

Fax

Company Announcements Office
Australian Stock Exchange Ltd
1300 135 638
Jessica Cirillo
12/09/2016
6
ASIC Form 604 - VCX

UniSuper Limited Head Office Level 1, 385 Bourke Street Melbourne Victoria 3000

Telephone 03 8831 6100 Fax 03 8831 6141 enquiry@unisuper.com.au www.unisuper.com.au

Administrator

UniSuper Management Pty Ltd ABN 91 006 961 799 Australian Financial Services Licence No. 235907

Trustee

UniSuper Limited ABN 54 006 027 121

Fund

ABN 91 385 943 850

Dear Sir/Madam,

I attach the notice regarding our change in substantial shareholding, signed by our Company Secretary. Please note that the securities are held by BNP Paribas Nominees Pty Limited as custodian for UniSuper Limited. Please note that various fund managers hold the shares as investment manager for UniSuper Ltd. Details are attached

If you have any queries please contact me.

Yours sincerely,

Jessica Cirillo

Investment Accountant

Page 1 of 1

This facsimile is intended for the person/s named above. If you are not one of those persons, we do not waive any privilege or confidentiality rights attaching to this facsimile transmission and any disclosures or use of transmissions by you is UNAUTHORISED. If you receive this transmission in error, please notify the sender immediately.

Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Vicinity Centres

ACN/ARSN

149 781 322

1. Details of substantial holder (1)

Name

BNP Paribas Nominees Pty Limited

ACN/ARSN (if applicable)

084 150 023

There was a change in the interests of the substantial holder on

09/09/2016

The previous notice was given to the company on

16/05/2015

The previous notice was dated

<u>16/05/2015</u>

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)	iles (4) Previous notice Voting power (6)			oower (6)
	Person's votes Voting power (5)		Person's votes	Voting power (5)
Stapled securities	301,124,003	7.61%	344,450,895	8.70%

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 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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Refer to Appendix 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	Persons entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Refer to Appendix B					

-9/C 'd----C6EL'ON-

-15.5ep. 2016-16:42

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
UniSuper Limited	Level 1, 385 Bourke Street, Melbourne VIC 3000
BNP Paribas Nominees Pty Limited	Level 8, Castlereagh Street, Sydney NSW 2000

Signature

Jane Panton Company Secretary

print name

capacity Company Secretary

sign here

Janto

date /2-9-/6

DIRECTIONS

- 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 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
 - 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, money 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.

-12.Sep. 2016—16:43-

	Persons whose relevant interest		Consideration given in			Persons votes
ite of Change	changed	Nature of Change	relation to change	Class of securities	Number of securities	affected
15/06/2015 16/06/2015		On-market Purchase		Fully paid stapled securities	8,704	8,7
17/06/2015		On-market Purchase On-market Purchase		Fully paid stapled securities Fully paid stapled securities	85,340 51,897	85,3 51,8
18/06/2015		On-market Purchase	T-MINION	Fully paid stapled securities	35,834	35,8
	UniSuper Management Ltd	On-market Sale		Fully paid stapled securities	- 66,766	- 66,7
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	66,766	66,7
19/06/2015	Invesco UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	35,834	35,8
	UniSuper Management Ltd	On-market Sale On-market Purchase		Fully paid stapled securities Fully paid stapled securities	- 39,014 39,014	- 39,0 39,0
22/06/2015		On-market Purchase		Fully paid stapled securities	54,008	54,0
	UniSuper Management Ltd	On-market Sale		Fully paid stapled securities	- 52,848	- 52,8
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	52,848	52,8
	UniSuper Management Ltd UniSuper Management Ltd	On-market Sale On-market Purchase		Fully paid stapled securities	- 58,057	- 58,0
26/06/2015		On-market Purchase		Fully paid stapled securities Fully paid stapled securities	58,057 128,201	58,0 128,2
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	50,744	50,7
29/06/2015		On-market Purchase	284,384	Fully paid stapled securities	97,770	97,7
30/06/2015		On-market Purchase	····	Fully paid stapled securities	141,253	141,2
1/07/2015	UniSuper Management Ltd	On-market Purchase On-market Sale	· · · · · · · · · · · · · · · · · · ·	Fully paid stapled securities	187,868	187,8
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities Fully paid stapled securities	- 674,660 674,660	- 674,6 674,6
2/07/2015		On-market Purchase	7	Fully paid stapled securities	92,089	92,0
	UniSuper Management Ltd	On-market Sale		Fully paid stapled securities	- 549,405	- 549,4
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	549,405	549,4
	UniSuper Management Ltd UniSuper Management Ltd	On-market Sale		Fully paid stapled securities	328,851	- 328,8
	UniSuper Management Ltd UniSuper Management Ltd	On-market Purchase On-market Sale		Fully paid stapled securities Fully paid stapled securities	328,851	328,
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	- 198,853 198,853	- 198,i
8/07/2015	Invesco	On-market Sale		Fully paid stapled securities	- 65,851	- 65,8
	UniSuper Management Ltd	On-market Sale	- 7,506,447	Fully paid stapled securities	- 3,002,334	- 3,002,
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	3,002,334	3,002,
	UniSuper Management Ltd UniSuper Management Ltd	On-market Sale On-market Purchase		Fully paid stapled securities	7,779,443	- 7,779,
	UniSuper Management Ltd	On-market Sale		Fully paid stapled securities Fully paid stapled securities	7,779,443 - 3,002,334	7,779, - 3,002,
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	3,002,334	3,002,
	UniSuper Management Ltd	On-market Purchase	936,786	Fully paid stapled securities	316,447	316,
28/07/2015		On-market Sale		Fully paid stapled securities	- 174,645	- 174,
	UniSuper Management Ltd UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	11,229	11,
20/08/2015		On-market Purchase On-market Purchase		Fully paid stapled securities Fully paid stapled securities	136,104	136,
	UniSuper Management Ltd	On-market Purchase	T	Fully paid stapled securities	99,320 262,237	99, 262,
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	35,123	35,:
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	29,065	29,
	UniSuper Management Ltd	On-market Purchase	224,965	Fully paid stapled securities	79,631	79,
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	194,180	194,:
	UniSuper Management Ltd UniSuper Management Ltd	On-market Purchase On-market Purchase		Fully paid stapled securities Fully paid stapled securities	69,854 68,723	69,
16/09/2015		On-market Purchase		Fully paid stapled securities	37,283	68, ⁻ 37, ⁻
22/09/2015	Invesco	On-market Purchase		Fully paid stapled securities	17,462	17,
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	246,617	246,
	Goldman Sachs Asset Management Goldman Sachs Asset Management			Fully paid stapled securities	567,001	567,
	Goldman Sachs Asset Management	On-market Purchase On-market Purchase		Fully paid stapled securities Fully paid stapled securities	318,347	318,
	Goldman Sachs Asset Management			Fully paid stapled securities	251,594 335,427	251, 335,
	Goldman Sachs Asset Management	***************************************		Fully paid stapled securities	1,084,599	1,084,
6/10/2015	***************************************	On-market Purchase		Fully paid stapled securities	20,892	20,
	Goldman Sachs Asset Management	On-market Purchase		Fully paid stapled securities	500,000	500,
	UniSuper Management Ltd Goldman Sachs Asset Management	On-market Purchase On-market Purchase		Fully paid stapled securities	406,300	406,
	Goldman Sachs Asset Management Goldman Sachs Asset Management			Fully paid stapled securities Fully paid stapled securities	386,091 500,000	386, 500,
	Goldman Sachs Asset Management			Fully paid stapled securities	425,000	425,
	UniSuper Management Ltd	On-market Purchase	699,157	Fully paid stapled securities	254,100	254,
	Goldman Sachs Asset Management	On-market Purchase		Fully paid stapled securities	353,482	353,
13/10/2015 23/10/2015		On-market Purchase On-market Purchase		Fully paid stapled securities Fully paid stapled securities	71,682	71,
26/10/2015		On-market Purchase		Fully paid stapled securities	6,494 4,737	
27/10/2015	Invesco	On-market Purchase		Fully paid stapled securities	7,373	
4/11/2015		On-market Purchase		Fully paid stapled securities	70,913	70,
	UniSuper Management Ltd UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	158,600	158,
	UniSuper Management Ltd	On-market Purchase On-market Purchase		Fully paid stapled securities Fully paid stapled securities	182,500 45,100	182, 45,
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	328,400	328,
3/12/2015	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	73,100	73,
	State Street	On-market Sale		Fully paid stapled securities	- 565,863	- 565,
15/12/2015 21/12/2015	State Street	On-market Sale On-market Purchase		Fully paid stapled securities	- 1,539,440	- 1,539,
	State Street	On-market Purchase On-market Sale		Fully paid stapled securities Fully paid stapled securities	136,098 - 64,197	136, - 64,
	State Street	On-market Sale		Fully paid stapled securities	120,795	- 120,
24/12/2015	Invesco	On-market Purchase		Fully paid stapled securities	37,805	37,
	UniSuper Management Ltd	On-market Purchase	542,494	Fully paid stapled securities	235,320	235
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	5,670	5,
20/01/2016	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	150,350	150,
27/01/2016	***************************************	On-market Sale On-market Purchase		Fully paid stapled securities Fully paid stapled securities	- 179,936 51,902	- 179,
	State Street	On-market Sale		Fully paid stapled securities	- 63,075	51, - 63,
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	414,649	414,
	las a second	On-market Sale		Fully paid stapled securities	- 414,649	- 414,
2/02/2016 5/02/2016		On-market Purchase		Fully paid stapled securities	45,102	

12. Sep. 2016 16:43 No. 1392 P. 4/6

APPENDIX A		are any easy beyond that the palls are	1.02.00 (2015) (p.05) (b.16) (b.16)			
	Persons whose relevant interest	N-4	Consideration given in			Persons votes
Date of Change 9/02/2016	changed Invesco	Nature of Change On-market Purchase	relation to change	Class of securities Fully paid stapled securities	Number of securities 84,727	affected 34,727
11/02/2016	The state of the s	On-market Purchase		Fully paid stapled securities	13,438	13,438
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	112,290	112,290
18/02/2016		On-market Purchase		Fully paid stapled securities	38,977	38,977
24/02/2016 25/02/2016	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	165,650	165,650
26/02/2016		On-market Purchase On-market Purchase		Fully paid stapled securities Fully paid stapled securities	272,468 23,393	272,468 23,393
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	69,600	£5,593 69,600
8/03/2016		On-market Sale		Fully paid stapled securities	- 159,521	- 159,52
14/03/2016		On-market Purchase		Fully paid stapled securities	42,222	42,22
17/03/2016		On-market Sale		Fully paid stapled securities	- 55,505	- 55,50
18/03/2016 18/03/2016	***************************************	On-market Purchase On-market Sale		Fully paid stapled securities	53,362	53,36
21/03/2016		On-market Sale		Fully paid stapled securities Fully paid stapled securities	- 100,549 - 91,716	- 100,549 - 91,710
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	223,380	223,38
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	129,920	129,92
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	221,410	221,410
19/04/2016	1W-0-1M1	On-market Sale		Fully paid stapled securities	- 48,104	- 48,10
20/04/2016	UniSuper Management Ltd	On-market Purchase On-market Purchase		Fully paid stapled securities	40,851	40,85
26/04/2016		On-market Purchase		Fully paid stapled securities Fully paid stapled securities	135,790 26,190	135,790 26,190
29/04/2016		On-market Sale		Fully paid stapled securities	- 9,421	- 9,42:
2/05/2016		On-market Sale	 	Fully paid stapled securities	- 6,933	- 6,93
3/05/2016		On-market Sale	- 15,421	Fully paid stapled securities	- 4,547	- 4,54
· · · · · · · · · · · · · · · · · · ·	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	473,580	473,58
4/05/2016	***************************************	On-market Sale		Fully paid stapled securities	- 3,561	- 3,56
	UniSuper Management Ltd UniSuper Management Ltd	On-market Sale On-market Purchase		Fully paid stapled securities Fully paid stapled securities	- 473,580 251,180	- 473,580
	UniSuper Management Ltd	On-market Sale		Fully paid stapled securities	~ 251,180 ~ 251,180	- 251,180 - 251,180
12/05/2016		On-market Sale		Fully paid stapled securities	- 132,420	- 132,420
13/05/2016		On-market Sale	- 290,038	Fully paid stapled securities	- 85,214	- 86,214
16/05/2016		On-market Sale		Fully paid stapled securities	- 18,217	· 18,21
18/05/2016		On-market Sale		Fully paid stapled securities	- 6,591	- 6,59
19/05/2016	UniSuper Management Ltd	On-market Sale On-market Purchase		Fully paid stapled securities Fully paid stapled securities	- 230,974	- 230,974
17/06/2016		On-market Sale		Fully paid stapled securities	215,520 - 215,520	- 215,520 - 215,520
20/06/2016		On-market Sale		Fully paid stapled securities	- 121,101	- 121,100
21/05/2016	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	121,101	121,101
***************************************	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	216,001	216,00:
21/06/2016		On-market Sale		Fully paid stapled securities	- 216,001	- 216,00
	UniSuper Management Ltd Goldman Sachs Asset Management	On-market Purchase		Fully paid stapled securities	49,840	49,84
***************************************	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities Fully paid stapled securities	- 2,219,124 128,380	- 2,219,124 128,380
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	2,219,124	2,219,12
14/07/2016	Airlie Funds Management	On-market Purchase		Fully paid stapled securities	5,174,192	5,174,19
	Airlie Funds Management	On-market Purchase		Fully paid stapled securities	200,000	200,000
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	49,140	49,14
20/07/2016	UniSuper Management Ltd State Street	On-market Purchase On-market Sale		Fully paid stapled securities	210,775	210,77
···	Airlie Funds Management	On-market Purchase	1	Fully paid stapled securities Fully paid stapled securities	- 210,775 200,000	- 210,775 200,000
	Airlie Funds Management	On-market Purchase		Fully paid stapled securities	100.000	100,000
26/07/2016	Airlie Funds Management	On-market Purchase	707,165	Fully paid stapled securities	200,000	200,000
	Airlie Funds Management	On-market Purchase		Fully paid stapled securities	200,000	200,00
	Airlie Funds Management	On-market Purchase		Fully paid stapled securities	200,000	200,00
	Airlie Funds Management Airlie Funds Management	On-market Purchase On-market Purchase		Fully paid stapled securities Fully paid stapled securities	200,000	200,000
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	87,500 113,723	87,50 113,72
10/08/2016		On-market Sale		Fully paid stapled securities	- 113,723	- 113,72
12/08/2016	UniSuper Management Ltd	On-market Purchase	67,646	Fully paid stapled securities	20,310	20,31
	Airlie Funds Management	On-market Purchase		Fully paid stapled securities	150,000	150,00
	Airlie Funds Management	On-market Purchase		Fully paid stapled securities	100,000	100,00
22/08/2016	Invesco Airlie Funds Management	On-market Purchase		Fully paid stapled securities	95,207	95,20
	UniSuper Management Ltd	On-market Purchase On-market Purchase		Fully paid stapled securities Fully paid stapled securities	100,000	100,00 133,38
	State Street	On-market Sale		Fully paid stapled securities	- 133,383	- 133,38
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	131,880	131,88
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	46,080	46,08
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	4,200,000	4,200,00
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	87,130	87,13
	UniSuper Management Ltd UniSuper Management Ltd	On-market Purchase On-market Purchase		Fully paid stapled securities Fully paid stapled securities	3,160,000	3,160,00
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	172,000 1,473,027	172,00 1,473,02
	UniSuper Management Ltd	On-market Purchase	· · · · · · · · · · · · · · · · · · ·	Fully paid stapled securities	1,235,000	1,235,00
7/09/2016	UniSuper Management Ltd	On-market Purchase	T	Fully paid stapled securities	5,000,000	5,000,00
	UniSuper Management Ltd	On-market Purchase		Fully paid stapled securities	11,035,250	11,035,25
9/09/2016	UniSuper Management Ltd	On-market Purchase	6,313,831	Fully paid stapled securities	2,000,000	2,000,00

Opening number of units Closing number of units 301,124,003 344,450,895

12. Sep. 2016 16:45

APPENDIX B					****	
Holder of relevant interest	Registered Holder of Securities	Person entitled to be registered as holder	Nature of relevant interest	Class of securities	Number of securities	Person's Votes
Goldman Sachs Asset Management	BNP Paribas Nominees Pty Limited	UniSuper Limited	Power to control voting & disposal of securities	Fully paid stapled securities	2,502,417	2,502,417
State Street	BNP Paribas Nominees Pty Limited	UnlSuper Limited	Power to control voting & disposal of securities	Fully paid stapled securities	2,130,855	2,190,855
Invesco	BNP Paribas Nominees Pty Limited	UniSuper Limited	Power to control voting & disposal of securities	Fully paid stapled securities	2,436,036	2,436,036
Airile Funds Management	BNP Paribas Nominees Pty Limited	UniSuper Limited	Power to control voting & disposal of securities	Fully paid stapled securities	6,911,692	6,911,692
UniSuper Management Ltd	BNP Paribas Nominees Pty Limited	UniSuper Limited	Power to control voting & disposal of securities	Fully paid stapled securities TOTAL	330,469,895 344,450,895	330,469,89 344,450,8 9

12. Sep. 2016 16:46