

21 September 2022

Market Announcements Office
Australian Securities Exchange
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

Change of Director's Interest Notice – Mr Grant Kelley

Please find attached an Appendix 3Y – Change of Director's Interest Notice for Mr Grant Kelley relating to the allocation of fully paid ordinary stapled securities upon the vesting of restricted rights under the FY2021 Equity Incentive Plan.

Authorised for lodgement by:



Rohan Abeyewardene
Group Company Secretary

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Vicinity Limited Vicinity Centres Trust
ABN	90 114 757 783
ARSN	104 931 928

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Grant Lewis Kelley
Date of last notice	15 December 2021

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	14 September 2022
No. of securities held prior to change	762,941 Performance Rights under the FY20 Long Term Incentive Plan (LTIP) 610,013 Performance Rights and 305,006 Restricted Rights under the FY21 Equity Incentive Plan (EIP) 1,165,065 Performance Rights under the FY22 EIP 561,836 Stapled Securities
Class	Stapled Securities and Restricted Rights under the FY21 EIP
Number acquired	84,464 Stapled Securities.

+ See chapter 19 for defined terms.

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Number disposed	76,251 FY21 Restricted Rights (Tranche 1), which had a performance period of 1 July 2020 to 30 June 2022, as a result of their vesting into Stapled Securities (Performance Period).
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<p>Nil cash consideration.</p> <p>Mr Kelley was allocated one Stapled Security for each FY21 Restricted Right (Tranche 1) that vested. The total number of FY21 Restricted Rights granted to Mr Kelley was calculated based on the volume weighted average price of Stapled Securities for the ten trading days commencing on the first trading day immediately following the 2020 Vicinity Centres Annual General Meeting (AGM), being \$1.6598.</p> <p>In addition, under the terms of grant of the FY21 Restricted Rights, the number of Stapled Securities allocated to Mr Kelley upon vesting noted above includes 8,213 Stapled Securities reflecting the value that would have been paid to Mr Kelley had he received distributions on the Restricted Rights with respect to the Performance Period.</p>
No. of securities held after change	<p>762,941 Performance Rights under the FY20 LTIP</p> <p>610,013 Performance Rights and 228,755 Restricted Rights under the FY21 EIP</p> <p>1,165,065 Performance Rights under the FY22 EIP</p> <p>646,300 Stapled Securities</p>
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Vesting of FY21 Restricted Rights (Tranche 1) granted following securityholder approval at the 2020 AGM.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A

+ See chapter 19 for defined terms.

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No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.