

Form 604 Corporations Act 2001 Section 671B Notice of change of interests of substantial holder
--

To Company Name/Scheme VILLAGE ROADSHOW LIMITED ("Village")

ACN/ARSN 010 672 054

1. Details of substantial holder (1)

Name See Annexure A

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on See Part 3 of Annexure A

The previous notice was given to the company on 7 August 2018

The previous notice was dated 7 August 2018

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)
See Annexure A				

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 & number of securities affected	Person's votes affected
See Annexure 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
See Annexure A					

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

6. Addresses

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

Name	Address
VRC	Offices of Moore Stephens, Level 18, 530 Collins Street, Melbourne VIC 3000
Positive	Offices of Moore Stephens, Level 18, 530 Collins Street, Melbourne VIC 3000
VRC Investment Co	Offices of Moore Stephens, Level 18, 530 Collins Street, Melbourne VIC 3000
Burvil	Offices of Moore Stephens, Level 18, 530 Collins Street, Melbourne VIC 3000
Robert Kirby	4 Struan Street, Toorak VIC 3142
Graham Burke	Apartment 6, 45 Marne Street, South Yarra VIC 3141
John Kirby	15 St Georges Road, Toorak VIC 3142
RGK Superannuation Pty Ltd (ACN 131 829 233) ("RGK Superannuation")	Offices of Moore Stephens, Level 18, 530 Collins Street, Melbourne VIC 3000
RGK Retirement Nominees Pty Ltd (ACN 073 168 297) ("RGK Retirement")	Offices of Moore Stephens, Level 18, 530 Collins Street, Melbourne VIC 3000
Robert Kirby Investments Pty Ltd (ACN 167 272 728) ("Robert Kirby Investments")	Offices of Moore Stephens, Level 18, 530 Collins Street, Melbourne VIC 3000
GW Burke Investments Pty Ltd (ACN 602 447 058) ("GW Burke Investments")	Offices of Moore Stephens, Level 18, 530 Collins Street, Melbourne VIC 3000
GWB Superannuation Pty Ltd (ACN 131 786 224) ("GWB Superannuation")	Offices of Moore Stephens, Level 18, 530 Collins Street, Melbourne VIC 3000
RAB Superannuation Pty Ltd (ACN 131 795 769) ("RAB Superannuation")	Offices of Moore Stephens, Level 18, 530 Collins Street, Melbourne VIC 3000
C&J Kirby Investments Pty Ltd (ACN 151 761 992) ("C&J Kirby Investments")	L9, 550 Bourke Street, Melbourne VIC 3000
JRK Retirement Nominees Pty Ltd (ACN 073 168 279) ("JRK Retirement")	L9, 550 Bourke Street, Melbourne VIC 3000
Each of the VRC Subsidiaries	See Annexure B

Signature

print name Sean Morcom

capacity Company Secretary

sign here

date 23 October 2018

This is Annexure A of 6 pages referred to in Form 604 (Notice of change of interests of substantial holder) in relation to Village Roadshow Limited (ACN 010 672 054).

Signed:



Date: 23 October 2018

1. Details of substantial holder

- (a) Village Roadshow Corporation Pty Ltd (ACN 004 318 610) ("**VRC**")
- (b) Burvil Investments Pty Ltd (ACN 005 159 320) ("**Burvil**")
- (c) Positive Investments Pty Ltd (ACN 004 743 426) ("**Positive**")
- (d) VRC Investment Co Pty Ltd (ACN 103 262 308) ("**VRC Investment Co**")
- (e) Robert George Kirby ("**Robert Kirby**")
- (f) Graham William Burke ("**Graham Burke**")
- (g) John Ross Kirby ("**John Kirby**")

(collectively, "**VRC Group**")

- (h) Each of the companies listed in Annexure B ("**VRC Subsidiaries**")
- (i) Each of the subsidiaries of Village ("**Village Subsidiaries**")

The nature of the associations of the substantial holders are as follows:

Name	Nature of association
VRC	VRC is an associate of Positive, VRC Investment Co, each of the VRC Subsidiaries and each of the Village Subsidiaries pursuant to section 12(2)(a)(ii) or (iii) of the Corporations Act and is an associate of Burvil, Robert Kirby, Graham Burke, and John Kirby pursuant to section 12(2)(c) of the Corporations Act (as a result of their established practice of voting together Village shares they hold and otherwise acting together in a consistent manner in relation to the affairs of Village in accordance with their mutual interests as direct or indirect shareholders in VRC).
Positive	Positive is an associate of VRC, VRC Investment Co, each of the VRC Subsidiaries and each of the Village Subsidiaries pursuant to section 12(2)(a)(i) or (iii) of the Corporations Act and is an associate of Burvil, Robert Kirby, Graham Burke and John Kirby pursuant to section 12(2)(c) of the Corporations Act (as a result of their established practice of acting together in a consistent manner in relation to the affairs of Village in accordance with their mutual interests as direct or indirect shareholders in VRC).
VRC Investment Co	VRC Investment Co is an associate of VRC, Positive, each of the VRC Subsidiaries and each of the Village Subsidiaries pursuant to section 12(2)(a)(ii) or (iii) of the Corporations Act and is an associate of Burvil, Robert Kirby, Graham Burke and John Kirby pursuant to section 12(2)(c) of the Corporations Act (as a result of their established practice of acting together in a consistent manner in relation to the affairs of Village in accordance with their mutual interests as direct or indirect shareholders in VRC).
Burvil	Burvil is an associate of VRC, VRC Investment Co, Positive, Robert Kirby, Graham Burke, John Kirby, each of the VRC Subsidiaries, and each of the Village Subsidiaries pursuant to section 12(2)(c) of the Corporations Act (as a result of their established practice of acting together in a consistent manner in relation to the affairs of Village in accordance with their mutual interests as direct or indirect shareholders in VRC).
Robert Kirby	Robert Kirby is an associate of VRC, Burvil, Positive, VRC Investment Co, Graham Burke and John Kirby pursuant to section 12(2)(c) of the Corporations Act (as a result of their established practice of voting together Village shares they hold and otherwise acting together in a consistent manner in relation to the affairs of Village in accordance with their mutual interests as direct or indirect shareholders in VRC).

Graham Burke	Graham Burke is an associate of VRC, Burvil, Positive, VRC Investment Co, Robert Kirby and John Kirby pursuant to section 12(2)(c) of the Corporations Act (as a result of their established practice of voting together Village shares they hold and otherwise acting together in a consistent manner in relation to the affairs of Village in accordance with their mutual interests as direct or indirect shareholders in VRC).
John Kirby	John Kirby is an associate of VRC, Burvil, Positive, VRC Investment Co, Graham Burke and Robert Kirby pursuant to section 12(2)(c) of the Corporations Act (as a result of their established practice of voting together Village shares they hold and otherwise acting together in a consistent manner in relation to the affairs of Village in accordance with their mutual interests as direct or indirect shareholders in VRC).
Each of the VRC Subsidiaries	Each of the VRC Subsidiaries is an associate of VRC and Positive pursuant to section 12(2)(a)(ii), is an associate of VRC Investment Co, each of the other VRC Subsidiaries and each of the Village Subsidiaries pursuant to section 12(2)(a)(iii).
Each of the Village Subsidiaries	Each of the Village Subsidiaries is an associate of VRC and Positive pursuant to section 12(2)(a)(ii), and is an associate of VRC Investment Co, each of the VRC Subsidiaries and each of the other Village Subsidiaries pursuant to section 12(2)(a)(iii).

2. Previous and present voting power

(a) VRC

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	79,940,322	41.422%	77,940,322	40.381%

(b) Positive

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	79,940,322	41.422%	77,940,322	40.381%

(c) Robert Kirby

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	79,940,322	41.422%	77,940,322	40.381%

(d) Graham Burke

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	79,940,322	41.422%	77,940,322	40.381%

(e) Burvil

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	79,940,322	41.422%	77,940,322	40.381%

(f) VRC Investment Co

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	79,940,322	41.422%	77,940,322	40.381%

(g) John Kirby

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	79,940,322	41.422%	77,940,322	40.381%

(h) Each of the VRC Subsidiaries

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	65,960,636	34.18%	65,960,636	34.18%

(i) **Each of the Village Subsidiaries**

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	65,960,636	34.18%	65,960,636	34.18%

(j) **RGK Superannuation
(Registered holder)**

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	2,265,133	1.17%	2,265,133	1.17%

(k) **RGK Retirement
(Registered holder)**

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	604,035	0.31%	604,035	0.31%

(l) **Robert Kirby Investments
(Registered holder)**

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	604,035	0.31%	604,035	0.31%

(m) **GW Burke Investments
(Registered holder)**

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	3,624,212	1.88%	3,624,212	1.88%

(n) **GWB Superannuation
(Registered holder)**

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	302,017	0.16%	302,017	0.16%

(o) **RAB Superannuation
(Registered holder)**

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	302,017	0.16%	302,017	0.16%

(p) **C&J Kirby Investments
(Registered holder)**

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	4,228,246	2.19%	2,475,006	1.28%

(q) **JRK Retirement
(Registered holder)**

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	909,000	0.47%	909,000	0.47%

3. Changes in relevant interests

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
6 September 2018	VRC Group	On-market sale of Village shares by John Kirby	\$545,098	246,760	246,760
6 September 2018	VRC Group	On-market sale of Village shares by C&J Kirby Investments	\$7,157	3,240	3,240
7 September 2018	VRC Group	On-market sale of Village shares by C&J Kirby Investments	\$550,000	250,000	250,000
10 September 2018	VRC Group	Decrease in voting power as a result of the issue of new ordinary shares in Village	n/a	n/a	n/a
11 September 2018	VRC Group	On-market sale of Village shares by C&J Kirby Investments	\$258,594	115,971	115,971
12 September 2018	VRC Group	On-market sale of Village shares by C&J Kirby Investments	\$246,840	111,387	111,387
13 September 2018	VRC Group	On-market sale of Village shares by C&J Kirby Investments	\$607,074	272,642	272,642
23 October 2018	VRC Group	On-market sale of Village shares by C&J Kirby Investments	\$2,213,719	1,000,000	1,000,000

4. Present relevant interests

(a) VRC

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
VRC	VRC	N/A	Relevant interest under section 608(1) of the Corporations Act as the registered holder of Village shares.	65,960,636 Ordinary	65,960,636

(b) Positive

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
Positive	VRC	N/A	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest by reason of controlling VRC. Positive is not the registered holder of the Village shares and its ability to vote or dispose of those shares is qualified accordingly.	As per VRC	As per VRC

(c) VRC Investment Co

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
VRC Investment Co	VRC	N/A	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest by reason of having voting power in VRC above 20%. VRC Investment Co is not the registered holder of the Village shares and its ability to vote or dispose of those shares is qualified accordingly.	As per VRC	As per VRC

(d) Burvil

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
Burvil	VRC	N/A	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest by reason of having voting power (through its voting power in Positive combined with the voting power of its associates, John Kirby, Robert Kirby and Graham Burke) in Positive above 20%. Burvil is not the registered holder of Village Shares and its ability to vote or dispose of those shares is qualified accordingly.	As per VRC	As per VRC

(e) Robert Kirby

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
Robert Kirby	VRC	N/A	Taken under section 608(1) of the Corporations Act to have a relevant interest by reason of jointly controlling the exercise of the power to vote or dispose of VRC's Village shares.	As per VRC	As per VRC
RGK Superannuation	RGK Superannuation	N/A	Registered holder	2,265,133 Ordinary	2,265,133
RGK Retirement	RGK Retirement	N/A	Registered holder	604,035 Ordinary	604,035
Robert Kirby Investments	Robert Kirby Investments	N/A	Registered holder	604,035 Ordinary	604,035

(f) Graham Burke

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
Graham Burke	Graham Burke	N/A	Registered holder	894,231 Ordinary	894,231

Graham Burke	VRC	N/A	Taken under section 608(1) of the Corporations Act to have a relevant interest by reason of jointly controlling the exercise of the power to vote or dispose of VRC's Village shares.	As per VRC	As per VRC
GW Burke Investments	GW Burke Investments	N/A	Registered holder	3,624,212 Ordinary	3,624,212
GWB Superannuation	GWB Superannuation	N/A	Registered holder	302,017 Ordinary	302,017
RAB Superannuation	RAB Superannuation	N/A	Registered holder	302,017 Ordinary	302,017

(g) John Kirby

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
John Kirby	VRC	N/A	Taken under section 608(1) of the Corporations Act to have a relevant interest by reason of jointly controlling the exercise of the power to vote or dispose of VRC's Village shares.	As per VRC	As per VRC
C&J Kirby Investments	C&J Kirby Investments	N/A	Registered holder	2,475,006 Ordinary	2,475,006
JRK Retirement	JRK Retirement	N/A	Registered holder	909,000 Ordinary	909,000

(h) Each VRC Subsidiary & each Village Subsidiary

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
Each of the VRC Subsidiaries & each of the Village Subsidiaries	VRC	VRC	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest by reason of having voting power (through the voting power of its associate, Positive) above 20% in VRC.	As per VRC	As per VRC

This is Annexure B of 1 page referred to in Form 604 (Notice of change of interests of substantial holder) in relation to Village Roadshow Limited (ACN 010 672 054).

Signed:



Date: 23 October 2018

VRC Subsidiaries

The following bodies corporate are controlled by VRC.

Name of body corporate	Address
Village	Level 1, 500 Chapel Street, South Yarra VIC 3141