

Partner David Clee
Contact David Clee
T +61 2 9263 4368
dclee@gtlaw.com.au
Our ref DXC:AFK:1025925



L 35, Tower Two, International Towers Sydney
200 Barangaroo Avenue,
Barangaroo NSW 2000 AUS
T +61 2 9263 4000 F +61 2 9263 4111
www.gtlaw.com.au

30 June 2017

Market Announcements Office
Australian Securities Exchange

Dear Sir/Madam,

Substantial holder notices – Viva Energy REIT (ASX:VVR)

We enclose a substantial holder notice in respect of Viva Energy REIT (ASX:VVR) from each of:

- Viva Energy Australia Group Pty Ltd and certain other entities named in that notice (collectively, the **Viva/Vitol Entities**); and
- Abu Dhabi Investment Council and Portman Limited.

The notices reflect the ownership structure of Viva Energy REIT after Viva Energy REIT issued and allotted 34,632,035 stapled securities as part of its fully underwritten institutional placement on 28 June 2017. Following such issue and allotment, the voting power in Viva Energy REIT of the Viva/Vitol Entities, Abu Dhabi Investment Council and Portman Limited was reduced to 38.09%.

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'D. Clee', with a long horizontal line extending to the right.

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

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Viva Energy REIT Trust ARSN 613 146 464 (Trust) and Viva Energy REIT Limited ACN 612 986 517 (Company, and together with the Trust, **Viva Energy REIT**)

ACN/ARSN As above

1. Details of substantial holder (1)

Name Viva Energy Australia Group Pty Ltd ACN 004 400 220 (**Viva Energy Australia**) and each of Viva Energy Holding Pty Ltd ACN 167 883 525, Viva Energy B.V., Viva Energy S.a.r.l., VIP Holding S.a.r.l., Vitol Investment Partnership Limited, Vitol Holding S.a.r.l. and Vitol Holding B.V. (each a **Viva/Vitol Entity**)

ACN/ARSN (if applicable) As above

There was a change in the interests of the
substantial holder on 28/06/2017
The previous notice was given to the company on 12/08/2016
The previous notice was dated 12/08/2016

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Stapled securities in Viva Energy REIT, each comprising an ordinary unit in the Trust and an ordinary share in the Company	276,060,625	39.99%	276,060,625	38.09%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Wednesday, 28 June 2017	Viva Energy Australia	Viva Energy Australia's voting power in Viva Energy REIT was reduced as a result of the issue and allotment of 34,632,035 stapled securities by Viva Energy REIT as part of its institutional placement on Wednesday, 28 June 2017. The issue and allotment of such stapled securities did not change the number of stapled securities in which each Viva Energy Australia has a relevant interest (such relevant interest arising under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth)).	N/A	N/A	N/A
Wednesday, 28 June 2017	Each Viva/Vitol Entity	Each Viva/Vitol Entity's voting power in Viva Energy REIT was reduced as a result of the issue and allotment of 34,632,035 stapled securities by Viva Energy REIT as part of its institutional placement on Wednesday, 28 June 2017. The issue and allotment of such stapled securities did not change the number of stapled securities in which each Viva/Vitol Entity has a relevant interest (such relevant interest arising under section 608(3) of the <i>Corporations Act 2001</i> (Cth)).	N/A	N/A	N/A

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Viva Energy Australia	Viva Energy Australia	Viva Energy Australia	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth)	276,060,625 stapled securities	276,060,625
Each Viva/Vitol Entity	Viva Energy Australia	Viva Energy Australia	Relevant interest under section 608(3) of the <i>Corporations Act 2001</i> (Cth)	276,060,625 stapled securities	276,060,625

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

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

6. Addresses

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

Name	Address
Viva Energy Australia Group Pty Ltd	Level 16, 720 Bourke Street, Docklands VIC 3008
Viva Energy Holding Pty Ltd	Level 16, 720 Bourke Street, Docklands VIC 3008
Viva Energy B.V.	K.P. van der Mandelelaan 130, 3062 MB, Rotterdam, Netherlands
Viva Energy Holding S.a.r.l.	2-8 Avenue Charles de Gaulle, L-1653 Luxembourg
Vitol Investment Partnership Limited	c/- IPES (Jersey) Limited, 6th floor, 37 Esplanade, St Heller JE2 3QA
Vitol Holding S.a.r.l.	Boulevard Pont d'Arve 28, CH 1205 Geneva, Switzerland
Vitol Holding B.V.	K.P. van der Mandelelaan 130, 3062 MB, Rotterdam, Netherlands

Signature

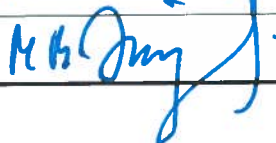
print name

MAGDALENA BUKNOWSKA

capacity

Director

sign here



date

27 / 06 / 2017

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Viva Energy REIT Trust ARSN 613 146 464 (Trust) and Viva Energy REIT Limited ACN 612 986 517 (Company, and together with the Trust, Viva Energy REIT)

ACN/ARSN As above

1. Details of substantial holder (1)

Name Each of Abu Dhabi Investment Council (ADIC) and Portman Limited (Portman)

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 28/06/2017
The previous notice was given to the company on 12/08/2016
The previous notice was dated 12/08/2016

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Stapled securities in Viva Energy REIT, each comprising an ordinary unit in the Trust and an ordinary share in the Company	276,060,625	39.99%	276,060,625	38.09%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows or

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
Wednesday, 28 June 2017	ADIC Portman	Each of ADIC and Portman's voting power in Viva Energy REIT was reduced as a result of the issue and allotment of 34,632,035 stapled securities by Viva Energy REIT as part of its institutional placement on Wednesday, 28 June 2017. The issue and allotment of such stapled securities did not change the number of stapled securities	N/A	N/A	N/A

		in which each of ADIC and Portman has a relevant interest (such relevant interest arising under section 608(3) of the <i>Corporations Act 2001</i> (Cth)).			
--	--	--	--	--	--

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
ADIC Portman	Viva Energy Australia Group Pty Ltd (ACN 004 400 220) (Viva Energy Australia)	Viva Energy Australia	Relevant interest under section 608(3) of the <i>Corporations Act 2001</i> (Cth)	276,060,625	276,060,625

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

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

6. Addresses

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

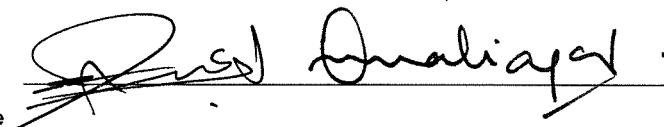
Name	Address
Viva Energy Australia	Level 16, 720 Bourke Street, Docklands VIC 3008
ADIC	Al Bahr Towers, Sheikh Zayed Bin Sultan Street Intersection with Shakhbout Bin Sultan Street (19 th Street), P.O. Box 61999, Abu Dhabi, UAE
Portman	

Signature

print name Yousef Abdul Aziz Al Harmoodi & Omar Liaquat

Authorised signatories
of Abu Dhabi
Investment Council and
Directors of Portman
Limited

sign here



date 29/06/2017