



FACSIMILE TRANSMISSION

TO: Company Announcement Office
Australian Securities Exchange

FAX. NUMBER: 1300 135 638

DATE: 9 June 2020

PAGES SENT: 6
(Including This Sheet)

SUBJECT: Vicinity Limited (VCX)
Form 604 – Notice of change of interests of substantial
holder

See attached.

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Vicinity Limited

ACN/ARSN 114 757 783

1. Details of substantial holder (1)

Name The Gandel Group Pty Limited and its associates as set out in Annexure "A" (Gandel Group)

ACN/ARSN (if applicable) 006 190 709

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

5 June 2020

The previous notice was given to the company on

11 June 2015

The previous notice was dated

11 June 2015

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)
Fully paid stapled securities	682,861,296	17.25%	691,238,665	15.28%

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
		See Annexure "B" to this notice			

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	Nature of relevant interest	Class and number of shares	Person's votes
Gandel Group	Allowater Pty Ltd (ACN 104 741 102)	Allowater Pty Ltd (ACN 104 741 102)	Legal owner or associate of legal owner	63,624,571 fully paid stapled securities	63,624,571
Gandel Group	Applebrook Pty Ltd (ACN 141 827 536)	Applebrook Pty Ltd (ACN 141 827 536)	Legal owner or associate of legal owner	13,219,491 fully paid stapled securities	13,219,491
Gandel Group	Besgan No. 1 Pty Ltd (ACN 152 674 756)	Besgan No. 1 Pty Ltd (ACN 152 674 756)	Legal owner or associate of legal owner	88,515,564 fully paid stapled securities	88,515,564
Gandel Group	Besgan No. 2 Pty Ltd (ACN 152 674 818)	Besgan No. 2 Pty Ltd (ACN 152 674 818)	Legal owner or associate of legal owner	88,515,564 fully paid stapled securities	88,515,564
Gandel Group	Besgan No. 3 Pty Ltd (ACN 152 674 710)	Besgan No. 3 Pty Ltd (ACN 152 674 710)	Legal owner or associate of legal owner	88,515,564 fully paid stapled securities	88,515,564
Gandel Group	Besgan No. 4 Pty Ltd (ACN 152 674 658)	Besgan No. 4 Pty Ltd (ACN 152 674 658)	Legal owner or associate of legal owner	88,515,564 fully paid stapled securities	88,515,564

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of shares	Person's votes
Gandel Group	Braybridge Pty Ltd (ACN 006 289 096)	Braybridge Pty Ltd (ACN 006 289 096)	Legal owner or associate of legal owner	43,656,447 fully paid stapled securities	43,656,447
Gandel Group	Bridgehead Pty Ltd (ACN 006 082 515)	Bridgehead Pty Ltd (ACN 006 082 515)	Legal owner or associate of legal owner	25,884 fully paid stapled securities	25,884
Gandel Group	Broadgan Pty Ltd (ACN 006 255 287)	Broadgan Pty Ltd (ACN 006 255 287)	Legal owner or associate of legal owner	36,474,902 fully paid stapled securities	36,474,902
Gandel Group	Gandel Management Pty Ltd (ACN 006 996 229)	Gandel Management Pty Ltd (ACN 006 996 229)	Legal owner or associate of legal owner	7,589 fully paid stapled securities	7,589
Gandel Group	Jadeclyff Pty Ltd (ACN 141 827 554)	Jadeclyff Pty Ltd (ACN 141 827 554)	Legal owner or associate of legal owner	13,219,491 fully paid stapled securities	13,219,491
Gandel Group	Ledburn Pty Ltd (ACN 006 564 969)	Ledburn Pty Ltd (ACN 006 564 969)	Legal owner or associate of legal owner	47,401,628 fully paid stapled securities	47,401,628
Gandel Group	Moondale Pty Ltd (ACN 141 827 583)	Moondale Pty Ltd (ACN 141 827 583)	Legal owner or associate of legal owner	13,219,491 fully paid stapled securities	13,219,491
Gandel Group	Rosecreek Pty Ltd (ACN 141 827 572)	Rosecreek Pty Ltd (ACN 141 827 572)	Legal owner or associate of legal owner	13,219,491 fully paid stapled securities	13,219,491
Gandel Group	Rosslynbridge Pty Limited (ACN 006 728 570)	Rosslynbridge Pty Limited (ACN 006 728 570)	Legal owner or associate of legal owner	92,069,814 fully paid stapled securities	92,069,814
Gandel Group	Aaron Jonna Gandel	Aaron Jonna Gandel	Legal owner or associate of legal owner	473,820 fully paid stapled securities	473,820
Gandel Group	Pauline Gandel	Pauline Gandel	Legal owner or associate of legal owner	563,790 fully paid stapled securities	563,790

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
Cenarth Pty Ltd	Legal owner or associate of legal owner

6. Addresses

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


Name	Address
Gandel Group	Gandel Offices, Chadstone Shopping Centre, 1341 Dandenong Road, Chadstone, VIC 3148

Signature

print name Tyng Choo

Company Secretary, The Gandel Group Pty Ltd

sign here



date 9 June 2020

Annexure "A"

Gandel Group:

Aaron Jonna Gandel

Paulina Gandel

Allowater Pty Limited

ACN 104 741 102

Applebrook Pty Ltd

ACN 141 827 536

Besgan No. 1 Pty Ltd

ACN 152 674 756

Besgan No. 2 Pty Ltd

ACN 152 674 818

Besgan No. 3 Pty Ltd

ACN 152 674 710

Besgan No. 4 Pty Ltd

ACN 152 674 658

Braybridge Pty Limited

ACN 006 289 096

Bridgehead Pty Limited

ACN 006 082 515

Broadgan Pty Limited

ACN 006 255 287

Gandel Management Pty Ltd

ACN 006 996 229

Jadecliff Pty Limited

ACN 141 827 554

Ledburn Pty Limited

ACN 006 564 969

Mondale Pty Ltd

ACN 141 827 563

Rosecreek Pty Limited

ACN 141 827 572

Rosslynbridge Pty Limited


ACN 006 728 570

The Gandel Group Pty Limited

ACN 006 190 709

and their respective associates

This is Annexure "A" of one page referred to in Form 804: Notice of change of interests of substantial holder.


Tyng Choo


Date: 9 June 2020

Annexure "B"

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
18/6/2015	Besgan No. 1 Pty Ltd (ACN 152 674 756)	Off market transfer	\$15,000,000.68	-5,043,882 fully paid stapled securities	-5,043,882
18/6/2015	Besgan No. 2 Pty Ltd (ACN 152 674 818)	Off market transfer	\$15,000,000.68	-5,043,882 fully paid stapled securities	-5,043,882
18/6/2015	Besgan No. 3 Pty Ltd (ACN 152 674 710)	Off market transfer	\$15,000,000.68	-5,043,882 fully paid stapled securities	-5,043,882
18/6/2015	Besgan No. 4 Pty Ltd (ACN 152 674 658)	Off market transfer	\$15,000,000.68	-5,043,882 fully paid stapled securities	-5,043,882
12/11/2018	Allowater Pty Ltd (ACN 104 741 102)	Off market transfer	\$4,392,150.00	1,845,000 fully paid stapled securities	1,845,000
7/12/18	Cenarth Pty Ltd (ACN 006 422 797)	On market sale	\$24,516,830.00	-8,900,000 Fully paid stapled securities	-8,900,000
10/12/18	Cenarth Pty Ltd (ACN 006 422 797)	On market sale	\$598,870.98	-217,613 Fully paid stapled securities	-217,613
12/12/18	Cenarth Pty Ltd (ACN 006 422 797)	On market sale	\$1,378,950.00	-500,000 Fully paid stapled securities	-500,000
1/07/2019	Cenarth Pty Ltd (ACN 006 422 797)	Termination of the First Right of Refusal Agreement	Nil consideration	-31,605,848 Fully paid stapled securities	-31,605,848
5/06/2020	Allowater Pty Ltd (ACN 104 741 102)	Placement	\$9,211,941.80	6,224,285 Fully paid stapled securities	6,224,285
5/06/2020	Applebrook Pty Ltd (ACN 141 827 536)	Placement	\$1,913,996.68	1,293,241 Fully paid stapled securities	1,293,241
5/06/2020	Besgan No. 1 Pty Ltd (ACN 152 674 756)	Placement	\$12,815,808.40	8,659,330 Fully paid stapled securities	8,659,330
5/06/2020	Besgan No. 2 Pty Ltd (ACN 152 674 818)	Placement	\$12,815,808.40	8,659,330 Fully paid stapled securities	8,659,330
5/06/2020	Besgan No. 3 Pty Ltd (ACN 152 674 710)	Placement	\$12,815,808.40	8,659,330 Fully paid stapled securities	8,659,330
5/06/2020	Besgan No. 4 Pty Ltd (ACN 152 674 658)	Placement	\$12,815,808.40	8,659,330 Fully paid stapled securities	8,659,330
5/06/2020	Braybridge Pty Ltd (ACN 006 289 096)	Placement	\$6,320,838.76	4,270,837 Fully paid stapled securities	4,270,837
5/06/2020	Bridgehead Pty Ltd (ACN 008 082 515)	Placement	\$3,747.36	2,532	2,532

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
				Fully paid stapled securities	
5/06/2020	Broadgan Pty Ltd (ACN 006 255 287)	Placement	\$5,281,051.44	3,568,278 Fully paid stapled securities	3,568,278
5/06/2020	Gandel Management Pty Ltd (ACN 006 996 229)	Placement	\$1,098.16	742 Fully paid stapled securities	742
5/06/2020	Jadeclyff Pty Ltd (ACN 141 827 554)	Placement	\$1,913,996.68	1,293,241 Fully paid stapled securities	1,293,241
5/06/2020	Ledburn Pty Ltd (ACN 006 564 969)	Placement	\$6,863,087.08	4,637,221 Fully paid stapled securities	4,637,221
5/06/2020	Moondale Pty Ltd (ACN 141 827 563)	Placement	\$1,913,996.68	1,293,241 Fully paid stapled securities	1,293,241
5/06/2020	Rosecreek Pty Ltd (ACN 141 827 572)	Placement	\$1,913,996.68	1,293,241 Fully paid stapled securities	1,293,241
5/06/2020	Rosslynbridge Pty Limited (ACN 006 728 570)	Placement	\$13,330,413.28	9,007,036 Fully paid stapled securities	9,007,036
5/06/2020	Aaron Jonna Gandel	Placement	\$68,602.44	46,353 Fully paid stapled securities	46,353

This is Annexure "B" of two pages referred to in Form 604: Notice of change of interests of substantial holder.


 Iyng Choo
 Date: 9 June 2020