.90			2.40		2.23
Net asset value per security ($)	3.06			2.56		2.36
Drawn debt, net of cash[5]	**4,345.3**			**4,950.0**		**3,770.0**
Balance sheet gearing (%)[6]	**27.3%**			**34.9%**		**26.6%**

Note: SPP excluded from all pro forma metrics.

1. Adjustments include $79.7m for Vicinity securities bought-back (equating to 38.4m securities), $289.3m payment of the December 2019 distribution, the acquisition of a 50% interest in Uni Hill Factory Outlets for $67.8m, estimated capital expenditure of $125.0m, swap restructure costs of $42.6m and $810.0m of draw downs of existing debt facilities for liquidity purposes.
2. Assumes 12% midpoint of preliminary draft June 2020 portfolio valuation decrement of 11% to 13%.
3. Vicinity's ownership interest.
4. No adjustment has been made to the carrying value of goodwill. Preliminary indications are that the impacts of the COVID-19 outbreak may result in full or partial impairment of the $427.0 million goodwill balance. Further details will only be able to be provided on release of the Group's FY20 results. Any impairment would reduce the net assets of the Group however would not impact gearing or net tangible assets per security.
5. Drawn debt is calculated using the hedged rate on foreign denominated borrowings and excludes fair value adjustments and deferred borrowing costs, which are included in Borrowings.
6. Calculated as: Drawn debt net of cash / Total tangible assets excluding cash, derivative financial assets, right of use assets and finance lease assets.

Appendix 2
Key risks

Introduction

This section discusses some of the key risks associated with any investment in Vicinity together with the general risks and risks relating to the participation in the Placement and the SPP, which may affect the future operating and financial performance of Vicinity and the value of Vicinity securities. The risks set out below are not listed in order of importance and do not constitute an exhaustive list of all the risks involved with an investment in Vicinity. Before investing in Vicinity, you should be aware that an investment in Vicinity has a number of risks, some of which are specific to Vicinity and some of which relate to listed securities generally, and many of which are beyond the control of Vicinity.

Before investing in new Vicinity securities, you should consider whether this investment is suitable for you. Potential investors should consider publicly available information on Vicinity (such as that available on the websites of Vicinity and ASX), carefully consider their personal circumstances and consult their stockbroker, solicitor, accountant or other professional adviser before making an investment decision.

You should note that the occurrence or consequences of many of the risks described in this section are partially or completely outside the control of Vicinity, its directors and management. Further, you should note that this section focuses on potential key risks and does not purport to list every risk that Vicinity may have now or in the future. It is also important to note that there can be no guarantee that Vicinity will achieve its stated objectives or that any forward looking statements or forecasts contained in this presentation will be realised or otherwise eventuate. All potential investors should satisfy themselves that they have a sufficient understanding of these matters, including the risks described in this section, and have regard to their own investment objectives, financial circumstances and taxation position.

Specific risks of an investment in Vicinity

Impact of COVID-19

The performance of Vicinity depends heavily on rental income generated from its property assets which are predominantly occupied by retail tenants. It is therefore sensitive to the retail environment, specifically in relation to discretionary retail spending. In light of COVID-19 and other recent Australian and global macroeconomic events, Australia is experiencing an economic downturn of uncertain severity and duration, which is materially affecting, and may continue to materially affect, the operating and financial performance and prospects of Vicinity, and the valuation of Vicinity's assets. Across Australia, each state and territory government has imposed various restrictions on the movement of its citizens and has limited non-essential services and activities. Given the high degree of uncertainty surrounding the extent and duration of COVID-19, it is not currently possible to assess the full impact of COVID-19 on Vicinity's business. However, a continued reduction in discretionary retail spending and lower retail activity generally will continue to have an adverse impact on Vicinity's financial performance and profitability, and the valuation of Vicinity's assets.

A number of aspects of Vicinity's business have been and may continue to be directly or indirectly affected by government, regulatory or health authority actions, work stoppages, lockdowns, quarantines and travel restrictions associated with COVID-19 (including, in particular, reductions in patronage at shopping centres (including as a result of changes to working and study arrangements, reductions in tourism and reduced usage of public transport causing declines in patronage at CBD shopping centres), changes to consumer behaviour or preferences, reductions in retail sales (including, without limitation, amongst luxury retailers) and a subsequent increase in financial pressure on tenants, closure or reduced trading hours of tenants at shopping centres and reductions in ancillary income opportunities such as casual mall leasing, retail media, electricity services and car parking). Among the ongoing or potential effects of these actions on Vicinity are the risks of reduced and deferred rental revenues resulting from government imposed shut-downs of shopping centres and disruption to the broader retail environment and rent relief negotiations with retailers as required by the new 'SME Commercial Code of Conduct and Leasing Principles During COVID-19' (the ***Code***) as legislated by each of the jurisdictions within which Vicinity operates, and the risks of a subsequent reduction in the value of Vicinity's portfolio of assets. The Code (among other things) requires landlords to negotiate amendments to lease arrangements in good faith with eligible SME tenants including proportionate rent reductions in the form of waivers and/or deferrals based on the reduction in the tenant's trade as a result of COVID-19 impacts, and pass on any benefits due to deferred loan payments or reduced statutory charges (eg, land tax) to the tenant in the appropriate proportion applicable under the terms of the lease.

While Vicinity expects it will have sufficient liquidity to deal with the circumstances relating to COVID-19 currently known to it, as a result of the Placement and the SPP, there is a risk that if the duration of events surrounding COVID-19 is prolonged, Vicinity may need to take additional measures in order to respond appropriately (for example, by raising additional funding or selling assets).

Appendix 2

Key risks (continued)

There are also other changes in the domestic and global macroeconomic environment associated with the events relating to COVID-19 that are beyond the control of Vicinity and may be exacerbated in an economic recession or downturn. These include, but are not limited to:

(a) changes in inflation, interest rates and foreign currency exchange rates;
(b) changes in employment levels and labour costs;
(c) changes in aggregate investment and economic output; and
(d) other changes in economic conditions which may affect the revenue or costs of Vicinity.

Tenants and Rental Income

Vicinity is dependent on relationships with its tenants and, therefore, Vicinity is exposed to counterparty risk where its tenants are unable to fulfil their contractual obligations. The current economic environment has heightened this risk. The failure of counterparties to fulfil their contractual obligations could affect the operating and financial performance of Vicinity. In some cases Vicinity's ability to manage tenant performance issues has been, and may continue to be, adversely affected by moratorium legislation restricting the ability of landlords to manage tenant performance impacted by COVID-19. In other cases Vicinity may continue to choose or be required to provide rental concessions to tenants suffering financial stress or hardship as a result of COVID-19. The impact of these concessions on financial performance may differ depending on the individual agreement reached with each tenant.

Reduced consumption, increased consumer and business uncertainty and government lock-downs and market interventions which limit non-essential services (including the patronage of many retail shops), as an anticipated consequence of COVID-19, are expected to result in substantial decreases to shopping traffic and business activities and in turn, a deterioration of the financial position of many tenants and their ability to pay rent. During the period starting from March 2020, the majority of Vicinity's tenants were either required to temporarily cease trading as a consequence of government restrictions or progressively chose to temporarily cease trading. Increases to rental arrears and tenant vacancy periods are possible, and Vicinity has experienced lower than usual payment for its billings since March 2020, and anticipates that this will continue pending agreement being reached with tenants regarding rental concessions. Accordingly, these factors, the severity and duration of which are uncertain, could have a materially adversely impact on Vicinity's financial performance and profitability, and the valuation of Vicinity's assets.

Changing Consumer Preferences and Buying Patterns

The COVID-19 restrictions, social-distancing guidelines and temporary closure of some retail stores have increased the online sales for Vicinity's tenants. As restrictions have lifted and the level of new COVID-19 infections has declined, there has been a progressive uplift in foot traffic, tenant openings and trading hours in Vicinity's centres, but these remain below pre-COVID-19 levels. If online sales remain considerably higher than in-store sales, tenants may be unwilling to renew or sign new leases, may seek lower rental levels or may seek to exit existing leases. Leases may also be terminated if retailers are placed into voluntary administration, or if government assistance packages cease and retail turnover remains low. Tenant restructures may result in the closure of stores and or a reduction in the leased area of stores. The financial impact of this is compounded by the market uncertainty which makes it considerably harder for Vicinity to find tenants for vacancies. Changing consumer behaviour and shopping preferences, digital technology and growth in online retailing, in conjunction with the impact of COVID-19, have the ability to impact retailer viability, vacancy rates, rent structures, rental growth, asset values and profitability.

In addition, there are macro-economic factors related to the COVID-19 recovery which are beyond the control of Vicinity that may affect its financial performance: unemployment, underemployment and lack of wages growth, low consumer confidence and retail spend, international travel restrictions and policy changes to immigration intake. The impact of changed consumer behaviour and a subdued retail market could materially adversely impact Vicinity's financial performance and profitability, and the valuation of Vicinity's assets.

Appendix 2

Key risks (continued)

Achievement of Target Portfolio Composition

Vicinity will continue to identify new investment opportunities for potential acquisition and/or enhancements. A key part of Vicinity's strategy is the pursuit of market leading destinations which it intends to do through destination focussed property acquisitions and development to its existing shopping centre sites. As a result of COVID-19, development pipeline projects will be delayed, and some development pipeline projects may not proceed. Vicinity may need to review its mixed-use and other development projects. In the future, there is a risk that Vicinity will be unable to identify suitable investment opportunities that meet Vicinity's investment objectives. Even if such opportunities are identified, their timing will be influenced by market demand and pricing considerations outside the control of Vicinity and/or the funding capacity of Vicinity and any co-owner of the asset (as relevant). These factors may restrict Vicinity's ability to enhance its portfolio and this may adversely impact growth and returns to securityholders. Any or all of these factors could materially adversely impact Vicinity's financial performance and profitability, Vicinity's capacity to pursue further expansion, and the valuation of Vicinity's assets.

Vicinity may also pursue opportunities to divest existing assets. If such divestments are undertaken, no assurances can be given that the price paid to Vicinity by a purchaser of such assets would be an accurate reflection of any future market value of such assets had Vicinity retained ownership of such assets. In addition, the disposal of an existing property asset may crystallise a capital gain that will be distributed to investors and need to be included in the calculation of an investor's taxable income. Vicinity's overall divestment approach will be affected by the post COVID-19 economic climate which is likely to show a subdued appetite for large-scale property assets. This may affect or delay the divestment of non-core assets which could materially impact Vicinity's financial performance and profitability.

Credit downgrade risk

Vicinity currently holds investment grade credit ratings. Vicinity's credit ratings are an assessment of creditworthiness and may be used by market participants in evaluating Vicinity. In particular, Vicinity's credit ratings may be affected by operational and market factors, or changes in the credit agency's rating methodologies. A significant downgrade in Vicinity's credit ratings to the 'B' band may adversely affect its cost of funds and capital markets access. It may also cause a deterioration of Vicinity's liquidity position and could materially adversely impact its financial performance and profitability.

Access to capital risk

Vicinity may need to access additional debt finance or capital to fund its operations (particularly as property investment is capital intensive and dependent on access to funding). However, developments in global financial markets, such as the impact of COVID-19, may adversely affect the liquidity of global credit markets and Vicinity's access to those markets. If Vicinity is unable to access capital, or refinance, repay or renew its debt facilities or otherwise obtain debt finance on favourable terms, this may materially adversely impact Vicinity's financial performance and profitability.

Debt facility risks

Vicinity is subject to a number of undertakings and covenants under existing debt facilities, including in relation to gearing ratios and interest cover ratios. An event of default would occur if Vicinity fails to maintain these financial covenants and is unable to rectify the failure. This may be caused by (amongst other factors) unfavourable movements in interest rates (to the extent interest rates are not hedged fully or effectively) or deterioration in the income derived from, or value of, Vicinity's portfolio, which may be exacerbated by the impacts of COVID-19. In the event that an event of default occurs, the lender may require immediate repayment of debt. Vicinity may need to dispose of some or all of its properties for less than their book value, raise additional equity, or reduce or suspend dividends to repay debt.

Health and safety

Vicinity's operations expose employees, contractors, retailers and consumers to the risk of injury or illness (including as a result of COVID-19). There is a risk that liability arising from occupational health and safety matters at a property (including as a result of COVID-19) may be attributable to Vicinity as the landlord instead of, or as well as, the tenant. To the extent that any liabilities or penalties may be borne by Vicinity, this may affect its reputation, subject it to claims for financial compensation or have regulatory consequences, which may each have a material adverse impact on Vicinity's financial performance and profitability. In addition, COVID-19 requires increased vigilance around health and sanitation measures to satisfy government guidance and provide consumer comfort. While Vicinity is focussed on enacting guidance from state and federal directives and implementing initiatives to minimise the spread of the virus, any COVID-19 cases linked to its operations may expose Vicinity to liability. Additionally, a lack of visibility around safety measures and a perceived lack of adherence to social distancing requirements (especially during peak foot traffic periods) could also have a potential reputational impact, which may have a material adverse impact on Vicinity's financial performance and profitability, and the valuation of affected assets.

Appendix 2

Key risks (continued)

Co-owner risks

Vicinity currently co-owns 28 properties with third parties. Vicinity’s interests may not always be the same as those co-owners in relation to major decisions regarding those assets such as redevelopment and refurbishing of the asset or disposal of the asset. Pre-emptive provisions or rights of first refusal may apply to sales or transfers of interest in those co-owned assets. These provisions may work to Vicinity’s disadvantage because Vicinity may be required to make decisions about buying or selling interests in those assets at a time that is not advantageous to it, or an interest may be sold to an incompatible co-owner, and this could materially adversely impact Vicinity's financial performance and profitability.

Employee risk

The loss of key management personnel, Board members, or senior management executives (including as a result of COVID-19 impacts) who have particular expertise, or the inability to attract new qualified personnel, could disrupt Vicinity's business or have a material adverse impact on Vicinity's financial performance and profitability.

Data, cyber security and technology risk

Vicinity may be affected by threats and vulnerabilities in connection with its information technology systems, control systems or communications systems, or by any consequences of unauthorised access to or the use, disclosure, degradation, interruption, modification or distribution of its information or information systems, including the consequences of acts of terrorism. Sensitive data, pertaining to Vicinity, its employees, associates, or customers, may be lost or exposed, resulting in negative impact to reputation or competitive advantage, and potential breach of regulatory compliance obligations. This is a heightened threat in the COVID-19 environment, including in light of the increased, and quickly enacted, remote working arrangements. Any of these factors may lead to a material adverse impact on Vicinity's financial performance and profitability.

Climate change

The increasing severity of acute weather events (such as heatwaves, cyclones and storms) and chronic climate impacts could adversely impact Vicinity's shopping centres and communities through physical damage, operating costs, ability to trade, consumer visitation and retail sales. A failure to adequately respond to the impact of climate change and associated legislative requirements and community expectations could materially adversely impact Vicinity's financial performance and profitability, and the valuation of Vicinity's assets.

General commercial property risks

The risks commonly associated with commercial property investment apply equally to an investment in Vicinity, including changes in market rental rates and property yields, tenants defaulting, levels of occupancy, capital expenditure requirements, development and refurbishment risk, environmental or compliance issues, changes to government and planning regulations, including zoning and damage caused by flood or other extreme weather (to the extent that it is not or could not be insured against), and property valuation. The value of properties held by Vicinity, and those it may hold in the future, may fluctuate in future periods due to a number of factors affecting both the property market generally or Vicinity's properties in particular, and Vicinity cannot predict what those fluctuations may be. As changes of valuations of properties are recorded in the statutory income statement, any decreases in value will have a negative impact on the statutory income of Vicinity. These risks may be especially heightened in the climate of COVID-19, and this could materially adversely impact Vicinity's financial performance and profitability.

Disputes and litigation risk

Disputes or litigation may arise from time to time in the course of the business activities of Vicinity (for example, tenancy disputes arising out of the circumstances surrounding COVID-19). There is a risk that any material or costly dispute or litigation could materially adversely impact Vicinity's financial performance and profitability.

Competition risk

Vicinity faces competition from funds seeking to diversify into large-scale property assets and from online retailers. This may have an adverse impact on Vicinity's ability to secure tenants for its properties at satisfactory rental rates and on a timely basis or the pricing of acquisition investment opportunities, which may in turn materially adversely impact Vicinity's financial performance and profitability, and the valuation of Vicinity's assets.

Appendix 2
Key risks (continued)

Compliance risk

The Vicinity Centres Trust is a managed investment scheme which means that Vicinity Centres RE Ltd (as responsible entity of that scheme) is subject to strict regulatory and compliance arrangements under the *Corporations Act 2001* (Cth) and its Australian Financial Services Licence. If Vicinity Centres RE Ltd fails to comply with the conditions of its Australian Financial Services Licence, then ASIC may take action to suspend or revoke the licence, which in turn may materially adversely impact on Vicinity's financial performance and profitability.

Insolvency risk

In the event of any liquidation or winding up of Vicinity, the claims of Vicinity's creditors will rank ahead of its investors. Under such circumstances, Vicinity will first repay and discharge all claims of its creditors. Any surplus assets will then be distributed to Vicinity's investors. All investors will rank equally in their claim and will be entitled to an equal share per stapled security.

Insurance risk

Although Vicinity maintains insurance coverage that it believes is appropriate to protect against major operating and other risks, not all risks are insured or insurable. Vicinity cannot be sure that adequate insurance coverage for potential losses and liabilities will be available in the future on commercially reasonable terms, and may also carry large deductibles and premiums. If Vicinity experiences a loss in the future, the proceeds of the applicable insurance policies, if any, may not be adequate to cover replacement costs, lost revenues, increased expenses or liabilities to third parties. This could materially adversely impact Vicinity's financial performance and profitability.

Taxation risks

Future changes in Australian taxation law, including changes in interpretation or application of the law by the courts or taxation authorities in Australia, may affect the taxation treatment of an investment in Vicinity securities or the holding and disposal of those securities. Further, changes in tax law, or changes in the way tax law is expected to be interpreted, in the various jurisdictions in which Vicinity operates (in particular, Australia), may impact the future tax liabilities of Vicinity which, in turn, could materially adversely impact Vicinity's financial performance and profitability.

In addition, an investment in securities involves tax considerations which may differ for each investor. Investors are encouraged to seek professional tax advice in connection with any investment in Vicinity.

Changes to accounting standards

The Australian Accounting Standards are set by the Australian Accounting Standards Board (***AASB***). Changes to accounting standards issued by AASB could materially adversely affect the financial position and performance reported in Vicinity's financial statements. Vicinity has previously and will continue to assess and disclose, when known, the impact of adopting new accounting standards in its periodic financial reporting.

General and Offer Risks

Risks associated with an investment in securities

There are general risks associated with investments in equity capital such as Vicinity securities. The trading price of Vicinity securities may fluctuate with movements in equity capital markets in Australia and internationally. This may result in the market price for the New Securities being less or more than the Placement Price or the issue price of the New Securities under the SPP. Generally applicable factors which may affect the market price of Vicinity securities include:

(a) the impact of COVID-19 (or other pandemics or epidemics), including on:

- (i) discretionary retail spending and retail activity across Vicinity's key markets; and
- (ii) Vicinity's workforce, industry and tenants,

Appendix 2
Key risks (continued)

as a result of governmental action, work stoppages, lockdowns, quarantines, travel restrictions and the impact on the economics and securities markets of the key markets in which Vicinity measures; general movements in Australian and international stock markets;

(a) investor sentiment;

(b) Australian and international economic conditions and outlook;

(c) changes in interest rates and the rate of inflation;

(d) changes in government legislation and policies, including taxation laws, or changes in accounting standards;

(e) loss of key personnel and delays in replacement;

(f) availability of new technologies;

(g) geopolitical instability, including international hostilities and acts of terrorism, the response to COVID-19 and travel restrictions;

(h) man-made or environmental disasters and other extreme weather events and flow on impacts arising from them;

(i) demand for and supply of Vicinity securities;

(j) announcements and results of competitors; and

(k) analyst reports.

No assurances can be given that the New Securities will trade at or above the Placement Price or the issue price of the New Securities under the SPP. None of Vicinity, its directors or any other person guarantees the market performance of the New Securities.

The financial position, performance and prospects of Vicinity and Vicinity's securities price may be adversely affected by the worsening of general economic conditions in Australia (including, the adverse impacts of, and the responses to, COVID-19), as well as international market conditions and related factors. It is also possible new risks might emerge as a result of Australian or global markets experiencing extreme stress, or existing risks may manifest themselves in ways that are not currently foreseeable.

In particular, the events relating to COVID-19 have recently resulted in significant market falls and volatility in Australia and overseas, including in the prices of securities trading on the ASX. There is continued uncertainty as to the further impact of COVID-19 on the Australian economy and equity and debt capital markets including in relation to governmental action, work stoppages, lockdowns, quarantines, travel restrictions and the impact on the Australian economy (and international economies) and securities markets globally. Any of these events and resulting fluctuations may materially adversely impact the market price of Vicinity's securities, on Vicinity's financial performance and profitability, and on the valuation of Vicinity's assets.

Distributions

Payment of distributions in respect of Vicinity's securities is impacted by a number of factors, including Vicinity's profitability, retained earnings, capital requirements and available cashflow. Any future distributions will be determined by Vicinity's board having regard to these (and other) factors. There is no guarantee that any distribution will be paid by Vicinity, or if paid, paid at historical levels. From time to time, Vicinity's board may also cancel or defer previously announced distributions.

Appendix 2
Key risks (continued)

Dilution risk

If a securityholder does not participate or does not participate fully in the Placement or the SPP, then their percentage security holding will reduce and their net tangible asset backing per security will be diluted as a result of the Placement and the SPP. Even if a securityholder does take up their full allocation under the SPP, for a small number of securityholders their percentage security holding may reduce and the net tangible asset backing per security may be diluted by the Placement and the SPP because participation in the SPP is limited to a fixed amount and not on a pro rata basis relative to existing security holdings.

Allocation of Placement Securities

It is intended that eligible institutional security holders who bid for their 'pro rata' share of New Securities under the Placement will be allocated their full bid on a best endeavours basis in accordance with the ASX Class Waiver Decision – Temporary Extra Placement Capacity effective from 23 April 2020. For this purpose, an eligible institutional existing holding will be estimated by reference to Vicinity's beneficial register as at the date of the register which is not necessarily fully up to date. No verification or reconciliation of the holdings as shown on the historical beneficial register will be undertaken and accordingly, this may not truly reflect a participant's actual security holding. As a result, the New Securities actually allocated to a participant under the Placement may not reflect their actual pro rata share of Vicinity securities and accordingly, a securityholder's percentage security holding may be diluted.

Allocation of SPP Securities

If Vicinity receives applications that exceed the amount it proposes to raise under the SPP, Vicinity may decide to scale back its application, or raise a higher amount, in its absolute discretion. If a scale back is applied, this means that an eligible securityholder may be allocated fewer Vicinity securities than they applied for under the SPP.

If Vicinity decides to conduct any scale back, it will apply the scale back on a pro rata basis having regard to the size of the existing security holdings of applicants, in accordance with the ASX Class Waiver Decision – Temporary Extra Placement Capacity effective from 23 April 2020.

Appendix 3
Foreign selling restrictions

This document does not constitute an offer of New Securities of Vicinity in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person in the Placement, and the New Securities may not be offered or sold, in any country outside Australia except to the extent permitted below.

Canada (British Columbia, Ontario and Quebec provinces)
This document constitutes an offering of New Securities only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces") and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such New Securities. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are "accredited investors" within the meaning of NI 45-106 – *Prospectus Exemptions*, of the Canadian Securities Administrators.

No securities commission or similar authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Securities or the offering of New Securities and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Securities or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Securities in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements. These resale restrictions may in some circumstances apply to resales of the New Securities outside Canada and, as a result, Canadian purchasers should seek legal advice prior to any resale of the New Securities.

Vicinity as well as its directors and officers are located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon Vicinity or its directors or officers. All or a substantial portion of the assets of Vicinity and such persons are located outside Canada and, as a result, it may not be possible to satisfy a judgment against Vicinity or such persons in Canada or to enforce a judgment obtained in Canadian courts against Vicinity or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

Statutory rights of action for damages and rescission

Securities legislation in certain of the Provinces may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defenses contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of their respective Province for the particulars of these rights or consult with a legal adviser.

The following is a summary of the statutory rights of rescission or to damages, or both, available to purchasers in Ontario. In Ontario, every purchaser of the New Securities purchased pursuant to this document (other than (a) a "Canadian financial institution" or a "Schedule III bank" (each as defined in NI 45-106), (b) the Business Development Bank of Canada or (c) a subsidiary of any person referred to in (a) or (b) above, if the person owns all the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of that subsidiary) shall have a statutory right of action for damages and/or rescission against Vicinity if this document or any amendment thereto contains a misrepresentation. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against Vicinity. This right of action for rescission or damages is in addition to and without derogation from any other right the purchaser may have at law. In particular, Section 130.1 of the Securities Act (Ontario) provides that, if this document contains a misrepresentation, a purchaser who purchases the New Securities during the period of distribution shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has a right of action for damages or, alternatively, may elect to exercise a right of rescission against Vicinity, provided that (a) Vicinity will not be liable if it proves that the purchaser purchased the New Securities with knowledge of the misrepresentation; (b) in an action for damages, Vicinity is not liable for all or any portion of the damages that Vicinity proves does not represent the depreciation in value of the New Securities as a result of the misrepresentation relied upon; and (c) in no case shall the amount recoverable exceed the price at which the New Securities were offered.

Section 138 of the *Securities Act* (Ontario) provides that no action shall be commenced to enforce these rights more than (a) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action or (b) in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the purchaser first had knowledge of the fact giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action. These rights are in addition to and not in derogation from any other right the purchaser may have.

Certain Canadian income tax considerations. Prospective purchasers of the New Securities should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Securities as any discussion of taxation related matters in this document is not a comprehensive description and there are a number of substantive Canadian tax compliance requirements for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Securities (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.*

Hong Kong
WARNING: This document has not been, and will not be, authorized by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorize this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Securities have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the New Securities has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the New Securities which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors as defined in the SFO and any rules made under that ordinance.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

New Zealand
This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act"). The New Securities are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Appendix 3

Foreign selling restrictions (continued)

Singapore

This document has not been registered as a prospectus with the Monetary Authority of Singapore ("MAS") and, accordingly, statutory liability under the Securities and Futures Act, Chapter 289 (the "SFA") in relation to the content of prospectuses does not apply, and you should consider carefully whether the investment is suitable for you. Vicinity is not a collective investment scheme authorised under Section 286 of the SFA or recognised by the MAS under Section 287 of the SFA and the New Securities are not allowed to be offered to the retail public.

This document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the New Securities may not be circulated or distributed, nor may the New Securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except to "institutional investors" (as defined in the SFA), or otherwise pursuant to, and in accordance with the conditions of, any other applicable provisions of the SFA.

This document has been given to you on the basis that you are an "institutional investor" (as defined under the SFA). In the event that you are not an institutional investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Securities being subsequently offered for sale to any other party. You are advised to acquaint yourself with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Switzerland

The New Securities may not be distributed in Switzerland and will not be listed on the SIX Swiss Exchange ("SIX") or on any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering material relating to the New Securities constitutes a prospectus or a similar notice (as such terms are understood under the Swiss Financial Services Act (the "FinSA")) or the listing rules of any stock exchange or regulated trading facility in Switzerland.

This document is personal to the recipient only and not for general circulation in Switzerland. Neither this document nor any other offering or marketing material relating to the New Securities or the offering may be publicly distributed or otherwise made publicly available in Switzerland. The New Securities will only be offered to investors who qualify as "professional clients" under art. 4 para. 3 of the FinSA.

Neither this document nor any other offering or marketing material relating to the offering or the New Securities have been or will be filed with or approved by any Swiss regulatory authority or authorized review body. In particular, this document will not be filed with, and the offer of New Securities will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA). The offering has not been and will not be authorized under the Swiss Federal Act on Collective Investment Schemes ("CISA"). Accordingly, the investor protection afforded to acquirers of interests in collective investment schemes under the CISA does not extend to acquirers of New Securities.

United States

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Securities have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Securities may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

The New Securities will only be offered and sold in the United States to:

- “qualified institutional buyers” (as defined in Rule 144A under the US Securities Act); and
- dealers or other professional fiduciaries organized or incorporated in the United States that are acting for a discretionary or similar account (other than an estate or trust) held for the benefit or account of persons that are not US persons and for which they exercise investment discretion, within the meaning of Rule 902(k)(2)(i) of Regulation S under the US Securities Act.

Appendix 4
Summary of Underwriting Agreement

Summary of Underwriting Agreement

Vicinity has entered into an underwriting agreement with the Underwriters (**Underwriting Agreement**), pursuant to which the Underwriters have agreed to act as joint lead managers and fully underwrite the Placement on the terms and conditions of the Underwriting Agreement.

If certain conditions are not satisfied or certain events occur, the Underwriters may terminate the Underwriting Agreement. Termination of the Underwriting Agreement would have a materially adverse impact on the total amount of proceeds that could be raised under the Placement.

The Underwriters' obligations under the Underwriting Agreement, including to manage and underwrite the Placement, are conditional on certain matters, including Vicinity obtaining certain ASX waivers, Vicinity publishing and maintaining a notice in accordance with Class Order 13/655, the timely delivery of the due diligence questionnaire, and securities being in a trading halt on the ASX on the launch date.

An Underwriter may terminate its obligations under the Underwriting Agreement on the occurrence of the following events:

- ASX announces or makes a statement to any person that Vicinity will be removed from the official list of ASX or its securities will be suspended from quotation by ASX, ASX removes Vicinity from the official list or ASX ceases to quote Vicinity's securities on ASX;
- at any time between the Bookbuild opening time and 6 hours after the Bookbuild closing time, either the S&P/ASX 200 Index, the S&P/ASX 200 A-REIT Index or the S&P/ASX 200 SPI Futures Index falls to a level that is 10% below the level of the relevant index at the Bookbuild opening time;
- approval is refused or not granted or ASX states that it will not be granted, other than subject to customary conditions that in the opinion of the Underwriters (acting reasonably) would not have a material adverse effect on the Placement, to the official quotation of all the New Securities on ASX, or if granted, the approval is subsequently withdrawn, qualified (other than by customary conditions), or withheld;
- Vicinity alters its capital structure without consent of the Underwriters, or disposes or attempts to dispose of a substantial part (directly or indirectly) of the business or property of Vicinity, in a way which is not otherwise permitted under the Underwriting Agreement;
- any event specified in the timetable for the Placement is delayed for more than 1 business day without the prior written consent of the Underwriters;
- Vicinity withdraws the Placement or indicates that it does not intend or is unable to proceed with the Placement;
- Vicinity Centres RE Ltd is replaced, or it is proposed to replace Vicinity Centres RE Ltd, as the responsible entity for the Vicinity Centres Trust;
- any certificate which is required to be provided by Vicinity under the Underwriting Agreement is not furnished when required;
- any member of the Vicinity group (other than a dormant entity or entity with no or immaterial assets) becomes insolvent, or there is an act or omission likely to result in a member of the Vicinity group (other than a dormant entity or entity with no or immaterial assets) becoming insolvent;
- there is a material adverse change in, or an event occurs which gives rise to, or is likely to give rise to, a material adverse change in the condition (financial or otherwise), assets, earnings, business, affairs, results of operations, management or prosects of the Vicinity group as a whole from that disclosed by Vicinity to the ASX before the date of the Underwriting Agreement or in the Offer materials;
- a statement contained in the Offer materials is or becomes misleading (including by omission) or likely to mislead or deceive, or the Offer materials omit information they are required to contain (having regard to sections 708A and 1012DA of the Corporations Act and other applicable requirements), or any expression of opinion or intention in the Offer materials is not (or ceases to be) fairly and properly supportable or there are no longer reasonable grounds for making any statement in the Offer materials relating to future matters;

Appendix 4

Summary of Underwriting Agreement (continued)

- Vicinity or any of its directors or officers engage, or have engaged, in any fraudulent conduct or activity whether or not in connection with the Placement;
- any of the following occurs: (i) a director or senior manager of Vicinity is charged with an indictable offence relating to financial or corporate matters; (ii) any government agency charges or commences any court proceedings or public action against Vicinity or any of its directors in their capacity as directors of Vicinity or announces that it intends to take any such action; or (iii) any director of Vicinity is disqualified from managing a corporation under the Corporations Act;
- Vicinity is, or becomes, unable, for any reason, to issue or allot the New Securities under the Placement;
- any of the following occurs:
  - ASIC issues or threatens in writing to issue proceedings in relation to the Placement or commences any formal inquiry or investigation into the Placement (or publicly announces its intention to do so); or
  - there is an application to any government agency for an order, declaration or other remedy, or a government agency commences any other investigation or hearing or announces its intention to do so, in each case in connection with the Placement (or any part of it);
- an obligation arises on Vicinity to give ASX a notice in accordance with section 708A(9) or 1012DA(9) of the Corporations Act;
- Vicinity is prevented from allotting and issuing the New Securities under the Placement under the ASX Listing Rules, applicable laws, an order of a court of competent jurisdiction or a government agency;
- there is an event, occurrence or non-occurrence after the execution of the Underwriting Agreement which makes it illegal or, in the case of an event, occurrence or non-occurrence that makes it commercially impossible for the Underwriters to satisfy a material obligation under the Underwriting Agreement, or to market, promote or settle the offer of New Securities under the Placement, or that causes the Underwriters to delay satisfying a material obligation under the Underwriting Agreement, including:
  - any acts, statute, order, rule, regulation, directive or requirement of any government agency, orders of any courts, lockdowns, lock-outs, forced closures, restrictions on mobility, or interruptions or restrictions in transportation which has this impact; or
  - any acts of God or other natural forces, civil unrest or other civil disturbance, currency restriction, embargo, action or inaction by a government agency, or any other event similar to those mentioned;

In addition, an Underwriter may terminate its obligations under the Underwriting Agreement on the occurrence of the following events if it has reasonable grounds to believe that such event (a) has or is likely to have a material adverse effect on the success, settlement or marketing of the Placement, or on the ability of the Underwriter to market or promote, sub-underwrite or settle the Placement, or on the likely price at which the New Securities under the Placement will trade on ASX; (b) has or is likely to have, individually or in the aggregate, a material adverse effect on the business, financial position or prospects of the Vicinity group; or (c) will, or is likely to, give rise to a liability of the Underwriter under, or give rise to, or result in, a contravention by the Underwriter or its affiliates or the Underwriter or its affiliates being involved in a contravention of, the Corporations Act or other applicable law:

- there is introduced, or there is an official announcement of a proposal to introduce, into the Parliament of Australia or any State or Territory in which Vicinity have substantial operations, a new law, regulation or directive, or any such Commonwealth or State or Territory authority adopts or announces a proposal to adopt a new policy, in response to COVID-19 (or other novel coronavirus) which results in the forced closure (or reclosure) of shopping centres or supermarkets (other than one announced prior to the date of the Underwriting Agreement);
- a statement in any certificate to be provided by Vicinity under the Underwriting Agreement is false, misleading, inaccurate, untrue or incorrect;
- there is a change to the senior management or a change in the Board of Vicinity;

Appendix 4

Summary of Underwriting Agreement (continued)

- any of the following occurs:
  - ASIC or any other government agency commences or gives notice of an intention to commence a prosecution of Vicinity or any director or senior manager of Vicinity; or
  - ASIC or any other government agency commences or gives notice of an intention to commence a hearing or investigation into Vicinity;
- Vicinity is in breach of any of the terms and conditions of the Underwriting Agreement;
- the due diligence committee report or any information supplied by or on behalf of Vicinity to the Underwriters for the purposes of the due diligence investigations, the Offer materials, or the Placement, is or becomes false, misleading, or deceptive or is likely to mislead or deceive (including by omission);
- an event or circumstance occurs or becomes known that would, in the reasonable opinion of the Underwriters, have required Vicinity to give ASX a notice in accordance with section 708A(9) or 1012DA(9) of the Corporations Act had the cleansing statement been lodged on the date of this announcement on the basis of information known at that time;
- there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State or Territory of Australia a new law, or any Commonwealth, State, Territory or local authority (including ASIC), adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced prior to the date of the Underwriting Agreement) any of which does or is likely to prohibit or regulate the Placement, capital markets or stock markets;
- a representation, warranty or undertaking or obligation contained in the Underwriting Agreement on the part of Vicinity is breached, becomes not true or correct or is not performed;
- either of the following occur:
  - there is a contravention by Vicinity of the Corporations Act, a constitution of Vicinity Centres Trust, Vicinity Limited or Vicinity Centres RE Ltd, any of the Listing Rules, any other applicable law or regulation or order or request made by or on behalf of ASIC, ASX or any other Government Agency; or
  - any of the Offer materials or any aspect of the Placement does not comply with the Corporations Act or the Listing Rules, ASIC Class Orders 13/655 and 13/656, any other applicable law or regulation or the ASX Waivers (if any); or
- any of the following occurs:
  - trading in all securities quoted or listed on ASX, London Stock Exchange or New York Stock Exchange is suspended or limited in a material respect for one day (or a substantial part of one day) on which that exchange is open for trading or a Level 3 “market-wide circuit breaker” is implemented by the New York Stock Exchange upon a 20% decrease against the prior day’s closing price of the S&P 500 Index only;
  - there is a general moratorium on commercial banking activities in Australia, Hong Kong the United States or the United Kingdom is declared by the relevant central banking authority in any of those countries or there is a material disruption in commercial banking or Security settlement or clearance services in any of those countries;
  - there is any adverse change or disruption or development involving a prospective adverse change or disruption, to the existing financial markets, political or economic conditions of Australia, the United States or the United Kingdom or the international financial markets or any change in national or international political, financial or economic conditions; or
  - hostilities not presently existing commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Australia, New Zealand, the United States of America, United Kingdom, any member state of the European Union, Singapore, Hong Kong, Canada, Japan or the People's Republic of China, or a major terrorist act is perpetrated on any of those countries.

If the Underwriting Agreement is terminated by an Underwriter, that Underwriter is not obliged to perform its obligations that remain to be performed under the Underwriting Agreement.

Thank you

Chadstone, VIC

Contact details and authorisation

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Authorisation

The Board has authorised that this document be given to ASX.