

Partner David Clee
Contact David Clee | Alex Kauye
T +61 2 9263 4368 | T +61 3 8656 3386
dclee@gtlaw.com.au | akauye@gtlaw.com.au
Our ref DXC:AFK:1035031



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

20 July 2018

Market Announcements Office
Australian Securities Exchange

Dear Sir/Madam,

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

We enclose a notice of ceasing to be a substantial holder in respect of Viva Energy REIT (ASX:VVR) from each of Abu Dhabi Investment Council and Portman Limited (together, **ADIC**).

ADIC has ceased to be deemed, under section 608(3) of the Corporations Act 2001 (Cth), to have a relevant interest in the stapled securities of Viva Energy REIT in which Viva Energy Australia Group Pty Ltd is the holder, as a result of the allotment and issue of securities in Viva Energy Group Limited ACN 626 661 032 pursuant to its initial public offering transaction which completed on 18 July 2018.

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'David Clee'.

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

A handwritten signature in blue ink, appearing to read 'Alex Kauye'.

Alex Kauye
Partner
T +61 3 8656 3386
akauye@gtlaw.com.au

Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a 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

The holder ceased to be a

substantial holder on 18/07/2018

The previous notice was given to the company on 30/06/2017

The previous notice was dated 30/06/2017

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
18/07/2018	Each of ADIC and Portman	Each of ADIC and Portman has ceased to be deemed, under section 608(3) of the Corporations Act 2001 (Cth), to have a relevant interest in the stapled securities of Viva Energy REIT, which is a result of the allotment and issue of securities in Viva Energy Group Limited ACN 626 661 032 in accordance with the terms of its initial public offering.	N/A	276,060,625 stapled securities in Viva Energy REIT	38.09%

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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

4. Addresses

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

Name	Address
Abu Dhabi Investment Council	Al Bahr Towers, Sheikh Zayed Bin Sultan Street Intersection with Shakhboub Bin Sultan Street (19 th Street), PO Box 61999, Abu Dhabi, UAE
Portman Limited	Al Bahr Towers, Sheikh Zayed Bin Sultan Street Intersection with Shakhboub Bin Sultan Street (19 th Street), PO Box 61999, Abu Dhabi, UAE

Signature

print name	Salem Mohamed Al Ameri & Yousef Abdul Aziz Al Harmoodi	capacity	Authorised Signatories of Abu Dhabi Investment Council and Directors of Portman Limited
sign here		date	20/07/2018

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.