

# Viva Energy REIT Notice of Annual General Meeting

Tuesday 14 May 2019  
10.00am (AEST)

Investor Registration:  
9:30am (AEST)

Collins Square Events Centre  
727 Collins Street  
Melbourne VIC 3008



Investors are encouraged to read the 2018 Annual Report prior to the Annual General Meeting; please visit [www.vivaenergyreit.com.au](http://www.vivaenergyreit.com.au) to download your copy.

Image: Shell Roadhouse, Aratula

# Contents

A message from our Chairman. . . . .	4
Notice of Meeting . . . . .	5
Business of the Meeting . . . . .	6
Voting Notes . . . . .	8
Explanatory Notes . . . . .	11
Details of Meeting . . . . .	14

# A message from our Chairman



Dear Securityholders,

I am pleased to invite you to attend the Annual General Meeting of Viva Energy REIT Limited ABN 35 612 986 517 ('Company') and the General Meeting of Unitholders in Viva Energy REIT Trust ARSN 613 146 464 ('Trust'), which will be held concurrently (together, 'the AGM' or 'the Meeting').

The AGM will be held at the Collins Square Events Centre at 727 Collins Street, Melbourne on Tuesday 14 May 2019 at 10.00am (AEST). Please find enclosed the Voting Notes and Explanatory Notes outlining the formal business of the AGM and a personalised voting and proxy form.

On 28 March 2019, the Company published its 2018 Annual Report, including the Financial Report, Directors' Report and the Auditor's Report for the year ended 31 December 2018.

If you have elected to receive a copy of the 2018 Annual Report, a copy will be sent to you by post or electronically. The Annual Report is also available on the Viva Energy REIT website and we encourage you to review it ahead of the AGM (<https://www.vivaenergyreit.com.au/Investors/?page=document-library>).

The AGM will commence with an introduction from myself, followed by a presentation on Viva Energy REIT's operational performance for the year from Margaret Kennedy, Managing Director of VER Manager Pty Ltd (manager of Viva Energy REIT). This will be followed by the formal items of business and securityholders will have an opportunity to ask questions at the end of each item of business.

The formal part of the Meeting is to present the Financial Report, Directors' Report and Auditor's Report for the year ended 31 December 2018 (as detailed in the 2018 Annual Report), to vote on the 2018 Remuneration Report and the election of Mr Jevan Bouzo and myself as Directors. We will also be seeking approval to ratify the institutional placement of stapled securities in Viva Energy REIT announced to the ASX on 21 February 2019.

The Directors unanimously recommend that you vote in favour of all resolutions; voting results of the AGM will be announced to ASX following the AGM.

If you are unable to attend the AGM, you are encouraged to appoint a proxy to attend the AGM and vote on your behalf by completing and returning your personalised proxy form to the Company's share registry, Link Market Services, in accordance with the instructions set out in the Voting Notes. Proxy forms must be received by no later than 10:00am (AEST) on Sunday 12 May 2019.

I look forward to seeing those Securityholders who are able to attend the AGM on 14 May 2019. The Board and Senior Management will be available to meet with you over refreshments at the conclusion of the Meeting.

Yours sincerely

A handwritten signature in black ink, appearing to read 'L Brindle', written in a cursive style.

Laurence Brindle

# Notice of meeting

## Annual General Meeting of Shareholders of Viva Energy REIT Limited and General Meeting of Unitholders of Viva Energy REIT Trust.

Viva Energy REIT is a stapled entity comprised of the Company and the Trust. VER Limited (AFSL 483795 ACN 609 868 000) ('VER'), a wholly owned subsidiary of the Company, is the responsible entity of the Trust. Each stapled security in Viva Energy REIT comprises a share in the Company stapled to a unit in the Trust and trades on the Australian Securities Exchange ('ASX') as a single security.

Notice is hereby given that the 2019 Annual General Meeting of the Company will be held in conjunction with a General Meeting of the Trust (together, 'the AGM' or 'the Meeting') at the following time and place:

**Date:** Tuesday 14 May 2019

**Time:** 10:00am (AEST), with registration commencing at 9:30am (AEST)

**Place:** Collins Square Events Centre,

**727 Collins Street, Melbourne VIC 3008**

Additional information regarding the proposed resolutions to be considered at the AGM is contained in the Voting Notes and the Explanatory Notes which accompany and form part of this Notice of Meeting.

Investors are encouraged to submit questions prior to the Meeting via email to [cameron.sinclair@vivaenergy.com.au](mailto:cameron.sinclair@vivaenergy.com.au).

In this Notice of Meeting, the term "Securityholder" means a holder of stapled securities in Viva Energy REIT comprising one ordinary share in the Company and one unit in the Trust. Unless otherwise stated, references to the Board in this Notice of Meeting means the Board of Directors of the Company and the Board of Directors of VER.



# Business of the meeting

The business to be considered at the AGM is as follows:

## Ordinary Business

### Financial Reports

As required by section 317 of the *Corporations Act* ('Corporations Act'), the Annual Financial Report, including the Directors' Report and Financial Statements for the year ended 31 December 2018, together with the independent Auditor's Report will be laid before the AGM. The combined reports of the Company and the Trust for the year ended 31 December 2018 will also be laid before the AGM.

No resolution is required for this item of business.

### Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution of the Company:

*"That the Remuneration Report of the Company for the year ended 31 December 2018 be adopted."*

Note – the vote on this Resolution 1 is advisory only and does not bind the Company or the Directors of the Company. The Directors of the Company will consider the outcome of the vote and comments made by Securityholders on the Remuneration Report at the AGM when reviewing Viva Energy REIT's future remuneration policies.

A voting exclusion applies to this resolution as set out in the Voting Exclusion Statement at the end of this section.

*Noting that each Director has a personal interest in his or her own remuneration from Viva Energy REIT, the Board unanimously recommends that Securityholders vote in favour of this resolution.*

### Resolution 2 – Re-election of Laurence Brindle as Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

*"That Mr Laurence Brindle, who retires by rotation in accordance with rule 8.1(f) of the Company's Constitution and, being eligible and having offered himself for re-election, is re-elected as a Director of the Company."*

*The Board (other than Mr Brindle who abstained from providing a recommendation on this resolution) unanimously recommends that Securityholders vote in favour of this resolution.*

### Resolution 3 – Election of Jevan Bouzo as Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

*"That Mr Jevan Bouzo, being eligible, is elected as Director of the Company."*

*The Board unanimously recommends that Securityholders vote in favour of this resolution.*

### Resolution 4 – Ratification of the Placement

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company and an ordinary resolution of the Trust:

*"That the issue of 43,103,449 ordinary fully paid stapled securities in Viva Energy REIT pursuant to the institutional placement announced to ASX on 21 February 2019, as detailed in the Explanatory Notes accompanying this Notice of Meeting, is ratified and approved for the purposes of ASX Listing Rule 7.4 and for all other purposes."*

A voting exclusion applies to this resolution as set out in the Voting Exclusion Statement at the end of this section.

*The Board unanimously recommends that Securityholders vote in favour of this resolution.*

## VOTING EXCLUSION STATEMENT – RESOLUTIONS 1 AND 4

In accordance with the ASX Listing Rules and the *Corporations Act*, the Company will disregard vote(s) cast on the following resolutions by the following persons:

### Resolution 1 – Adoption of Remuneration Report

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the key management personnel (KMP) of the Company whose remuneration details are disclosed in the Company's 2018 Remuneration Report and their closely related parties (such as close family members and any companies the member controls), regardless of the capacity in which the vote is cast; or
- as proxy by a member of the KMP on the date of the AGM and their closely related parties,

unless the vote is cast as proxy for a person who is entitled to vote on Resolution 1:

- in accordance with a direction on the proxy form; or
- by the Chair of the Meeting pursuant to an express authorisation in the proxy form to exercise the proxy even though Resolution 1 is connected with the remuneration of the KMP.

- **Resolution 4 – Ratification of the Placement**

Viva Energy REIT will disregard any votes cast in favour of Resolution 4 by or on behalf of any person who participated in the issue of the stapled securities the subject of Resolution 4 or an associate of any such person.

However, Viva Energy REIT will not be required to disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote on Resolution 4, in accordance with the directions on the proxy form; or
- it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote on Resolution 4, in accordance with a direction on the proxy form to vote as the proxy decides.

**Other Business**

To consider any other business that may lawfully be brought forward in accordance with the Constitution of the Company or the law.

By order of the Board



Tina Mitas

Company Secretary

12 April 2019



Shell Coles Express, Alderley QLD

# Voting notes

## Quorum and Voting

The Constitution of the Company provides that a quorum consists of:

- i. if the number of members entitled to vote is two or more – two of those members are present at the Meeting; or
- ii. if only one member is entitled to vote – that member is present at the Meeting.

The Constitution of the Trust provides that a quorum consists of two members entitled to vote at the Meeting, unless there is only one member entitled to vote at the Meeting, in which case the quorum is one. The quorum must be present at all times during the Meeting.

In the case of either the Company or the Trust, if a quorum is not present within 30 minutes after the scheduled time for the Meeting, the Meeting will be adjourned. The Directors of the Company and of VER, as Responsible Entity of the Trust, have decided that the adjourned Meeting will be held immediately after the adjournment. Members present (being at least two) in person or by proxy 30 minutes after the commencement of the adjourned Meeting will constitute a quorum.

On a show of hands each Securityholder present in person or by proxy has one vote. On a poll:

- a) in the case of a resolution of the Company, each shareholder has one vote for each share held in the Company; and
- b) in the case of a resolution of the Trust, each unit holder has one vote for each \$1.00 of the value of the Units held in the Trust.

All of the resolutions to be put to the Meetings are ordinary resolutions which must be passed by more than 50% of the total votes cast on the resolution by Securityholders present in person or by proxy and entitled to vote.

## Stapled Securities

The Company and the Trust only have stapled securities on issue. A stapled security consists of a share in the Company and a unit in the Trust. These securities are “stapled” together and quoted jointly on the ASX under the ASX code VVR.

## Individuals

If you plan to attend the Meeting, we ask that you arrive at the Meeting venue at least 30 minutes prior to the designated time so we may validate the number of votes you hold, record your attendance and provide you with your voting cards.

## Corporations

In order to attend and vote on a show of hands at the Meeting, a Securityholder which is a corporation must appoint a person to act as its representative or appoint a proxy. The appointment of a corporate representative must comply with Sections 250D and 253B of the *Corporations Act*. The representative should bring to the Meeting evidence of his or her appointment including any authority under which it is signed.

## Power of attorney

If a Securityholder has appointed an attorney to attend and vote at the Meeting, or if the proxy form is signed by an attorney, the power of attorney (or a certified copy) must be received by Link Market Services Limited by the proxy deadline, unless the document has been previously lodged with Link Market Services Limited for notation. Powers of attorney may be submitted by post or by hand delivery to the registry address set out in the Additional Information section.

## Voting entitlements

Pursuant to Corporations Regulations 7.11.37 and 7.11.38, and the ASTC operating rules, the Directors of the Company and of VER have determined that subject to the voting exclusion set out below, the holding of each Securityholder for the purposes of ascertaining the voting entitlements for the Annual General Meeting and the General Meeting of unit holders will be as it appears in the Security Register at 7.00pm (AEST) on Sunday 12 May 2019.

VER, as responsible entity, of the Trust and its associates are not entitled to vote on a resolution if they have an interest in the resolution or matter other than as a member of the Trust in accordance with section 253E of the *Corporations Act*.

## Proxies

If you are unable or do not wish to attend the Meetings, you may appoint a proxy to attend and vote on your behalf. A proxy will have the same rights to speak, to vote (but only to the extent allowed by the appointment) and to join in a demand for a poll at the Meeting.

A proxy need not be a Securityholder and may be an individual or a body corporate. If you are entitled to two or more votes you may appoint two proxies and may specify the number or percentage of votes each proxy is entitled to exercise. If no such number or percentage is specified, each proxy may exercise half of the votes you are entitled to exercise. Fractions will be disregarded. If you appoint two proxies to vote, neither proxy can vote on a show of hands. On a poll, each proxy can only exercise votes in respect of those Securities or voting rights the proxy represents. If you appoint a body corporate as your proxy, the body corporate will need to appoint an individual as its corporate representative to exercise its powers at the Meeting and provide satisfactory evidence of the appointment of its corporate representative prior to the commencement of the Meeting.

If a Securityholder appoints the Chair of the Meeting as their proxy, or the Chair of the Meeting is appointed as the Securityholder's proxy by default (if the proxy does not attend the Meeting or does not vote on a poll on the resolution), and the Securityholder does not mark a voting box for any of the resolutions, then by signing and returning the Proxy Form the Securityholder will be expressly authorising the Chair of the Meeting to exercise the proxy in respect of the relevant resolution.

The Chair of the Meeting, subject to any voting restrictions and exclusions, intends to vote all undirected proxies in favour of all resolutions.

If you appoint a proxy, you may still attend the Meeting. Your proxy will not be able to speak or vote at the Meeting while you are present.

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the proxy form which accompanies this Notice of Meeting by mail or fax.

Proxies must be:

- (a) lodged at the Company's share registry, Link Market Services; or
- (b) faxed to the fax number specified below

**no later than 10:00am (AEST) on Sunday 12 May 2019.**



**Address (hand deliveries):**

Link Market Services  
1A Homebush Bay Drive, Rhodes, NSW, 2138 or Level 12, 680  
George Street, Sydney, NSW, 2000

**Address (postal deliveries):**

C/- Link Market Services Limited, Locked Bag A14, Sydney  
South, NSW, 1235, Australia

**Fax number for lodgement:**

+61 2 9287 0309

## Questions and comments by Securityholders at the meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to Securityholders - as a whole - to ask questions or make comments on the management of the Company at the Meeting. Similarly, a reasonable opportunity will be given to Securityholders - as a whole - to ask questions to the Company's external auditor, PricewaterhouseCoopers, relevant to:

- (a) the conduct of the audit;
- (b) the preparation and contents of the audit report;
- (c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

Securityholders may also submit a written question to PricewaterhouseCoopers if the question is relevant to the content of PricewaterhouseCoopers' audit report or the conduct of its audit of the Company's financial report for the year ended 31 December 2018. Relevant written questions to PricewaterhouseCoopers must be submitted no later than 5:00pm (AEST) on Tuesday 7 May 2019. A list of those questions will be made available to Securityholders attending the Meeting either at or before the start of the Meeting.

PricewaterhouseCoopers will either answer questions at the Meeting or table written answers to them at the Meeting. If written answers are tabled at the Meeting, they will be made available to Securityholders as soon as practicable after the Meeting.

**Please send written questions for  
PricewaterhouseCoopers to:**

**By facsimile** - +61 3 8603 1999;

**Post to** - C/Viva Energy REIT, Level 16, 720 Bourke Street,  
Docklands, VIC, 3008

**by no later than 5:00pm (AEST) on Tuesday 7 May 2019.**

# Explanatory notes

*These Explanatory Notes, which accompany and form part of the Notice of Meeting, contain further information in relation to the resolutions set out in the Notice of Meeting that will be considered at the AGM on Tuesday 14 May 2019. You should read these Explanatory Notes and the enclosed Notice of Meeting carefully and in their entirety, and if necessary, seek your own independent financial, legal, taxation or other professional advice on any aspect about which you are not certain.*

## Ordinary business of the company

### Financial Reports

In accordance with section 317 of the *Corporations Act*, the Annual Financial Report, including the Directors' Report and Financial Statements for the year ended 31 December 2018, together with the independent Auditor's Report will be laid before the AGM. The combined reports of the Company and the Trust for the year ended 31 December 2018 will also be laid before the AGM for discussion at the Annual General Meeting as required. Meeting attendees are invited to direct questions to the Chair in respect of any aspect of the report they wish to discuss. There is no requirement, either in the *Corporations Act* or the Company's Constitution, for Securityholders to approve the reports.

Representatives of the Company's Auditor, PricewaterhouseCoopers, will be present for discussion purposes on matters of relevance to the audit.

### Resolution 1 – Adoption of Remuneration Report

The Company is required under section 250R(2) of the *Corporations Act* to submit its Remuneration Report to Securityholders for consideration and adoption by way of a non-binding ordinary resolution at the AGM. This resolution is advisory only and does not bind the Company or the Directors of the Company.

Viva Energy REIT's Remuneration Report can be found on pages 28 to 30 of the 2018 Annual Report via the Viva Energy REIT website at <https://www.vivaenergyreit.com.au/Investors/?page=document-library>.

The Remuneration Report sets out Viva Energy REIT's remuneration policy and the remuneration arrangements in place for the KMP of Viva Energy REIT whose remuneration arrangements are required by law to be disclosed.

If 25% or more of the votes cast are voted against the adoption of the remuneration report at two consecutive Annual General Meetings of the Company, Securityholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors who were in office at the date of the relevant Directors' Report must stand for re-election.

The Company does not currently have employees, and the Senior Executives seconded to VER Manager Pty Ltd are remunerated by Viva Energy Australia Pty Limited.

The Board views setting remuneration policies as one of its most important responsibilities – ensuring that Viva Energy REIT's remuneration policies and practices are fair, responsible and competitive.

During this financial year there were no changes to Viva Energy REIT's remuneration policies and practices. The Chair of the Meeting will give Securityholders the opportunity to ask questions about or make comments on the Remuneration Report. Although this vote does not bind the Company, the Board intends to take into account Securityholder feedback and the outcome of the vote when considering Viva Energy REIT's future Remuneration Policy.

*Noting that each Director has a personal interest in his or her own remuneration from Viva Energy REIT the Board unanimously recommends that Securityholders vote in FAVOUR of this resolution.*

### Resolution 2 – Re-election of Laurence Brindle as Director

Pursuant to Clause 8.1(f) of the Company's Constitution and ASX Listing Rule 14.4, a Director must not hold office (without re-election) past the third Annual General Meeting following the Director's appointment. Mr Brindle was last

elected in 2016 and being eligible will offer himself for re-election. Resolution 2 provides for the re-election of Laurence Brindle as a Director of the Company in accordance with the Company's Constitution.

Laurence has extensive experience in funds management, finance and investment and is currently independent non-executive chairman of National Storage REIT.

Until 2009, Laurence was an executive with Queensland Investment Corporation ('QIC'). During his 21 years with QIC, he served in various senior positions including Head of Global Real Estate, where he was responsible for QIC's large global investment portfolio. Laurence was also a long-term member of QIC's Investment Strategy Committee.

Laurence provides advice to a number of investment institutions on real estate investment and funds management matters. He is a former chairman of the Shopping Centre Council of Australia and a former director of Westfield Retail Trust and Scentre Group.

*Mr Brindle has abstained from providing a recommendation on this resolution concerning his re-election and the remaining members of the Board unanimously recommend that Securityholders vote in FAVOUR of this resolution.*

### **Resolution 3 – Election of Jevan Bouzo as Director**

Mr Jevan Bouzo is a shareholder representative Director nominated by major shareholder, Viva Energy Group Pty Ltd (Viva Energy). As announced to ASX on Friday 12 April 2019, Mr Scott Wyatt has resigned as a Director of the Company with effect from the close of this Meeting. It is proposed that Mr Bouzo be appointed as Director with the effect from the close of this meeting.

Jevan is the Chief Financial Officer (CFO) of ASX listed company, Viva Energy Group Limited where he is responsible for finance, tax, treasury, procurement and investor relations and corporate strategy.

Jevan has been with Viva Energy since 2015 having taken the organisation through IPO in 2018. Prior to becoming CFO, Jevan was responsible for corporate finance and played a lead role in the IPO of Viva Energy REIT. Before joining Viva Energy, Jevan worked at Ernst & Young in assurance and business services where he led assurance and business improvement projects for clients in the energy and retail sectors as well as a number of ASX-listed companies across a range of industries including property, retail, energy and not-for-profit.

Until recently, Jevan was a director of VER Manager Pty Ltd (manager of Viva Energy REIT) and Liberty Oil Holdings Pty Ltd (and its wholly owned subsidiaries).

Jevan is a Chartered Accountant with a Bachelor of Commerce from Monash University.

*The Board unanimously recommend that Securityholders vote in FAVOUR of this resolution.*

### **Resolution 4 – Ratification of the Placement**

On 27 February 2019, Viva Energy REIT issued 43,103,449 ordinary fully paid stapled securities in Viva Energy REIT under a placement (**Placement Securities**) to institutional investors at an issue price of A\$2.32 per stapled security to raise approximately A\$100 million. Viva Energy REIT issued the relevant stapled securities under its placement capacity pursuant to ASX Listing Rule 7.1.

#### **ASX Listing Rule requirements**

ASX Listing Rule 7.1 imposes a limit on the number of equity securities that a listed entity can issue or agree to issue without securityholder approval. Generally, a listed entity can not issue or agree to issue equity securities if that issue when aggregated with equity securities issued by the entity during the previous 12 months exceed 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period without securityholder approval.

ASX Listing Rule 7.4 provides that an issue of equity securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 at the time the issue was made and securityholders subsequently approve the issue.

The issue of the Placement Securities did not breach ASX Listing Rule 7.1 as the issue did not exceed the 15% limit. Nevertheless, Securityholders are requested to ratify and approve the issue of the Placement Securities in accordance with ASX Listing Rule 7.4 to refresh Viva Energy REIT's placement capacity under ASX Listing Rule 7.1. Resolution 4 has been proposed to provide Viva Energy REIT with the maximum flexibility to issue further stapled securities (if necessary) under ASX Listing Rule 7.1 without needing to seek further approval from Securityholders. The requirement to obtain Securityholder approval for a future issue, at the time of issue, could limit Viva Energy REIT's ability to take advantage of opportunities that may arise.

If Resolution 4 is approved by Securityholders, the issue of the Placement Securities will not be counted towards reducing the number of stapled securities which Viva Energy REIT can issue in the future without securityholder approval under the 15% limit imposed by ASX Listing Rule 7.1. The result is that the 15% limit under ASX Listing Rule 7.1 will be "refreshed", to the extent of the approval so that Viva Energy REIT has a renewed ability to issue stapled securities up to the 15% limit.

If Resolution 4 is not approved by Securityholders, it may limit the ability of Viva Energy REIT to issue stapled securities without securityholder approval until Viva Energy REIT's 15% limit is replenished, in accordance with ASX Listing Rule 7.1.



Shell Coles Express, Caboolture QLD

### Information required by ASX Listing Rule 7.5

In accordance with ASX Listing Rule 7.5, the Viva Energy REIT provides the following information:

- *Number of stapled securities issued:* A total of 43,103,449 Placement Securities were issued by Viva Energy REIT on 27 February 2019.
- *Issue price:* The Placement Securities were issued for an issue price of A\$2.32 per Placement Security.
- *Terms of stapled securities:* The Placement Securities are ordinary fully paid stapled securities in Viva Energy REIT and rank equally with all other ordinary fully paid stapled securities on issue.
- *Persons to whom stapled securities issued:* The Placement Securities were issued to eligible institutional investors. None of the allottees of the Placement Securities were Directors, associates of Directors or related parties of Viva Energy REIT.
- *Use of funds raised:* The funds raised from the issue of the Placement Securities were, or will ultimately be, used to partly finance 8 acquisitions totally approximately A\$47 million completed in the second half of the financial year ending 31 December 2018 (in addition to A\$8 million in committed expenditure) and to provide headroom for future growth.

*The Board unanimously recommends that Securityholders vote in FAVOUR of this resolution.*



# Details of meeting

Date:

**14 May 2019**

Time:

**10:00am (AEST)**

**Registration from**

**9:30am (AEST)**

Venue:

**Collins Square**

**Events Centre**

**727 Collins Street,  
Melbourne, Victoria  
3008, Australia**

## Information about Viva Energy REIT

Please refer to Viva Energy REIT website for additional information [www.vivaenergyreit.com.au](http://www.vivaenergyreit.com.au) or contact us as below.

## Viva Energy REIT Registry Contact

+61 1300 554 474

[registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au)

Link Market Services Limited  
Tower 4, 727 Collins Street  
Melbourne Victoria 3000

## Viva Energy REIT Contact Details

### Cameron Sinclair

Investor Relations  
[cameron.sinclair@vivaenergy.com.au](mailto:cameron.sinclair@vivaenergy.com.au)  
+61 3 8823 4811

### Viva Energy REIT Limited

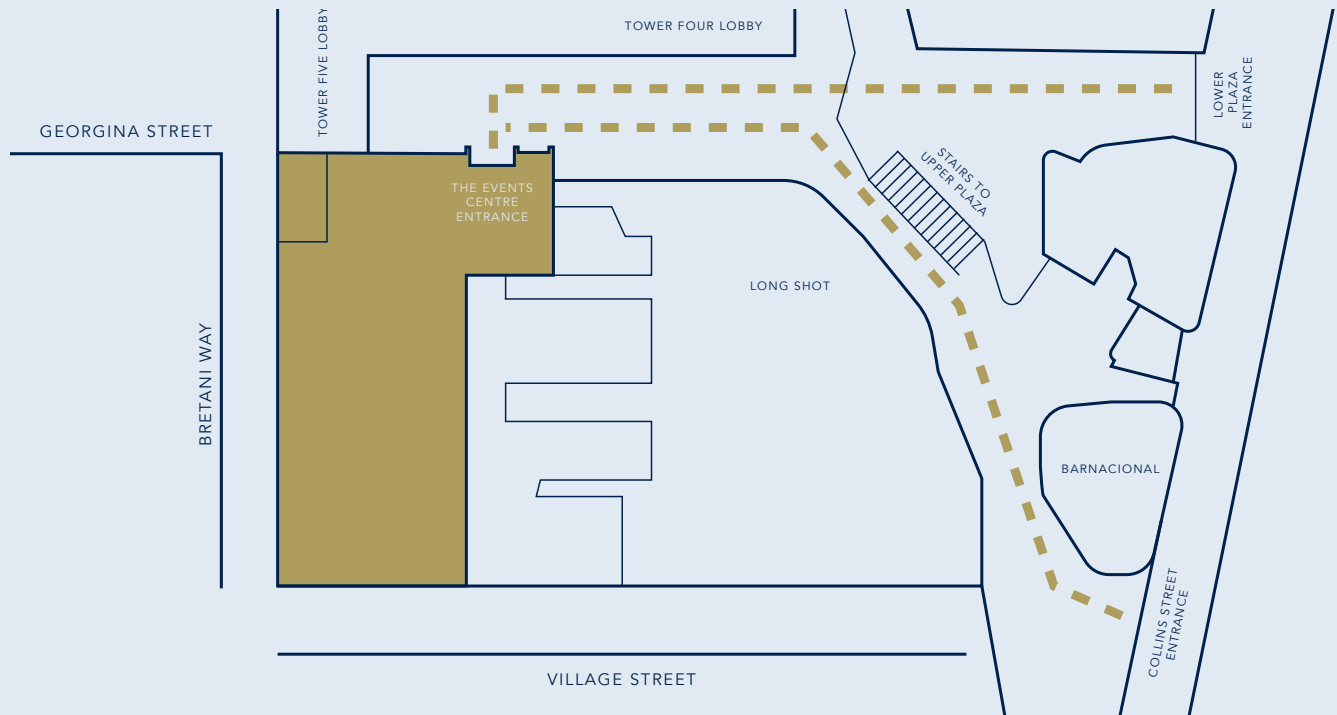
ACN 612 986 517

**VER Limited** (ACN 609 868 000 AFSL 483795) as responsible entity of the Viva Energy REIT Trust (ARSN 613 146 464)

### Registered Office

Level 16, 720 Bourke Street  
Docklands Victoria 3008

# The Events Centre



## Access via Collins street

### Directions

1. Walk under the bright yellow DionHorstmanns sculpture at the entry to Collins Square
2. Walk straight ahead and through the doors marked as "To Tower Four and Five"
3. Walk across the upper level of the plaza, to the left
4. Continue pass Long Shot Cafe and the revolving doors to your left
5. Enter The Events Centre lobby through the sliding doors to you left.



## LODGE YOUR VOTE



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

Viva Energy REIT  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000



### ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

## PROXY FORM

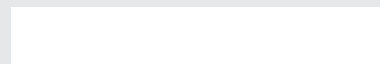
I/We being a member(s) of Viva Energy REIT (the Company) and entitled to attend and vote hereby appoint:

### APPOINT A PROXY



the Chairman of the  
Meeting (mark box)

**OR** if you are **NOT** appointing the Chairman of the Meeting  
as your proxy, please write the name of the person or  
body corporate you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEST) on Tuesday, 14 May 2019 at Collins Square Events Centre, Tower 2, 727 Collins Street Melbourne VIC 3008** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**Important for Resolution 1:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

#### Resolutions

For Against Abstain\*

1 Adoption of Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Re-election of Laurence Brindle as Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Election of Jevan Bouzo as Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Ratification of the Placement

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)



Joint Securityholder 2 (Individual)



Joint Securityholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



## HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either securityholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's security registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEST) on Sunday, 12 May 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MAIL

Viva Energy REIT  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
or  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**