Form 603

Corporations Act 2001 Section 671B

Notice of initial substantial holder

To Company Name/Scheme	Viva Energy REIT	
ACN/ARSN	612 986 517	
Details of substantial holder (1) Name	The Vanguard Group, Inc.	
ACN/ARSN (if applicable)	N/A	
The holder became a substantial holder on	28 August 2017	

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary	36,293,034	36,293,034	5.001%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Vanguard Investments Australia	Beneficial Owner	Ordinary - 25,472,170
Ltd.		
The Vanguard Group, Inc.	Beneficial Owner	Ordinary - 10,820,864

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of	Registered holder of	Person entitled to be	Class and
relevant	securities	registered as holder (8)	number of
interest			securities
Vanguard	JP Morgan Chase	Vanguard Investments Australia Ltd is the manager of various	Ordinary -
Investments	Bank, N.A. and	superannuation funds, institutional investor portfolios and unit trusts and	25,472,170
Australia Ltd	various other	in that capacity can exercise the power to vote and/or dispose of the	
	Custodians	shares	
The Vanguard	JP Morgan Chase	The Vanguard Group, Inc., is the manager of various Mutual funds and	Ordinary -
Group, Inc.	Bank, N.A.	accounts and in that capacity has the power to dispose of the shares	5,017,732
The Vanguard	Brown Brothers	The Vanguard Group, Inc., is the manager of various Mutual funds and	Ordinary -
Group, Inc.	Harriman	accounts and in that capacity has the power to dispose of the shares	5,793,612
The Vanguard	State Street Bank and	The Vanguard Group, Inc., is the manager of various Mutual funds and	Ordinary -
Group, Inc.	Trust Company	accounts and in that capacity has the power to dispose of the shares	9,520

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities				
	See Annexure A						

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6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

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

7. Addresses

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

Name	Address
The Vanguard Group, Inc.	P.O. Box 2600, V26 Valley Forge, PA 19482 USA
Vanguard Investments Australia Ltd	Level 34, 2 Southbank Blvd, Southbank 3006 VIC

print name NICHOLAS GOVIV) capacity 5R COMP SPECIALIST

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an Associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest has acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder of its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 603.

Signature

This form must be signed by either a director or a secretary of the substantial holder.

Lodging period

Nil

Lodging Fee

Nil

Other forms to be completed

Nil

Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
 - (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
 - (c) The person must give a copy of this notice:
 - (i) within 2 business days after they become aware of the information; or
 - (ii) by 9:30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
 - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
 - (B) the person becomes aware of the information during the bid period.

Annexures

To make any annexure conform to the regulations, you must

- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
- 2 show the corporation name and ACN or ARBN
- 3 number the pages consecutively
- 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopies
- 5 identify the annexure with a mark such as A, B, C, etc
- 6 endorse the annexure with the words:
 - This is annexure (mark) of (number) pages referred to in form (form number and title)
- 7 sign and date the annexure
 - The annexure must be signed by the same person(s) who signed the form.

To Company ACN/ARSN

Viva Energy REIT 612 986 517

Substantial Holder Name ACN/ARSN

The Vanguard Group, Inc.

N/A

Date of change	Person whose relevant interest changed	Nature of Change(6)	Consideration given in relation to change(7)	Class	Number of securities affected	Person's votes
	The Vanguard Group, Inc.	Buy	2.30	Ordinary	14,310	14,310
	The Vanguard Group, Inc.	Buy	2.40	Ordinary	8,586	8,586
	The Vanguard Group, Inc.	Buy	2.40	Ordinary	2,862	2,862
	The Vanguard Group, Inc.	Buy	2.34	Ordinary	6,381	6,381
	The Vanguard Group, Inc.	Buy	2.46	Ordinary	4,963	4,963
	The Vanguard Group, Inc.	Buy	2.46	Ordinary	13,145	13,145
	The Vanguard Group, Inc.	Buy	2.32	Ordinary	15,774	15,774
	The Vanguard Group, Inc.	Buy	2.38	Ordinary	91,174	91,174
	The Vanguard Group, Inc.	Buy	2.39	Ordinary	10,516	10,516
18-May-17	The Vanguard Group, Inc.	Buy	2.39	Ordinary	14,310	14,310
19-May-17	The Vanguard Group, Inc.	Buy	2.35	Ordinary	28,640	28,640
24-May-17	The Vanguard Group, Inc.	Buy	2.40	Ordinary	2,836	2,836
	The Vanguard Group, Inc.	Buy	2.40	Ordinary	8,586	8,586
	The Vanguard Group, Inc.	Sell	2.41	Ordinary	(12,753)	(12,753
	The Vanguard Group, Inc.	Buy	2.43	Ordinary	5,672	5,672
2-Jun-17	The Vanguard Group, Inc.	Buy	2.43	Ordinary	2,127	2,127
	The Vanguard Group, Inc.	Buy	2.43	Ordinary	2,836	2,836
	The Vanguard Group, Inc.	Buy	2.44	Ordinary	2,836	2,830
5-Jun-17	The Vanguard Group, Inc.	Buy	2.44	Ordinary	5,258	5,258
	The Vanguard Group, Inc.	Buy	2.44	Ordinary	10,516	10,510
	The Vanguard Group, Inc.	Buy	2.41	Ordinary	14,310	14,310
	The Vanguard Group, Inc.	Buy	2.37	Ordinary	3,545	3,545
	The Vanguard Group, Inc.	Buy	2.38	Ordinary	97,112	97,112
	The Vanguard Group, Inc.	Buy	2.37	Ordinary	4,963	4,963
	The Vanguard Group, Inc.	Buy	2.37	Ordinary	2,127	2,12
	The Vanguard Group, Inc.	Buy	2.37	Ordinary	15,774	15,77
	The Vanguard Group, Inc.	Buy	2.40	Ordinary	11,315	11,31
	The Vanguard Group, Inc.	Buy	2.40	Ordinary	84,967	84,96
	The Vanguard Group, Inc.	Buy	2.41	Ordinary	11,448	11,448
	The Vanguard Group, Inc.	Buy	2.40	Ordinary	2,836	2,836
	The Vanguard Group, Inc.	Buy	2.31	Ordinary	101,950	101,950
	The Vanguard Group, Inc.	Buy	2.31	Ordinary	4,046	4,040
	The Vanguard Group, Inc.	Buy	2.32	Ordinary	11,448	11,448
	The Vanguard Group, Inc.	Buy	2.32	Ordinary	8,586	8,58
	The Vanguard Group, Inc.	Buy	2.33	Ordinary	28,919	28,919
	The Vanguard Group, Inc.	Buy	2.33	Ordinary	25,713	25,71
	The Vanguard Group, Inc.	Buy	2.24	Ordinary	1,690	1,69
	The Vanguard Group, Inc.	Buy	2.20	Ordinary	5,915	5,91
	The Vanguard Group, Inc.	Buy	2.20	Ordinary	10,516	10,510
17-Jul-17	The Vanguard Group, Inc.	Buy	2.23	Ordinary	3,380	3,380
	The Vanguard Group, Inc.	Buy	2.18	Ordinary	15,774	15,774
	The Vanguard Group, Inc.	Buy	2.16	Ordinary	7,605	7,60
	The Vanguard Group, Inc.	Buy	2.16	Ordinary	5,258	5,25
	The Vanguard Group, Inc.	Buy		Ordinary	15,774	15,77
	The Vanguard Group, Inc.	Buy	2.18	Ordinary	5,724	5,72
	The Vanguard Group, Inc.	Buy	2.17	Ordinary	7,887	7,88
	The Vanguard Group, Inc.	Buy	2.17	Ordinary	14,310	14,31
	The Vanguard Group, Inc.	Buy	2,17	Ordinary	8,586	8,58
	The Vanguard Group, Inc.	Buy	2.16	Ordinary	2,535	2,53
	The Vanguard Group, Inc.	Buy	2,16	Ordinary	13,145	13,14
	The Vanguard Group, Inc.	Buy	2.17	Ordinary	5,070	5,07
	The Vanguard Group, Inc.	Buy	2.15	Ordinary	15,774	15,77
	The Vanguard Group, Inc.	Buy	2.15	-	3,134	3,13
	The Vanguard Group, Inc.	Buy	2.17	Ordinary	3,380	3,38
	Vanguard Investments Australia Ltd	Sell	2,40	 	(7,719)	(7,71
	Vanguard Investments Australia Ltd	Sell	2.40	Ordinary	(74,353)	
	Vanguard Investments Australia Ltd	Buy	2.34	 	5,440	5,44
	Vanguard Investments Australia Ltd	Seli	2.39	<u> </u>	(8,135)	
	Vanguard Investments Australia Ltd	Buy	2.39	Ordinary	8,050	8,05
	Vanguard Investments Australia Ltd	Buy	2,46		10,880	10,88
10-Way-17	Vanguard Investments Australia Ltd Vanguard Investments Australia Ltd	Buy	2.35		16,320	

Date of change	Person whose relevant interest changed	Nature of Change(6)	Consideration given in relation to change(7)	Class	Number of securities affected	Person's votes
	Vanguard Investments Australia Ltd	Buy	2.32	Ordinary	8,190	8,190
	7 Vanguard Investments Australia Ltd	Buy	2.32	Ordinary	62,796	62,796
15-May-17	Vanguard Investments Australia Ltd	Sell	2.32	Ordinary	(52,946)	(52,946)
15-May-1	Vanguard Investments Australia Ltd	Buy	2.32	Ordinary	5,635	5,635
	Vanguard Investments Australia Ltd	Buy	2.35	Ordinary	10,880	10,880
18-May-17	Vanguard Investments Australia Ltd	Buy	2.39	Ordinary	5,635	5,635
	Vanguard Investments Australia Ltd	Buy	2.37	Ordinary	10,880	10,880
	Vanguard Investments Australia Ltd	Sell	2.40	Ordinary	(12,272)	(12,272)
	Vanguard Investments Australia Ltd	Buy	2.43	Ordinary	6,609	6,609
	Vanguard Investments Australia Ltd	Sell	2.43	Ordinary	(15,282)	(15,282)
	Vanguard Investments Australia Ltd	Buy	2.43	Ordinary	21,760 1,630	21,760 1,630
	Vanguard Investments Australia Ltd	Buy	2.41	Ordinary Ordinary	83,670	83,670
	Vanguard Investments Australia Ltd	Buy Buy	2.43	Ordinary	10,880	10,880
	Vanguard Investments Australia Ltd	Buy	2.43	Ordinary	8,050	8,050
	Vanguard Investments Australia Ltd Vanguard Investments Australia Ltd	Sell	2.41	Ordinary	(200,104)	(200,104)
	Vanguard Investments Australia Ltd	Buy	2.37	Ordinary	12,075	12,075
		Sell	2.37	Ordinary	(8,433)	(8,433)
	Vanguard Investments Australia Ltd Vanguard Investments Australia Ltd	Sell	2.41	Ordinary	(756)	(756)
	Vanguard Investments Australia Ltd Vanguard Investments Australia Ltd	Buy	2.39	Ordinary	27,200	27,200
	Vanguard Investments Australia Ltd	Buy	2.40	Ordinary	11,055	11,055
	Vanguard Investments Australia Ltd	Buy	2.40	Ordinary	10,880	10,880
	Vanguard Investments Australia Ltd	Buy	2.40	Ordinary	11,270	11,270
	Vanguard Investments Australia Ltd	Sell	2.38	Ordinary	(7,921)	(7,921)
	Vanguard Investments Australia Ltd	Buy	2.38	Ordinary	4,836	4,836
	Vanguard Investments Australia Ltd	Buy	2.38	Ordinary	10,876	10,876
	Vanguard Investments Australia Ltd	Buy	2,38	Ordinary	8,060	8,060
	7 Vanguard Investments Australia Ltd	Buy	2.32	Ordinary	6,690	6,690
	Vanguard Investments Australia Ltd	Buy	2.37	Ordinary	16,314	16,314
	7 Vanguard Investments Australia Ltd	Buy	2.37	Ordinary	7,254	7,254
	Vanguard Investments Australia Ltd	Pari Passu	-	Ordinary	3,690	3,690
28-Jun-1	Vanguard Investments Australia Ltd	Pari Passu	-	Ordinary	8,557	8,557
28-Jun-1	Vanguard Investments Australia Ltd	Pari Passu	-	Ordinary	7,364	7,364
28-Jun-1	Vanguard Investments Australia Ltd	Pari Passu	-	Ordinary	16,911	16,911
28-Jun-1	Vanguard Investments Australia Ltd	Pari Passu	-	Ordinary	366	366
28-Jun-1	Vanguard Investments Australia Ltd	Pari Passu	-	Ordinary	79,659	79,659
28-Jun-1	7 Vanguard Investments Australia Ltd	Pari Passu	-	Ordinary	62,778	62,778
	7 Vanguard Investments Australia Ltd	Pari Passu	-	Ordinary	35,480	35,480
	7 Vanguard Investments Australia Ltd	Pari Passu	-	Ordinary	54,233	54,233
	Vanguard Investments Australia Ltd	Pari Passu	-	Ordinary	846,243	846,243
	7 Vanguard Investments Australia Ltd	Buy	2.32	Ordinary	17,598	17,598
	7 Vanguard Investments Australia Ltd	Pari Passu	-	Ordinary	10,225	10,225 140,774
	7 Vanguard Investments Australia Ltd	Pari Passu	- 222	Ordinary	140,774 5,835	5,835
	7 Vanguard Investments Australia Ltd	Buy	2.33		45,677	45,677
	7 Vanguard Investments Australia Ltd	Buy	2.33	Ordinary Ordinary	34,662	34,662
	7 Vanguard Investments Australia Ltd 7 Vanguard Investments Australia Ltd	Buy Sell	2.33	Ordinary	(183,787)	
	7 Vanguard Investments Australia Ltd	Sell	2.27	Ordinary	(4,435)	· · · · · · · · · · · · · · · · · · ·
	7 Vanguard Investments Australia Ltd	Buy	2.27	Ordinary	8,690	8,690
	7 Vanguard Investments Australia Ltd	Sell	2.28	Ordinary	(101,793)	
	7 Vanguard Investments Australia Ltd	Buy	2.28	Ordinary	11,860	11,860
	7 Vanguard Investments Australia Ltd	Buy	2.28	Ordinary	5,710	5,710
	7 Vanguard Investments Australia Ltd	Buy	2.28	Ordinary	11,420	11,420
	7 Vanguard Investments Australia Ltd	Buy	2.27	Ordinary	55,793	55,793
	7 Vanguard Investments Australia Ltd	Buy	2.27	Ordinary	114,200	114,200
	7 Vanguard Investments Australia Ltd	Sell	2.27	Ordinary	(90,852)	
	7 Vanguard Investments Australia Ltd	Buy	2.27	Ordinary	16,092	16,092
	7 Vanguard Investments Australia Ltd	Sell	2.25	Ordinary	(51,411)	
11-Jul-1	7 Vanguard Investments Australia Ltd	Buy	2.24	Ordinary	17,130	17,130
11-Jul-1	7 Vanguard Investments Australia Ltd	Sell	2.25	Ordinary	(73,559)	(73,559
12-Jul-1	7 Vanguard Investments Australia Ltd	Buy	2.20	Ordinary	9,784	9,784
12-Jul-1	7 Vanguard Investments Australia Ltd	Buy	2.20	Ordinary	9,387	9,387
13-Jul-1	7 Vanguard Investments Australia Ltd	Sell	2.23	Ordinary	(94,252)	
	7 Vanguard Investments Australia Ltd	Buy	2.22	Ordinary	56,609	56,609
	7 Vanguard Investments Australia Ltd	Buy	2.22	Ordinary	5,710	5,710
	7 Vanguard Investments Australia Ltd	Sell	2.23	Ordinary	(107,382)	(107,382)
	7 Vanguard Investments Australia Ltd	Sell	2.23	Ordinary	(64,680)	
17-Jul-1	7 Vanguard Investments Australia Ltd	Sell	2,23	Ordinary	(84,073)	(84,073

Date of change	Person whose relevant interest changed	Nature of Change(6)	Consideration given in relation to change(7)	Class	Number of securities affected	Person's votes affected
17-Jul-1	7 Vanguard Investments Australia Ltd	Buy	2.23	Ordinary	17,130	17,130
17-Jul-1	7 Vanguard Investments Australia Ltd	Sell	2.23	Ordinary	(70,732)	(70,732)
18-Jul-1	7 Vanguard Investments Australia Ltd	Buy	2.22	Ordinary	9,387	9,387
20-Jul-1	7 Vanguard Investments Australia Ltd	Sell	2.19	Ordinary	(115,292)	(115,292)
20-Jul-1	7 Vanguard Investments Australia Ltd	Buy	2.19	Ordinary	28,535	28,535
20-Jul-1	7 Vanguard Investments Australia Ltd	Buy	2.19	Ordinary	17,130	17,130
20-Jul-1	7 Vanguard Investments Australia Ltd	Sell	2.19	Ordinary	(90,656)	(90,656)
24-Jul-1	7 Vanguard Investments Australia Ltd	Buy	2.22	Ordinary	52,011	52,011
24-Jul-1	7 Vanguard Investments Australia Ltd	Buy	2.22	Ordinary	18,774	18,774
25-Jul-1	7 Vanguard Investments Australia Ltd	Sell	2.18	Ordinary	(94,484)	(94,484)
25-Jul-1	7 Vanguard Investments Australia Ltd	Sell	2.18	Ordinary	(34,674)	(34,674)
25-Jul-1	7 Vanguard Investments Australia Ltd	Sell	2.18	Ordinary	(75,764)	(75,764)
27-Jul-1	7 Vanguard Investments Australia Ltd	Sell	2.17	Ordinary	(75,877)	(75,877)
28-Jul-1	7 Vanguard Investments Australia Ltd	Buy	2.15	Ordinary	7,338	7,338
31-Jul-1	7 Vanguard Investments Australia Ltd	Buy	2.16	Ordinary	10,728	10,728
3-Aug-1	7 Vanguard Investments Australia Ltd	Buy	2.18	Ordinary	11,558	11,558
3-Aug-:	7 Vanguard Investments Australia Ltd	Sell	2.18	Ordinary	(2,286)	(2,286)
3-Aug-:	7 Vanguard Investments Australia Ltd	Buy	2.18	Ordinary	14,751	14,751
4-Aug-:	7 Vanguard Investments Australia Ltd	Sell	2.17	Ordinary	(109,801)	(109,801)
8-Aug-:	.7 Vanguard Investments Australia Ltd	Sell	2.17	Ordinary	(49,695)	(49,695
8-Aug-1	7 Vanguard Investments Australia Ltd	Buy	2.17	Ordinary	2,423	2,423
9-Aug-3	7 Vanguard Investments Australia Ltd	Buy	2.17	Ordinary	5,779	5,779
9-Aug-1	7 Vanguard Investments Australia Ltd	Buy	2.17	Ordinary	17,337	17,337
11-Aug-1	7 Vanguard Investments Australia Ltd	Buy	2.16	Ordinary	18,774	18,774
15-Aug-1	.7 Vanguard Investments Australia Ltd	Buy	2.16	Ordinary	9,876	9,876
18-Aug-1	7 Vanguard Investments Australia Ltd	Buy	2.16	Ordinary	2,426	2,426
22-Aug-3	.7 Vanguard Investments Australia Ltd	Buy	2.16	Ordinary	7,149	7,149
22-Aug-1	7 Vanguard Investments Australia Ltd	Buy	2.16	Ordinary	7,869	7,869
22-Aug-:	7 Vanguard Investments Australia Ltd	Sell	2.16	Ordinary	(820)	
23-Aug-3	.7 Vanguard Investments Australia Ltd	Buy	2.15	Ordinary	9,387	9,387
23-Aug-:	7 Vanguard Investments Australia Ltd	Buy	2.15	Ordinary	10,728	10,728
25-Aug-:	.7 Vanguard Investments Australia Ltd	Buy	2.17	Ordinary	17,352	17,352
28-Aug-:	.7 Vanguard Investments Australia Ltd	Buy	2.15	Ordinary	52,013	52,013

This is Annexure A of 3 pages referred to in Form 603, Notice of initial substantial holder.

Signature

Date 30-Aug-17