



## VIVA ENERGY REIT - APPENDIX 4E FOR THE YEAR ENDED 31 DECEMBER 2018

Viva Energy REIT is Australia's largest listed REIT owning solely service station properties with a high quality portfolio across all Australian states and mainland territories. Viva Energy REIT's objective is to maximise the long-term income and capital returns from its portfolio.

Viva Energy REIT is a stapled entity comprising one share in Viva Energy REIT Limited ABN 35 612 986 517 and one unit in Viva Energy REIT Trust ARSN 613 146 464.

The Financial Report has been prepared to show the consolidated results of Viva Energy REIT Limited and Viva Energy REIT Trust and their controlled entities, together 'Group'.

### REPORTING PERIOD

This report details the consolidated results of Viva Energy REIT for the year ended 31 December 2018. The comparative period shown is for the year ended 31 December 2017.

### RESULTS FOR ANNOUNCEMENT TO THE MARKET

Statutory net profit was \$167.1 million, compared to \$170.5 million in the prior year. Distributable Income was \$101.7 million compared to \$95.0m million in the prior year.

	Year ended 31 December 2018	Year ended 31 December 2017	Change
Revenue from ordinary activities	\$163.4 million	\$157.8 million	3.5%
Net profit from ordinary activities after tax attributable to Group investors	\$123.5 million	\$122.3 million	1.0%
Net profit after tax attributable to Group investors (statutory net profit)	\$167.1 million	\$170.5 million	(2.0)%
Net operating profit (distributable income)	\$101.7 million 14.02 cents per security	\$95.0 million 13.41 <sup>1</sup> cents per security	7.1%
Total assets	\$2,511.0 million	\$2,338.1 million	7.4%
Net assets	\$1,594.7 million \$2.20 per security	\$1,589.5 million \$2.19 <sup>2</sup> per security	0.3%

<sup>1</sup> Calculated on a weighted average basis.

<sup>2</sup> \$2.12 per security when adjusted for the cash distribution paid on 15 February 2018 for the period ended 31 December 2017.

Statutory net profit was \$167.1 million, compared to \$170.5 million in the prior year. The statutory net profit is lower than the prior year primarily due to lower increment from investment property revaluations in the 2018 year and debt establishment costs written off on the refinancing of the syndicated loan facility during 2018.

Distributable income of \$101.7 million compared to the prior year of \$95.0 million is higher due to rental increases, rental income from property acquisitions and lower operating costs. This represents the underlying cash-based profit of the Group for the relevant period excluding fair value changes from asset and derivative revaluations and items of income or expense not representative of the Group's underlying operating earnings or cash flow.

Gearing was 36.2%<sup>3</sup> at 31 December 2018, at the lower end of the relevant target gearing range of 35% to 45%.

## DISTRIBUTIONS

	Cents per security	Franked amount per security	Date paid or payable
Interim for the year ended 31 December 2018	6.99	-	10 August 2018
Final for the year ended 31 December 2018 (record date 31 December 2018)	7.03	-	28 February 2019

These distributions are 100% from Australian sourced income.

As advised on 17 December 2018, the Group's Distribution Reinvestment Plan is now activated. Security holders who submitted a valid election notice prior to 5pm on 4 January 2019, will receive the final distribution for the year ended 31 December 2018 as new stapled securities (to be issued at \$2.2314 per security).

## NET ASSETS PER SECURITY

Net tangible assets per security at 31 December 2018 were \$2.20 (31 December 2017: \$2.12 (adjusted for distribution paid on 15 February 2018)).

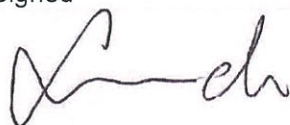
This information should be read in conjunction with the 2018 Financial Report of Viva Energy REIT and any public announcements made during the period in accordance with the continuous disclosure requirements of the *Corporations Act 2001* and ASX Listing Rules. The 2018 Financial Report of Viva Energy REIT includes additional Appendix 4E disclosure requirements and commentary on the results for the year ended 31 December 2018.

This report is based on the Viva Energy REIT 31 December 2018 Financial Report which has been audited by PricewaterhouseCoopers. The Independent Auditor's Report provided by PricewaterhouseCoopers is included in the 31 December 2018 Financial Report.

## ANNUAL GENERAL MEETING

Viva Energy REIT Limited advises that its Annual General Meeting will be held on 14 May 2019. The time and other details relating to the meeting will be advised in the Notice of Meeting to be sent to all Security holders and released to ASX immediately after dispatch.

Signed



**Laurence Brindle**  
Chairman  
21 February 2019

<sup>3</sup> Gearing is calculated as total liabilities/total assets but excluding any mark-to-market valuations of derivative assets/liabilities.



# FINANCIAL REPORT

For the Year Ended  
**31 December 2018**

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# VIVA ENERGY REIT

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### DIRECTORS' REPORT

The directors of Viva Energy REIT Limited ('Company') and VER Limited ('Responsible Entity'), the responsible entity of Viva Energy REIT Trust ('Trust'), present their report and the financial statements for the year ended 31 December 2018 for Viva Energy REIT.

Viva Energy REIT ('Group') is a stapled group consisting of the Company and the Trust and controlled entities. The Trust owns the portfolio of service station properties, either directly or through its 100% controlled entities. The Company owns all of the shares in VER Limited (the Responsible Entity).

#### Directors of Viva Energy REIT Limited

The following persons were directors of Viva Energy REIT Limited during the whole of the financial year and up to the date of this report:

Laurence Brindle	Independent Non-executive Chairman
Georgina Lynch	Independent Non-executive Director
Stephen Newton	Independent Non-executive Director
Scott Wyatt	Non-independent Non-executive Director
Lachlan Pfeiffer	Non-independent Non-executive Director.

Tina Mitas was appointed as Company Secretary on 15 May 2018.

Mark Licciardo and Kate Goland were appointed as Joint Company Secretaries on 11 October 2017 and resigned effective 15 May 2018.

#### Directors of VER Limited

The following persons were directors of VER Limited during the whole of the financial year and up to the date of this report:

Laurence Brindle	Independent Non-executive Chairman
Georgina Lynch	Independent Non-executive Director
Stephen Newton	Independent Non-executive Director
Lachlan Pfeiffer	Non-independent Non-executive Director.

Tina Mitas was appointed as Company Secretary on 15 May 2018.

Mark Licciardo and Kate Goland were appointed as Joint Company Secretaries on 11 October 2017 and resigned effective 15 May 2018.

#### Principal activities

During the period, the principal activity of Viva Energy REIT was investment in service station property.

Viva Energy REIT owns a portfolio of 454 freehold service station properties located in all Australian states and mainland territories. The properties in the portfolio are leased to Viva Energy Australia Pty Limited, other fuel operators and various convenience or fast food stores under long-term leases.



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**Distribution to security holders**

Distributions paid to security holders during the financial year were as follows:

	<b>2018</b> <b>\$'000</b>	<b>2017</b> <b>\$'000</b>
Final distribution for year ended 31 December 2017		
– 6.60 cents per security	47,899	-
Interim distribution for the half year ended 30 June 2018		
– 6.99 cents per security	50,731	-
Final distribution for the period ended 31 December 2016		
– 5.28 cents per security	-	36,440
Interim distribution for the half year ended 30 June 2017		
– 6.60 cents per security	-	47,899
<b>Total distributions paid</b>	<b>98,630</b>	<b>84,339</b>

On 17 December 2018 the directors announced the payment of an estimated final distribution of \$51.0 million for the year ended 31 December 2018. This represents 7.03 cents per stapled security and will be paid on 28 February 2019.

**Operating and financial review**

*Key highlights*

Viva Energy REIT's investment objective is to own a portfolio of high quality and strategically located service station properties located throughout Australia, subject to long-term leases to tenants with strong financial credit profiles.

Statutory net profit was \$167.1 million, compared to \$170.5 million in the prior year. The statutory net profit is lower than the prior year primarily due to lower increment from investment property revaluations in the 2018 year and debt establishment costs written off on the refinancing of the syndicated loan facility during 2018.

Distributable income of \$101.7 million compared to the prior year of \$95.0 million is higher due to rental increases, rental income from property acquisitions and lower operating costs.

Gearing was 36.2% at 31 December 2018 (31 December 2017: 32.1%), at the lower end of the relevant target gearing range of 35% to 45%.

Net Asset Value ('NAV') per security at 31 December 2018 was \$2.20 (31 December 2017: \$2.19; \$2.12 when adjusted for the distribution paid on 15 February 2018).

The management expense ratio was 0.20% (2017: 0.24%) for the financial year, being the ratio of operating expenses incurred (excluding finance costs) over average total assets (excluding derivative financial assets).

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*Key financial metrics*

	<b>2018</b>	<b>2017</b>
Net profit (statutory)	\$167.1 million	\$170.5 million
Net operating profit (distributable income)	\$101.7 million	\$95.0 million
Distributable income per security	14.02 cents	13.41 cents
Total assets	\$2,511.0 million	\$2,338.1 million
Investment properties	\$2,496.1 million	\$2,281.0 million
Borrowings	\$852.7 million	\$736.7 million
Net assets <sup>(1)</sup>	\$1,594.7 million	\$1,541.6 million
NAV per security <sup>(1)</sup>	\$2.20	\$2.12
Gearing <sup>(2)</sup>	36.2%	32.1%
Management expense ratio <sup>(3)</sup>	0.20%	0.24%

<sup>(1)</sup> Net assets and NAV comparatives are amended to exclude the cash distribution of \$47.9 million in relation to the period ended 31 December 2017 which was distributed to security holders on 15 February 2018.

<sup>(2)</sup> Gearing is calculated as total liabilities/total assets but excluding any mark-to-market valuations of derivative assets/liabilities.

<sup>(3)</sup> The management expense ratio is shown on an annualised basis; and is calculated as the ratio of operating expenses incurred (excluding finance costs and initial transaction costs) over average total assets (excluding derivative financial assets).

*Financial results*

	<b>2018</b> <b>\$'000</b>	<b>2017</b> <b>\$'000</b>
Rental income	136,834	127,901
Finance income	710	936
<b>Total operating income</b>	<b>137,544</b>	<b>128,837</b>
Management and administration expenses	(5,290)	(5,503)
Interest paid or payable	(30,401)	(28,379)
Income tax expense	(106)	-
<b>Net operating profit (distributable income) <sup>(1)</sup></b>	<b>101,747</b>	<b>94,955</b>
Non-distributable items		
Net revaluation gain on investment properties	43,557	48,168
Straight-line rental income	25,863	28,984
Amortisation of borrowing costs	(4,091)	(1,610)
<b>Statutory net profit</b>	<b>167,076</b>	<b>170,497</b>

<sup>(1)</sup> Net operating profit (distributable income) is not a statutory measure of profit. Distributable income is calculated as net profit adjusted to remove transaction costs and non-cash items, including straight-lining of rental income, the amortisation of debt establishment fees and any fair value adjustment to investment properties and derivatives.



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*Investment property portfolio*

	2018	2017
Total value of investment properties	\$2,496.1 million	\$2,281.0 million
Total properties in portfolio	454	438
Portfolio occupancy	100%	100%
Weighted average lease expiry	12.6 years	13.7 years

*Capital management*

The Group paid a distribution of \$47.9 million on 15 February 2018 for the year ended 31 December 2017 and a distribution of \$50.7 million on 10 August 2018 for the half year ended 30 June 2018.

The Group announced an estimated final distribution for the year ended 31 December 2018 of \$51.0 million on 17 December 2018.

On 24 May 2018 the Group refinanced its syndicated facility agreement for \$836.7 million and on 27 June 2018 the Group executed two Institutional Term Loan agreements totalling \$60.0 million with maturity terms of 8 and 10 years.

As a consequence of refinancing the syndicated facility on 24 May 2018, up front borrowing costs of \$2.9 million relating to the previous syndicated facility were written off.

During December 2018, the Group extended the bilateral facility by \$40.0 million to \$100.0 million and executed a club facility with three banks for \$100.0 million. These facilities will be available to draw once certain contractual requirements are met. These contractual requirements are administrative in nature and will be satisfied in the ordinary course of business during the first half of the Group's 2019 financial year.

At 31 December 2018 gearing was 36.2% which is at the lower end of the relevant target range of 35% to 45%.

*Interest rate management*

During the period, the Group managed its interest rate risk in accordance with its interest rate risk management policy.

At 31 December 2018, 93.4% of the Group's borrowings were hedged with a weighted average term of 3.8 years. The average fixed interest rate at 31 December 2018 was 2.3% per annum, excluding the margin (refer to note 9 to the consolidated financial statements) and the amortisation of debt establishment costs.

*2019 outlook*

The Group is Australia's largest ASX listed REIT owning solely service station properties with a high quality portfolio across all Australian states and mainland territories. Its objective is to maximise the long-term income and capital returns from its portfolio.

As at 31 December 2018, the Group owned 454 freehold service station properties and has entered into contracts for the purchase of one further investment property for \$2.5 million. Settlement of this property occurred on 5 February 2019. Further, the Group has committed to capital improvements on three properties for an aggregate of \$10.0 million.

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The Group expects rental income from the existing service station portfolio to grow in line with contracted annual rental increases and will consider opportunities to acquire new service station properties that satisfy its investment objectives and guidelines.

### Significant changes in state of affairs

There was no significant change in the state of affairs of the Group that occurred during the year ended 31 December 2018.

### Matters subsequent to the end of the financial year

Subsequent to the end of the financial year:

- The directors have confirmed the payment of a final distribution for the year ended 31 December 2018 of \$51.0 million which will be paid on 28 February 2019;
- One investment property with a purchase price of \$2.5 million which was contracted before 31 December 2018 has been settled on 5 February 2019;
- The contractual requirements relating to the extension of the bilateral facility by \$40.0m to \$100.0 million have been satisfied and funds were partially drawn down on 5 February 2019.
- The Group has restructured interest rate swaps with a notional principal of \$368.0m via a payment of \$9.2 million to take advantage of lower current interest rates.
- The Group has updated its target gearing range to be 30% to 45%.
- The Group has, contemporaneously with the release of this report, announced an equity raising to raise \$100.0 million from institutional investors and a Securities Purchase Plan to raise up to \$ 10.0 million.

No other matter or circumstance has arisen since 31 December 2018 that has significantly affected, or may significantly affect:

- the operations of the Group in future financial years;
- the results of those operations in future financial years; or
- the state of affairs of the Group in future financial years.

### Likely developments and expected results of operations

The Group will continue to be managed in accordance with its existing investment objectives and guidelines.

The results of the Group's operations will be affected by a number of factors, including the performance of investment markets in which the Group invests. Investment performance is not guaranteed and future returns may differ from past returns. As investment conditions change over time, past returns should not be used to predict future returns.

### Material business risks

The Responsible Entity has adopted a Compliance Plan which sets out the key processes, systems and measures that the Responsible Entity will apply in operating the Trust. The Compliance Plan also includes a compliance management and reporting structure. The material business risks that could adversely affect the achievement of the Group's financial prospects include the following:

#### *Tenant concentration risk, financial standing and sector concentration risk*

As Viva Energy Australia Pty Limited ('Viva Energy Australia') is presently the tenant of 95% of the investment properties, 95% of the Group's rental income is received from Viva Energy Australia. If Viva Energy Australia's financial standing materially deteriorates, Viva Energy



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Australia's ability to make rental payments to Viva Energy REIT may be adversely impacted, which may have a materially adverse impact on the Group's results of operations, financial position and ability to service and/or obtain financing.

### *Investment property value*

The value of the Group's portfolio of investment properties may be adversely affected by a number of other factors, including a number of factors outside the control of the Group, such as supply and demand for service station properties, fuel volume throughput of the properties, general property market conditions, the availability of credit, the ability to attract and implement economically viable rental arrangements, Viva Energy Australia's financial condition deteriorating or occupiers not extending the term of leases, re-leasing of properties, capitalisation rates and general economic factors such as the level of inflation and interest rates. The valuation of properties may fall. As changes in valuations are recorded on the statutory net profit statement, any decreases in value will have a negative impact on the statutory net profit statement and in turn the market price of the Group's securities may fall.

### *Environmental risk*

As Viva Energy Australia is the lessee of the majority of the Group's properties, the Group depends on Viva Energy Australia to perform its obligations under the environmental indemnification arrangements in relation to those sites. If Viva Energy Australia was to fail to meet its obligations under these arrangements (including due to its insolvency), Viva Energy REIT may incur significant costs to rectify contamination on (and in respect of) its properties.

### *Cash flow and fair value interest rate risk*

The Group's cash and cash equivalents, floating rate borrowings and interest rate swaps expose it to a risk of change in fair value or future cash flows due to changes in interest rates. The Group economically hedges some or all of its exposure to changes in interest rates on variable rate borrowings by using floating-to-fixed interest rate swaps. By hedging against changes in interest rates, the Group has limited its exposure to changes in interest rates on its outward cash flows.

### *Liquidity risk*

Liquidity risk is the risk that the Group may not be able to generate sufficient cash resources to settle its obligations in full as they fall due or can only do so on terms that are materially disadvantageous. The Group monitors its exposure to liquidity risk by ensuring that there is sufficient cash on hand as required or debt facility funding available to meet the contractual obligations of financial liabilities as they fall due.

### *Debt agreement and refinancing risk*

The Group has outstanding debt facilities. General economic and business conditions that impact the debt or equity markets could impact the Group's ability to refinance its debt facilities when required. This indebtedness may result in the Group being subject to increased interest rate margins and covenants restricting its ability to engage in certain types of activities or to pay distributions to unitholders, if the debt covenants are breached.

The directors regularly monitor the debt facility covenants to ensure compliance and consider the refinancing options and timing available to the Group.

### *AFSL compliance risk*

The Group is exposed to the risk of having inadequate capital and liquidity. VER Limited, a subsidiary of Viva Energy REIT Limited, holds an Australian Financial Services Licence ('AFSL') and acts as a responsible entity for the Group's managed investment scheme. The AFSL requires minimum levels of net tangible assets, liquid assets, cash reserves and liquidity, which may restrict the Group in paying distributions that would breach these requirements. On a quarterly basis, the directors review and monitor VER Limited's balance sheet to ensure compliance with its AFSL requirements.

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#### *Excessive reliance on the Manager and its personnel risk*

Viva Energy REIT is managed by VER Manager Pty Limited ('Manager'), which is a subsidiary of Viva Energy Australia.

Viva Energy REIT does not have direct employees (other than non-executive directors) and consequently is reliant on the expertise and experience of the key executives of Viva Energy Australia made available to the Manager which provides the services to Viva Energy REIT under the Management Agreement. As a consequence, loss of such key personnel could potentially have an adverse impact on the management and the financial performance of Viva Energy REIT and in turn may affect the returns to security holders.

#### **Environmental regulation**

As a landlord, the operations of the Group are subject to a range of environmental laws and regulations under Commonwealth, state and territory law. However, the lease attaching to each investment property generally requires that the tenant manages the environmental conditions at each site and indemnifies the Group for any contamination caused by their operations.

The Group has not received any environmental infringements or notices from environmental regulators in the year ended 31 December 2018.

#### **Information on Directors**

##### **Laurence Brindle**

Independent Non-executive Chairman, Member of the Audit and Risk Management Committee

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.

##### **Georgina Lynch**

Independent Non-executive Director, Member of the Audit and Risk Management Committee

Georgina has over 25 years' experience in the financial services and property industry. She is currently a Non-Executive Director of Cbus Property, a Non-Executive Director of Tassal Group and a member of their Audit and Risk Management Committee and Remuneration Committee.

Georgina has significant global experience in corporate transactions, capital raisings, initial public offerings (IPOs), funds management, corporate strategy and acquisitions and divestments.

Georgina holds a Bachelor of Arts and Bachelor of Laws Degree.



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**Stephen Newton**

Independent Non-executive Director, Chair of the Audit and Risk Management Committee

Stephen has extensive industry experience spanning in excess of 40 years across real estate investment and funds management, development and property management, as well as in infrastructure investment and management. Stephen has been a Principal of Arcadia Funds Management for more than 15 years. Prior to that, Stephen held various senior executive positions at Lend Lease over 22 years.

Stephen is currently a non-executive director of Stockland Property Group, BAI Communications Group (formerly Broadcast Australia Group), Sydney Catholic Schools Ltd and a former non-executive director of Australand Property Group.

Stephen is a member of both Chartered Accountants Australia and New Zealand and the Australian Institute of Company Directors. He holds a Bachelor of Arts (Economics and Accounting) degree from Macquarie University and a Masters of Commerce from The University of New South Wales

**Scott Wyatt**

Non-independent Non-executive Director

Scott Wyatt has more than 30 years' experience in the oil and gas sector and has held various leadership roles within Viva Energy's downstream oil and gas business (formerly Shell) including strategy, marketing (consumer and commercial) and supply and distribution.

After a long career with Shell in New Zealand, Australia and Singapore, Scott moved permanently to Australia in 2006 as Distribution Manager (Australia and New Zealand) and in 2009 was appointed General Manager of Supply and Distribution Australia. In July 2013, Scott was appointed Vice President Downstream Australia, responsible for Shells downstream businesses in Australia.

Scott is currently the CEO and Managing Director of Viva Energy Group Limited.

**Lachlan Pfeiffer**

Non-independent Non-executive Director, Member of the Audit and Risk Management Committee

Lachlan is the General Counsel of Viva Energy Group Limited. Lachlan has over 14 years' experience in corporate law including roles within mergers and acquisitions, private equity, corporate finance and equity markets in Australia, the UK, the USA and Europe. Lachlan's previous positions include seven years in London with Skadden, Arps, Slate, Meagher & Flom advising on and implementing various corporate transactions across the UK, the USA and throughout Europe, and with Norton Rose Fulbright in Melbourne advising across a range of corporate transactions and advisory matters.

Lachlan holds a Bachelor of Commerce and Bachelor of Laws and is a member of the Australian Institute of Company Directors.

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### Meetings of directors

The numbers of meetings of the Directors and of each Board Committee held during the year ended 31 December 2018, and the numbers of meetings attended by each Director were:

Name	Viva Energy REIT Limited		VER Limited		Audit and Risk Management Committee		Independent Board Committee	
	A	B	A	B	A	B	A	B
Laurence Brindle	19	19	5	5	17	17	1	1
Georgina Lynch	19	19	5	5	17	17	1	1
Stephen Newton	19	19	5	5	17	17	1	1
Scott Wyatt	19	19	-	-	-	-	-	-
Lachlan Pfeiffer	19	19	5	5	17	17	-	-

A = Number of meetings attended.

B = Number of meetings held during the time the Director held office or was a member of the committee during the year ended 31 December 2018.

### Remuneration report

This remuneration report presents Viva Energy REIT's remuneration arrangements for key management personnel for the year ended 31 December 2018. The report has been prepared and audited in accordance with the requirements of the *Corporations Act 2001* and *Corporations Regulations 2001*.

#### (i) Remuneration governance

The directors have chosen not to establish a nomination and remuneration committee for the year ended 31 December 2018 on the basis that neither the Company nor the Trust has any employees (other than the directors), and the senior executives of the Manager are remunerated by Viva Energy Australia Pty Limited. The directors will consider nomination and remuneration matters from time to time at their regularly scheduled board meetings. Any nomination and remuneration committee established will be comprised of independent non-executive directors.

#### (ii) Key management personnel disclosed in this report

##### Independent Non-executive Directors

Laurence Brindle  
Georgina Lynch  
Stephen Newton

##### Non-independent Non-executive Directors

Scott Wyatt  
Lachlan Pfeiffer

#### (iii) Remuneration policy

Under the Company Constitution, the Board may decide the remuneration to which each director is entitled for his or her services as a director. However, the total amount provided to all directors for their services as directors must not exceed in aggregate in any financial year the amount fixed by Viva Energy REIT. This amount has been fixed at \$750,000 per annum.

Each Non-executive Director is currently entitled to receive \$100,000 per annum. The Chairman is entitled to receive \$200,000 per annum but no fee for membership of the Audit and Risk Management Committee.



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The Chair of the Audit and Risk Management Committee is entitled to receive an additional \$20,000 per annum. Other Non-executive Directors who are members of the Audit and Risk Management Committee are entitled to receive an additional \$10,000 per annum.

Additionally, directors are entitled to reimbursement of travel and other out of pocket expenses which totalled \$15,170 in the year ended 31 December 2018 (2017: \$35,396).

From time to time, the directors review the remuneration of directors of comparable listed entities to assess the appropriateness of the remuneration paid by Viva Energy REIT.

Directors who are representatives of Viva Energy Australia Group Pty Limited have waived their entitlement to fees.

**(iv) Service agreements**

On appointment to the board, all Non-executive Directors sign a letter of appointment with the Group. The document details the term of appointment, the role, duties and obligations of the directors as well as the likely time commitment and performance expectations and review arrangements and circumstances relating to the vacation of office. In addition, it also summarises the major Board policies and terms, including compensation, relevant to the office of director.

**(v) Details of remuneration**

Details of the remuneration of the key management personnel of the Group are set out in the following tables.

*Remuneration for the year ended 31 December 2018*

	Short-term employee benefits	Post-employment benefits	Total
	Salary & fees	Superannuation	
<b>Independent Non-executive Directors</b>			
Laurence Brindle	\$ 182,648	\$ 17,352	\$ 200,000
Georgina Lynch	100,457	9,543	110,000
Stephen Newton	109,589	10,411	120,000
<b>Sub-total Independent Non-executive Directors</b>	<b>392,694</b>	<b>37,306</b>	<b>430,000</b>
<b>Non-independent Non-executive Directors</b>			
Scott Wyatt	-	-	-
Lachlan Pfeiffer	-	-	-
<b>Sub-total Non-independent Non-executive Directors</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>392,694</b>	<b>37,306</b>	<b>430,000</b>

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*Remuneration for the year ended 31 December 2017*

	Short-term employee benefits	Post-employment benefits	Total
	Salary & fees	Superannuation	
<b>Independent Non-executive Directors</b>	\$	\$	\$
Laurence Brindle	200,000	-	200,000
Georgina Lynch	110,000	-	110,000
Stephen Newton	120,000	-	120,000
<b>Sub-total Independent Non-executive Directors</b>	<b>430,000</b>	<b>-</b>	<b>430,000</b>
<b>Non-independent Non-executive Directors</b>			
Scott Wyatt	-	-	-
Lachlan Pfeiffer	-	-	-
<b>Sub-total Non-independent Non-executive Directors</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>430,000</b>	<b>-</b>	<b>430,000</b>

**(v) Interests in securities**

The number of securities held during the period by each Director and other key management personnel of the Group, including their personally related parties, are set out below:

<b>2018</b>	Balance 1 January 2018	On market purchases	On market disposals	Other	Balance 31 December 2018
<b>Independent Non-executive Directors</b>					
Laurence Brindle	100,000	-	-	-	100,000
Georgina Lynch	50,000	-	-	-	50,000
Stephen Newton	25,000	-	-	-	25,000
<b>Non-independent Non-executive Directors</b>					
Scott Wyatt	50,000	-	-	-	50,000
Lachlan Pfeiffer	50,000	-	-	-	50,000

<b>2017</b>	Balance 1 January 2017	On market purchases	On market disposals	Other	Balance 31 December 2017
<b>Independent Non-executive Directors</b>					
Laurence Brindle	100,000	-	-	-	100,000
Georgina Lynch	50,000	-	-	-	50,000
Stephen Newton	25,000	-	-	-	25,000
<b>Non-independent Non-executive Directors</b>					
Scott Wyatt	50,000	-	-	-	50,000
Lachlan Pfeiffer	50,000	-	-	-	50,000

## VIVA ENERGY REIT

### 31 DECEMBER 2018 FINANCIAL REPORT

#### Indemnification and insurance of officers and auditors

During the financial year, the Group has paid insurance premiums to insure each of the directors and officers of the Group against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in their capacities as directors of the Group, other than conduct involving a wilful breach of duty in relation to the Group.

The contract of insurance prohibits disclosure of the nature of the liability covered and the amount of the premium.

The Group has not during or since the end of the financial year indemnified or agreed to indemnify an auditor of the Group or of any related body corporate against a liability incurred in their capacity as an auditor.

#### Audit and non-audit services

The Group may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Group are important.

Details of the amounts paid or payable to the auditor for audit and non-audit services provided during the year are disclosed in note 19 to the consolidated financial statements.

The Directors have considered the position and, in accordance with advice received from the Company's Audit and Risk Management Committee ('ARMC'), are satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001* for the following reasons:

- all non-audit services have been reviewed by the ARMC to ensure they do not impact the impartiality and objectivity of the auditor; and
- none of the services undermines the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professional Accountants*.

#### Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 15.

#### Transactions with Viva Energy Australia Group Pty Limited or its associates

The Group reimburses the Manager, which is a subsidiary of Viva Energy Australia Group Pty Limited, for costs incurred in the provision of staff and related services to the Group.

	2018	2017
Reimbursement of costs paid to VER Manager Pty Limited (reported as part of Management and administrative expenses)	\$2.3 million	\$3.3 million
Management expense ratio	0.20%	0.24%

On an annual basis the directors review the costs incurred by the Manager, to ensure the costs are reasonable and at a level consistent with the complexity and operational requirements of the Group. During that review a budget is agreed for the forthcoming financial year.

Other transactions with Viva Energy Australia Group Pty Limited and its associates are disclosed in note 18 to the consolidated financial statements.

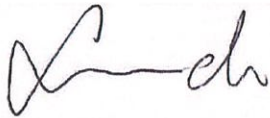


**VIVA ENERGY REIT  
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**Rounding of amounts to the nearest thousand dollars**

The Group is of a kind referred to in ASIC Legislative Instrument 2016/191, relating to the “rounding off” of amounts in the Directors’ Report. Amounts in the Directors’ Report have been rounded off in accordance with that instrument to the nearest thousand dollars, or in certain cases, to the nearest dollar.

The report is made in accordance with a resolution of Directors.

A handwritten signature in black ink, appearing to read 'L Brindle', is positioned above the printed name and title.

Laurence Brindle  
Chairman

21 February 2019



### *Auditor's Independence Declaration*

As lead auditor for the audit of Viva Energy REIT Limited for the year ended 31 December 2018, I declare that to the best of my knowledge and belief, there have been:

- (a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Viva Energy REIT Limited and the entities it controlled during the period.

A handwritten signature in black ink, appearing to read 'Charles Christie'.

Charles Christie  
Partner  
PricewaterhouseCoopers

Melbourne  
21 February 2019



## FINANCIAL STATEMENTS

For the Year Ended  
**31 December 2018**

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This financial report is for Viva Energy REIT.

Viva Energy REIT comprises Viva Energy REIT Limited ACN 612 986 517 ('Company') and VER Limited ABN 43 609 868 000 AFSL 483795 as responsible entity of Viva Energy REIT Trust ARSN 613 146 464 ('Trust') and their controlled entities.

The financial report is presented in Australian currency.

The manager of the Trust is VER Manager Pty Limited ('Manager').

The registered office of the Company, VER Limited ('Responsible Entity') and the Manager is:  
Level 16, 720 Bourke Street  
Docklands VIC 3008, Australia.



**VIVA ENERGY REIT**  
**31 DECEMBER 2018 FINANCIAL REPORT**

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 31 DECEMBER 2018**

	NOTES	2018 \$'000	2017 \$'000
Rental income from investment properties		136,834	127,901
Revenue from investment properties – straight-line lease adjustment		25,863	28,984
Finance income		710	936
Net revaluation of investment properties	7	43,557	48,168
<b>Total income</b>		<b>206,964</b>	<b>205,989</b>
Management and administration expenses		(5,290)	(5,503)
Finance costs	3	(34,492)	(29,989)
<b>Total expenses</b>		<b>(39,782)</b>	<b>(35,492)</b>
<b>Profit before income tax</b>		<b>167,182</b>	<b>170,497</b>
Income tax expense	4	(106)	-
<b>Profit for the year</b>		<b>167,076</b>	<b>170,497</b>
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Unrealised losses on cash flow hedges		(12,222)	(7,010)
<b>Total comprehensive income for the year</b>		<b>154,854</b>	<b>163,487</b>
Total comprehensive income/(loss) for the period attributable to Viva Energy REIT security holders, comprising:			
- shareholders of Viva Energy REIT Limited		(353)	2,448
- unitholders of Viva Energy REIT Trust (non-controlling interests)		155,207	161,039
		<b>154,854</b>	<b>163,487</b>
<b>Earnings per security</b>		<b>cents</b>	<b>cents</b>
Basic earnings per security	5	21.34	23.08
Diluted earnings per security	5	21.34	23.08

*The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.*

**VIVA ENERGY REIT**  
**31 DECEMBER 2018 FINANCIAL REPORT**

**CONSOLIDATED BALANCE SHEET**  
**AS AT 31 DECEMBER 2018**

	NOTES	31 December 2018 \$'000	31 December 2017 \$'000
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	6	12,330	43,631
Derivative financial instruments	9	882	-
Other current assets		817	1,356
<b>Total current assets</b>		<b>14,029</b>	<b>44,987</b>
<b>Non-current assets</b>			
Investment properties	7	2,496,128	2,280,967
Derivative financial instruments	9	-	5,363
Other non-current assets		851	6,812
<b>Total non-current assets</b>		<b>2,496,979</b>	<b>2,293,142</b>
<b>Total assets</b>		<b>2,511,008</b>	<b>2,338,129</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables		4,403	4,662
Interest payable		3,866	11,059
Distribution payable	11	51,020	-
<b>Total current liabilities</b>		<b>59,289</b>	<b>15,721</b>
<b>Non-current liabilities</b>			
Borrowings	8	849,319	732,953
Derivative financial instruments	9	7,741	-
<b>Total non-current liabilities</b>		<b>857,060</b>	<b>732,953</b>
<b>Total liabilities</b>		<b>916,349</b>	<b>748,674</b>
<b>Net assets</b>		<b>1,594,659</b>	<b>1,589,455</b>
<b>EQUITY</b>			
Contributed equity – the Company		2,542	2,542
Accumulated losses		(1,390)	(1,037)
		1,152	1,505
Non-controlling interests – the Trust	12	1,593,507	1,587,950
<b>Total equity</b>		<b>1,594,659</b>	<b>1,589,455</b>

*The above consolidated balance sheet should be read in conjunction with the accompanying notes.*

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**31 DECEMBER 2018 FINANCIAL REPORT**

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED 31 DECEMBER 2018**

	NOTES	Contributed equity \$'000	Accumulated losses \$'000	Non- controlling interests \$'000	TOTAL \$'000
Balance at 1 January 2017		2,286	(3,485)	1,430,892	1,429,693
Profit for the year		-	2,448	168,049	170,497
Other comprehensive income:					
Effective portion of changes in fair value of cash flow hedges		-	-	(7,010)	(7,010)
Total comprehensive income for the year		-	2,448	161,039	163,487
Transactions with owners in their capacity as owners					
Issue of securities under institutional placement		254	-	79,746	80,000
Issue of securities under Securities Purchase Plan		4	-	2,228	2,232
Equity raising costs		(2)	-	(1,616)	(1,618)
Distributions paid	11	-	-	(84,339)	(84,339)
Total transactions with owners in their capacity as owners		256	-	(3,981)	(3,725)
Balance at 31 December 2017		2,542	(1,037)	1,587,950	1,589,455
Balance at 1 January 2018		2,542	(1,037)	1,587,950	1,589,455
(Loss)/Profit for the year		-	(353)	167,429	167,076
Other comprehensive income:					
Effective portion of changes in fair value of cash flow hedges		-	-	(12,222)	(12,222)
Total comprehensive profit for the year		-	(353)	155,207	154,854
Transactions with owners in their capacity as owners					
Distributions paid or provided for	11	-	-	(149,650)	(149,650)
Total transactions with owners in their capacity as owners		-	-	(149,650)	(149,650)
Balance at 31 December 2018		2,542	(1,390)	1,593,507	1,594,659

*The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.*



**VIVA ENERGY REIT**  
**31 DECEMBER 2018 FINANCIAL REPORT**

**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED 31 DECEMBER 2018**

	NOTES	2018 \$'000	2017 \$'000
<b>Cash flows from operating activities</b>			
Rental income from investment properties (inclusive of goods and services tax)		150,668	141,459
Payments to suppliers and employees (inclusive of goods and services tax)		(21,163)	(16,862)
		<b>129,505</b>	<b>124,597</b>
Interest received		843	800
Interest paid		(37,528)	(28,157)
Income taxes paid		(558)	-
<b>Net cash inflow from operating activities</b>	<b>13</b>	<b>92,262</b>	<b>97,240</b>
<b>Cash flows from investing activities</b>			
Payments for acquisition of investment properties		(138,365)	(95,806)
Deposits paid for property acquisitions		-	(8,200)
<b>Net cash outflow from investing activities</b>		<b>(138,365)</b>	<b>(104,006)</b>
<b>Cash flows from financing activities</b>			
Proceeds of equity issue (net of costs)		-	80,614
Proceeds from borrowings		163,432	10,000
Repayments of borrowings		(50,000)	(10,000)
Distributions paid to security holders	<b>11</b>	(98,630)	(84,339)
<b>Net cash inflow/(outflow) from financing activities</b>		<b>14,802</b>	<b>(3,725)</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(31,301)</b>	<b>(10,491)</b>
Cash and cash equivalents at beginning of the year		43,631	54,122
<b>Cash and cash equivalents at end of the year</b>	<b>6</b>	<b>12,330</b>	<b>43,631</b>

*The above consolidated statement of cash flows should be read in conjunction with accompanying notes.*

**VIVA ENERGY REIT  
31 DECEMBER 2018 FINANCIAL REPORT**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**1. CORPORATE STRUCTURE AND GENERAL INFORMATION**

These consolidated financial statements cover Viva Energy REIT ('Group'). Viva Energy REIT is listed on the Australian Securities Exchange ('ASX') (code: VVR) and registered and domiciled in Australia.

Viva Energy REIT is a stapled group consisting of the Company and the Trust and their wholly owned entities. The Trust indirectly owns the investment property portfolio through its 100% ownership of the trusts which own the investment properties and receive rent under leases. The Company directly owns all of the shares in VER Limited ('Responsible Entity').

These consolidated financial statements contain the results of the Group for the year ended 31 December 2018. The comparative period shown is for the year ended 31 December 2017.

The financial statements were authorised for issue by the directors on 21 February 2019. The directors have the power to amend and reissue the financial statements.

**(a) Basis of preparation**

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001*. Viva Energy REIT is a for-profit entity for the purpose of preparing the financial statements.

The financial report has been prepared on an accruals and historical cost basis except for investment properties and derivative financial instruments which are measured at fair value. Cost is based on the fair value of consideration given in exchange for assets.

The consolidated financial statements of the Group are prepared and presented in Australian dollars (the presentation currency).

The accounting policies adopted are consistent with those of the previous financial period.

**(b) Going concern**

As at 31 December 2018, the Group had a net current asset deficiency of \$45.3 million. This deficiency is due to working capital management with the Group, and the difference in timing of drawdowns from the Group's debt facilities and the timing of payments for investment property acquisitions. The Group has \$104.0 million of unused debt facilities at 31 December 2018, which can be drawn upon to fund the Group's cashflow requirements.

After taking into account all available information, the directors have concluded that there are reasonable grounds to believe:

- The Group will be able to pay its debts as and when they fall due; and
- The basis of preparation of the financial report on a going concern basis is appropriate.

**(c) Compliance with International Financial Reporting Standards**

The consolidated financial statements of the Group also comply with International Financial Reporting Standards ('IFRS') as issued by the International Accounting Standards Board ('IASB').

# VIVA ENERGY REIT

## 31 DECEMBER 2018 FINANCIAL REPORT

### (d) New and amended standards adopted by the Group

The Group has applied the following standards and amendments for the first time for the reporting period commencing 1 January 2018:

- AASB 9 *Financial Instruments* (and subsequent amendments); and
- AASB 15 *Revenue from Contracts with Customers*.

The adoption of these standards and amendments did not result in any adjustments to the values included in the 31 December 2018 financial statements. The disclosure requirements of the above standards and amendments have been incorporated into this financial report.

### (e) Critical accounting estimates and judgements

The Group makes estimates and judgements that affect the reported amounts of assets and liabilities. Estimates are continually evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Estimates and judgements which are material to the financial report are found in the following notes:

- Investment properties – note 7; and
- Derivative financial instruments – note 9

## 2. SEGMENT INFORMATION

Viva Energy REIT has one business and geographic segment because it has only invested in service station properties within Australia.

## 3. FINANCE COSTS

	2018 \$'000	2017 \$'000
Interest paid or payable	30,401	28,379
Amortisation of borrowing costs	1,152	1,610
Write-off of loan establishment costs due to refinancing	2,939	-
<b>Total finance costs</b>	<b>34,492</b>	<b>29,989</b>

### Accounting policy – Finance costs

Finance costs include interest expense on debt financing arrangements, settlement of interest rate swaps and amortisation of upfront borrowing costs incurred in connection with the arrangement of borrowings available to the Group.

## 4. INCOME TAX EXPENSE

Under current Australian income tax legislation, Viva Energy REIT Trust is not liable for Australian income tax, on the basis that the security holders are generally liable for tax on the net income of the Trust on an attribution basis.



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**31 DECEMBER 2018 FINANCIAL REPORT**

	2018 \$'000	2017 \$'000
<b>Numerical reconciliation of income tax (benefit) / expense to prima facie tax payable</b>		
Profit from continuing operations before income tax (benefit) / expense	167,182	170,497
Tax expense at the Australian tax rate of 30% (2017: 30%)	(50,155)	(51,149)
Profit attributable to entities not subject to tax	50,229	50,415
Movement in deferred tax assets recognised	(74)	734
Adjustments to tax of prior period	(106)	-
<b>Income tax expense</b>	<b>(106)</b>	<b>-</b>

**Accounting policy – Income tax expense**

**Trusts**

The Trust is treated as a 'flow-through' entity for Australian income tax purposes such that the net income of the Trust is taxable in the hands of unitholders. Accordingly, no allowance for income tax in relation to the Trust has been made.

**Companies**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity respectively.

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**5. EARNINGS PER SECURITY**

	<b>2018 Cents</b>	<b>2017 Cents</b>
Basic earnings per security	21.34	23.08
Diluted earnings per security	21.34	23.08
	<b>2018 Number of securities '000</b>	<b>2017 Number of securities '000</b>
Weighted average number of stapled securities used as the denominator in calculating basic earnings per security	725,750	708,320
Weighted average number of stapled securities used as the denominator in calculating diluted earnings per security	725,750	708,320

**Accounting policy – Earnings per security**

*(i) Basic earnings per security*

Basic earnings per security is calculated by dividing:

- the profit for the period attributable to the security holders, excluding any costs of servicing equity other than ordinary securities; by
- the weighted average number of ordinary securities outstanding during the financial period.

*(ii) Diluted earnings per security*

Diluted earnings per security adjust the figures used in the determination of basic earnings per security to take into account:

- the effect of interest and other financial costs associated with potential ordinary securities; and
- the weighted average number of additional ordinary securities that would have been outstanding assuming the conversion of all potential ordinary securities.

**6. CASH AND CASH EQUIVALENTS**

	<b>31 December 2018 \$'000</b>	<b>31 December 2017 \$'000</b>
Cash at bank	12,330	43,631
<b>Total cash and cash equivalents</b>	<b>12,330</b>	<b>43,631</b>

The cash and cash equivalents disclosed above and in the consolidated statement of cash flows include \$5.5 million held in bank accounts as restricted cash. These restricted cash deposits are maintained to satisfy the regulatory requirements of the Responsible Entity's Australian Financial Services Licence ('AFSL').

**Accounting policy – Cash and cash equivalents**

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, and other short-

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term, highly liquid investments with original maturities of three months or less from the date of acquisition that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**7. INVESTMENT PROPERTIES**

**(a) Valuations and carrying amounts**

	<b>31 December 2018 \$'000</b>	<b>31 December 2017 \$'000</b>
Service station properties	2,496,128	2,280,967
<b>Total investment properties</b>	<b>2,496,128</b>	<b>2,280,967</b>

Independent valuations were performed on 150 investment properties during the year ended 31 December 2018. The directors have reviewed these valuations and determined they are appropriate to adopt as at 31 December 2018.

For investment properties not independently valued during the year, directors' valuations have been performed. These properties were most recently independently valued effective 7 July 2016 or 31 December 2017.

The key inputs into valuations are:

- passing rent;
- market rents;
- capitalisation rates; and
- lease terms.

The key inputs into the valuation are based on market information for comparable properties. The independent valuers have experience in valuing similar assets and have access to market evidence to support their conclusions. Comparable assets are considered to be those in similar markets, of similar scale and condition and with similar lease terms to the subject property.

	<b>31 December 2018</b>	<b>31 December 2017</b>
Key assumptions		
Weighted average capitalisation rate	5.81%	5.80%
Weighted average passing yield	5.81%	5.80%

Investment properties have been classified as level 3 in the fair value hierarchy (refer to note 14(e)). There have been no transfers between the levels in the fair value hierarchy during the period.

**(b) Movements during the financial period**

	<b>2018 \$'000</b>	<b>2017 \$'000</b>
<b>At fair value</b>		
Opening balance	2,280,967	2,104,820
Property acquisitions and capital expenditure	145,741	98,995
Straight-line rental asset	25,863	28,984
Net revaluation of investment properties	43,557	48,168
<b>Closing balance</b>	<b>2,496,128</b>	<b>2,280,967</b>



**VIVA ENERGY REIT**  
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**(c) Amounts recognised in profit or loss for investment properties**

	2018 \$'000	2017 \$'000
Rental income	136,834	127,901
Other rental income (recognised on a straight-line basis)	25,863	28,984
Net revaluation of investment properties	43,557	48,168

**(d) Leasing arrangements**

Investment properties are leased to Viva Energy Australia Pty Limited (95% of rental income), other fuel operators (4% of rental income) and various convenience or fast food stores (1% of rental income) under long-term operating leases.

Minimum lease receivables under non-cancellable operating leases of investment properties not recognised in the financial statements are receivable as follows:

	31 December 2018 \$'000	31 December 2017 \$'000
Within one year	147,385	134,197
Later than one year but not later than five years	627,714	573,119
Later than five years	1,461,644	1,537,901
<b>Total</b>	<b>2,236,743</b>	<b>2,245,217</b>

**Accounting policy – Investment properties**

The Group carries its investment properties at fair value with changes in the fair values recognised in the consolidated statement of profit or loss. The fair value of investment property is determined based on real estate valuation experts using recognised valuation techniques and the principles of IFRS 13 Fair Value Measurement.

The fair value of the properties is reviewed by the directors at each reporting date. The directors' assessment of fair value is periodically assessed by engaging an independent valuer to assess the fair value of individual properties at least once every three consecutive years with at least one-third of the properties within the portfolio being independently valued on an annual rolling basis. Valuations may occur more frequently if there is reason to believe that the fair value of a property has materially changed from its carrying value (e.g. as a result of changes in market conditions, leasing activity in relation to the property or capital expenditure).

Valuations are derived from a number of factors that may include a direct comparison between the subject property and a range of comparable sales, the present value of net future cash flow projections based on reliable estimates of future cash flows, existing lease contracts, external evidence such as current market rents for similar properties, and using capitalisation rates and discount rates that reflect current market assessments of the uncertainty in the amount and timing of cash flows.

**Key estimate – Valuation of investment properties**

All of Viva Energy REIT's properties are treated as investment properties for the purpose of financial reporting. Under Australian Accounting Standards, investment property buildings and improvements are not depreciated over time. Instead, investment properties are initially valued



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at cost, including transaction costs, and then at the end of each accounting period the carrying values are restated at their fair value at the time. Gains and losses arising from changes in the fair value of investment properties are recognised as a non-cash gain or loss in the statutory net profit in the accounting period in which they arise. As a result of this accounting policy, changes in the fair value of Viva Energy REIT's investment properties may have a significant impact on its reported statutory net profit in any given period.

At the end of each reporting period, the directors assess the carrying value of Viva Energy REIT's investment properties, and where the carrying value differs materially from the assessed fair value an adjustment is made to the carrying value of such investment properties.

**8. BORROWINGS**

	31 December 2018 \$'000	31 December 2017 \$'000
<b>Non-current liabilities</b>		
Syndicated facility	767,687	736,687
Bilateral facility	25,000	-
Institutional term loans	60,000	-
<b>Sub-total</b>	<b>852,687</b>	<b>736,687</b>
Unamortised borrowing costs	(3,368)	(3,734)
<b>Total unsecured borrowings</b>	<b>849,319</b>	<b>732,953</b>
<b>Total facilities available</b>	<b>956,687</b>	<b>896,687</b>

**Debt facility overview**

All facilities are denominated in Australian dollars, and are interest only facilities with any drawn balances payable at maturity.

The weighted average tenure of the drawn facilities as at 31 December 2018 was 4.0 years (31 December 2017: 2.6 years), and maturity dates range from 3 June 2021 to 6 September 2028.

The interest rate applying to the drawn amount of the facilities is set on a periodic basis (each three or six months) at the prevailing market interest rate at the commencement of the period (bank bill swap rate), plus the applicable margin.

Subject to compliance with the Group's financial covenants, the undrawn amount of the debt facilities may be drawn at any time. The covenants over the Group's debt facilities require an interest cover ratio of not less than 2.0 times (actual at 31 December 2018 of 5.3 times) and a gearing ratio of not more than 50% (actual at 31 December 2018 of 36.2%). The Group was in compliance with its covenants throughout the period.

During the year, the Group refinanced its syndicated facility with a facility limit of \$836.7 million and executed two institutional long-term loans totalling \$60.0 million. The institutional term loans were drawn in full and the syndicated facility in part, during the financial year.

During December 2018, the Group extended the bilateral facility by \$40.0 million to \$100.0 million and executed a club facility with three banks for \$100.0 million. These facilities will be available to draw once certain contractual requirements are met. These contractual requirements are administrative in nature and will be satisfied in the ordinary course of business during the first half of the Group's 2019 financial year.

**Accounting policy – Borrowings**

Borrowings are initially recognised at fair value and subsequently measured at amortised cost using the effective interest rate method. Under the effective interest rate method, any transaction

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fees, costs, discounts and premiums directly related to borrowings are recognised in the profit and loss over the expected life of the borrowings. Borrowings are removed from the consolidated balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

Borrowings with maturities greater than 12 months after reporting date are classified as non-current liabilities.

## 9. DERIVATIVE FINANCIAL INSTRUMENTS

The Group has the following derivative financial instruments:

	31 December 2018 \$'000	31 December 2017 \$'000
<b>Current assets</b>		
Interest rate swaps – cash flow hedges	882	-
<b>Non-current assets</b>		
Interest rate swaps – cash flow hedges	-	5,363
	<b>882</b>	<b>5,363</b>
<b>Non-current liabilities</b>		
Interest rate swaps – cash flow hedges	7,741	-
	<b>7,741</b>	<b>-</b>

The Group has entered into interest rate swap contracts under which it receives interest at variable rates and pays interest at fixed rates to protect interest-bearing liabilities from exposure to changes in interest rates. Periodic swap settlements match the period for which interest is payable on the underlying debt.

Swaps currently in place cover 93.4% of the facility principal outstanding. The weighted average fixed interest swap rate at 31 December 2018 was 2.3% per annum, and the weighted average term was 3.8 years.

The notional principal amounts and periods of expiry of the interest rate swap contracts are as follows:

	31 December 2018 \$'000	31 December 2017 \$'000
Less than 1 year	368,343	-
1 to 2 years	-	368,343
2 to 3 years	368,344	-
3 to 4 years	110,000	368,344
4 to 5 years	258,000	-
5 to 6 years	-	-
6 to 7 years	-	-
7 to 8 years	40,000	-
8 to 9 years	-	-
9 to 10 years	20,000	-
	<b>1,164,687</b>	<b>736,687</b>

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**Accounting policy – Derivative financial instruments**

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as either:

- hedges of the fair value of recognised assets or liabilities or a firm commitment (fair value hedges); or
- hedges of a particular risk associated with the cash flows of recognised assets and liabilities and highly probable forecast transactions (cash flow hedges).

The Group documents at the inception of the hedging transaction the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions have been and will continue to be highly effective in offsetting changes in fair values or cash flows of hedged items.

**(a) Cash flow hedges**

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated in reserves in equity. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss within other income or other expense.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss (for instance when the forecast sale that is hedged takes place). The gain or loss relating to the effective portion of interest rate swaps hedging variable rate borrowings is recognised in profit or loss within finance costs.

When a hedging instrument expires or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately reclassified to profit or loss.

**(b) Derivatives that do not qualify for hedge accounting**

Certain derivative instruments do not qualify for hedge accounting. Changes in the fair value of any derivative instrument that does not qualify for hedge accounting are recognised immediately in profit or loss and are included in other income or other expenses.

**Key estimate – Valuation of derivative financial instruments**

The Group's financial instruments are over-the-counter derivatives for which there are no quoted market prices. Valuation techniques (including, pricing models which estimate the present value of estimated future cash flows based on observable yield curves) are used to determine fair values. These pricing models are validated and periodically reviewed by experienced personnel of the Responsible Entity and the relevant instrument's counterparty.

Models use observable data, to the extent practicable. However, areas such as credit risk (both own and counterparty), volatilities and correlations require management to make estimates. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

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**10. CONTRIBUTED EQUITY**

**(a) Securities**

	31 December 2018		31 December 2017	
	Number of securities '000	\$'000	Number of securities '000	\$'000
<b>Ordinary securities</b>				
Fully paid	725,750	1,496,958	725,750	1,496,958

**(b) Movement in ordinary securities**

		Number of securities '000	\$'000
1 January 2017	Opening balance	690,152	1,416,344
28 June 2017	Issue of securities under institutional placement	34,632	80,000
28 June 2017	Equity raising costs	-	(1,618)
24 July 2017	Issue of securities under Securities Purchase Plan	966	2,232
<b>31 December 2017</b>		<b>725,750</b>	<b>1,496,958</b>
<b>31 December 2018</b>		<b>725,750</b>	<b>1,496,958</b>

**Accounting policy – Contributed equity**

Ordinary securities are classified as equity. Incremental costs directly attributable to the issue of new securities are shown in equity as a deduction, net of tax, from the proceeds.

**11. DISTRIBUTIONS TO SECURITY HOLDERS**

	2018 \$'000	2017 \$'000
Final distribution for the year ended 31 December 2017 – 6.60 cents per security	47,899	-
Interim distribution for the half year ended 30 June 2018 – 6.99 cents per security	50,731	-
Final distribution for the period ended 31 December 2016 – 5.28 cents per security	-	36,440
Interim distribution for the half year ended 30 June 2017 – 6.60 cents per security	-	47,899
<b>Total distributions paid</b>	<b>98,630</b>	<b>84,339</b>
Estimated final distribution for the year ended 31 December 2018 – 7.03 cents per security – announced on 17 December 2018 to be paid on 28 February 2019	51,020	-
<b>Total distributions provided for or paid</b>	<b>149,650</b>	<b>84,339</b>



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Other than the above, no distributions to security holders were declared or paid during the financial year.

**Accounting policy – Distributions to security holders**

The Group distributes net operating profit, being net profit adjusted to remove transaction costs and non-cash items, including straight-lining of rental income, the amortisation of debt establishment fees and any fair value adjustment to investment properties and derivatives. A provision is made for any distribution amount declared but not distributed, being appropriately disclosed and no longer at the discretion of the entity, on or before the reporting date. When declared, the distributions are recognised within the consolidated balance sheet and consolidated statement of changes in equity as a reduction in equity.

**12. NON-CONTROLLING INTERESTS**

The financial statements reflect the consolidation of Viva Energy REIT. For financial reporting purposes, one entity in the stapled group must be identified as the acquirer or parent entity of the others. The Company has been identified as the acquirer of the Trust, resulting in the Trust being disclosed as non-controlling interests.

	<b>2018</b>	<b>2017</b>
	<b>\$'000</b>	<b>\$'000</b>
Opening balance	1,587,950	1,430,892
Contributions of equity, net of transaction costs	-	80,358
Profit for the year	167,429	168,049
Effective portion of changes in fair value of cash flow hedges	(12,222)	(7,010)
Distributions paid or provided for	(149,650)	(84,339)
<b>Closing balance</b>	<b>1,593,507</b>	<b>1,587,950</b>

**13. CASH FLOW INFORMATION**

**(a) Reconciliation of net profit after income tax to net cash inflow from operating activities**

	<b>2018</b>	<b>2017</b>
	<b>\$'000</b>	<b>\$'000</b>
Profit for the year	167,076	170,497
Amortisation of borrowing costs	4,091	1,610
Net revaluation of investment properties	(43,557)	(48,168)
Impact of straight-line lease adjustment on fair value of investment properties	-	-
Straight-line adjusting on rental income	(25,863)	(28,984)
<b>Change in operating assets and liabilities</b>		
Decrease/(increase) in other current assets	539	657
Increase/(decrease) in trade and other payables	(2,831)	1,406
Increase/(decrease) in interest payable	(7,193)	222
<b>Net cash inflow from operating activities</b>	<b>92,262</b>	<b>97,240</b>

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**(b) Non-cash investing and financing activities**

	2018 \$'000	2017 \$'000
Loan establishment costs netted off against borrowings drawn down	2,568	-
<b>Total non-cash financing and investing activities</b>	<b>2,568</b>	<b>-</b>

**(c) Net debt reconciliation**

	Cash and cash equivalents \$'000	Borrowings due within 1 year \$'000	Borrowings due after 1 year \$'000	Total \$'000
<b>Net debt at 1 January 2017</b>	54,122	-	736,687	682,565
Cash flows	(10,491)	-	-	(10,491)
Other non-cash movements	-	-	-	-
<b>Net debt at 31 December 2017</b>	<b>43,631</b>	<b>-</b>	<b>736,687</b>	<b>693,056</b>
Cash flows	(31,301)	-	116,000	147,301
Other non-cash movements	-	-	-	-
<b>Net debt at 31 December 2018</b>	<b>12,330</b>	<b>-</b>	<b>852,687</b>	<b>840,357</b>

**14. FINANCIAL RISK MANAGEMENT**

The Group's investing activities expose it to various types of risk that are associated with the financial instruments and markets in which it invests. The most important types of financial risk which the Group is exposed to are market risk, cash flow and fair value interest rate risk, credit risk and liquidity risk. The exposure to each of these risks, as well as the Group's policies and processes for managing these risks are described below.

**(a) Market risk**

Market risk embodies the potential for both loss and gains and includes interest rate risk and price risk.

*Cash flow and fair value interest rate risk*

The Group's cash and cash equivalents, floating rate borrowings and interest rate swaps expose it to a risk of change in the fair value or future cash flows due to changes in interest rates.

The Group economically hedges some or all of its exposure to changes in interest rates on variable rate borrowings by using floating-to-fixed interest rate swaps. By hedging against changes in interest rates, the Group has limited its exposure to changes in interest rates on its cash flows. The portion that is hedged is set by the directors and is influenced by the hedging requirements set out in the Group's debt facility documents, its hedging policy and the market outlook.

The Group ensures the tenor of individual swaps does not exceed the expected life of assets.

The Group's exposure to interest rate risk at reporting date, including its sensitivity to changes in market interest rates that were reasonably possible, is as follows:

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	31 December 2018 \$'000	31 December 2017 \$'000
<b>Financial assets</b>		
Cash and cash equivalents	12,330	43,631
Derivative financial instruments (notional principal amount)		
- Fixed interest rate swaps	796,687	736,687
<b>Financial liabilities</b>		
Interest-bearing liabilities – floating rate interest	852,687	736,687
<b>Net exposure</b>	<b>(43,670)</b>	<b>43,631</b>

Sensitivity of profit or loss to movements in market interest rates:

	2018 \$'000	2017 \$'000
Market interest rate increased by 100 basis points	(437)	436
Market interest rate decreased by 100 basis points	437	(436)

**Instruments with fair value risk**

*Derivative financial instruments*

Sensitivity of profit and loss to movements in  
market interest rates for financial instrument  
with fair value risk:

Market interest rate increased by 100 basis points	-	-
Market interest rate decreased by 100 basis points	-	-

The interest rate range for sensitivity purposes has been determined using the assumption that interest rates changed by +/- 100 basis points from year-end rates with all other variables held constant. In determining the impact of an increase/decrease in equity for security holders arising from market risk, the Group has considered prior period and expected future movements of the portfolio information in order to determine a reasonably possible shift in assumptions.

As the derivative financial instruments are designated as cash flow hedges, the impact of a market interest rate change flows through Other Comprehensive Income.

*Investment property valuation risk*

The Group's investment properties expose it to a risk of change in the fair value due to changes in market capitalization rates of such investment properties. Investment properties of the type owned by the Group are generally valued on a capitalization of income basis.

	2018 \$'000	2017 \$'000
<i>Investment properties</i>		
Sensitivity of profit and loss to movements in market capitalization rates:		
Market capitalization rates decreases by 25 basis points	112,310	101,397
Market capitalization rates increases by 25 basis points	(103,038)	(93,118)



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The impacts on carrying values as shown above for the noted movement in capitalisation rates would impact the statutory net profit and balance sheet, but there is no impact on Distributable Income as the unrealized movement in carrying value of investment properties is excluded from the Distributable Income calculation.

### (b) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge its obligation and cause the other party to incur a financial loss.

The Group's maximum credit risk exposure at balance date in relation to each class of recognised financial asset, other than equity and derivative financial instruments, is the carrying amount of those assets as indicated in the consolidated balance sheet. This does not represent the maximum risk exposure that could arise in the future as a result of changes in values, but best represents the current maximum exposure at reporting date.

	31 December 2018 \$'000	31 December 2017 \$'000
<b>Cash at bank</b>	<b>12,330</b>	<b>43,631</b>

#### *Maximum exposure to credit risk*

The Group manages credit risk and the losses which could arise from default by ensuring that parties to contractual arrangements are of an appropriate credit rating, or do not show a history of defaults. Financial assets such as cash at bank and interest rate swaps are held with high credit quality financial institutions.

All receivables are monitored by the Group. If any amounts owing are overdue, these are followed up and, if necessary, allowances are made for debts that are doubtful.

At the end of the reporting period, there were no issues with the credit quality of financial assets that were either past due or impaired, and all amounts are expected to be received in full.

### (c) Liquidity risk

Liquidity risk is the risk that the Group may not be able to generate sufficient cash resources to settle its obligations in full as they fall due or can only do so on terms that are materially disadvantageous.

The Group monitors its exposure to liquidity risk by ensuring that there is sufficient cash on hand as required or debt funding available to meet the contractual obligations of financial liabilities as they fall due. The Group sets budgets to monitor cash flows.

The weighted average debt maturity is 4.0 years, and the weighted average lease expiry is 12.6 years.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period as at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.



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31 December 2018	Less than 12 months	Between 1 and 2 years	Over 2 years	Total contractual cash flows	Carrying amount liabilities
	\$'000	\$'000	\$'000	\$'000	\$'000
Trade and other payables	4,403	-	-	4,403	4,403
Variable rate borrowings	33,320	57,818	896,270	987,408	856,553
<b>Contractual cash flows (excluding gross settled derivatives)</b>	<b>37,723</b>	<b>57,818</b>	<b>896,270</b>	<b>991,811</b>	<b>860,956</b>
31 December 2017	Less than 12 months	Between 1 and 2 years	Over 2 years	Total contractual cash flows	Carrying amount liabilities
	\$'000	\$'000	\$'000	\$'000	\$'000
Trade and other payables	4,662	-	-	4,662	4,662
Variable rate borrowings	27,382	390,571	391,263	809,216	747,746
<b>Contractual cash flows (excluding gross settled derivatives)</b>	<b>32,044</b>	<b>390,571</b>	<b>391,263</b>	<b>813,878</b>	<b>752,408</b>

**(d) Capital risk management**

The Group aims to invest to meet the Group's investment objectives while maintaining sufficient liquidity to meet its commitments. The Group regularly reviews performance, including asset allocation strategies, investment and operational management strategies, investment opportunities and risk management.

In order to maintain an appropriate capital structure, the Group may adjust the amount of distributions paid to security holders, return capital to security holders, issue new securities, sell or buy assets or reduce or raise debt.

The Group monitors capital through the analysis of a number of financial ratios, including the gearing ratio.

	31 December 2018 \$'000	31 December 2017 \$'000
Total liabilities (excluding derivative financial instruments)	908,608	748,674
Total assets (excluding derivative financial instruments)	2,510,126	2,332,766
<b>Gearing ratio</b>	<b>36.2%</b>	<b>32.1%</b>

**(e) Fair value hierarchy**

*(i) Classification of financial assets and financial liabilities*

AASB 13 *Fair Value Measurement* requires disclosure of fair value measurements by level of fair value hierarchy. The fair value hierarchy has the following levels:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2); and

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- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability.

The determination of what constitutes observable requires significant judgement by the directors. The directors consider observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

The following table presents the Group's financial assets and liabilities (by class) measured at fair value according to the fair value hierarchy at 31 December 2018 on a recurring basis:

31 December 2018	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Investment properties	-	-	2,496,128	2,496,128
Interest rate swaps	-	(6,859)	-	(6,859)
<b>Total</b>	<b>-</b>	<b>(6,859)</b>	<b>2,496,128</b>	<b>2,489,269</b>

31 December 2017	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Investment properties	-	-	2,280,967	2,280,967
Interest rate swaps	-	5,363	-	5,363
<b>Total</b>	<b>-</b>	<b>5,363</b>	<b>2,280,967</b>	<b>2,286,330</b>

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period. There were no transfers between levels during the period.

The Group did not measure any financial assets or financial liabilities at fair value on a non-recurring basis as at 31 December 2018.

*(ii) Valuation techniques used to derive level 2 and level 3 values*

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves, taking into account any material credit risk.

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**(f) Investment risk**

*(i) Tenant concentration risk, financial standing and sector concentration risk*

Viva Energy REIT's rental income is 95% derived from leases with Viva Energy Australia Pty Limited (Viva Energy Australia). Therefore, Viva Energy REIT depends on this tenant meeting its financial obligations to pay rent under the leases. If Viva Energy Australia fails to pay rent on time and/or becomes insolvent, Viva Energy REIT's financial condition and the price of its stapled securities would be materially affected. It would be likely to also affect the going concern of the Group.

Termination of Viva Energy Australia's right to use Shell branding could adversely affect Viva Energy Australia's ability to meet its rental obligations and therefore the value of Viva Energy REIT's portfolio of investment properties and its ability to service and/or obtain financing.

Furthermore, a material decline in the profitability of Viva Energy Australia's business could affect the perceived stability of the rental income of Viva Energy REIT and may affect Viva Energy REIT's ability to obtain financing on acceptable terms, and lead to lower market rents when renewal options are exercised and a decline in the values of Viva Energy REIT's investment properties.

*(ii) Investment property value*

The value of the Group's portfolio of investment properties may be adversely affected by a number of other factors, including a number of factors outside the control of the Group, such as supply and demand for service station properties, fuel volume throughput of the properties, general property market conditions, the availability of credit, the ability to attract and implement economically viable rental arrangements, Viva Energy Australia's financial condition deteriorating or occupiers not extending the term of leases, re-leasing of properties, capitalisation rates and general economic factors such as the level of inflation and interest rates. The valuation of properties may fall. As changes in valuations are recorded on the statutory net profit statement, any decreases in value will have a negative impact on the statutory net profit statement and in turn the market price of the Group's securities may fall.

*(iii) Environmental risk*

As Viva Energy Australia is the lessee of the majority of the Group's properties, the Group depends on Viva Energy Australia to perform its obligations under the environmental indemnification arrangements in relation to those sites. If Viva Energy Australia was to fail to meet its obligations under these arrangements (including due to its insolvency), Viva Energy REIT may incur significant costs to rectify contamination on (and in respect of) its properties.

*(iv) Debt agreement and refinancing risk*

The Group has outstanding debt facilities. General economic and business conditions that impact the debt or equity markets could impact the Group's ability to refinance its debt facilities when required. This indebtedness may result in the Group being subject to increased interest rate margins and covenants restricting its ability to engage in certain types of activities or to pay distributions to unitholders, if the debt covenants are breached.

The directors regularly monitor the debt facility covenants to ensure compliance and consider the refinancing options and timing available to the Group.

*(v) AFSL compliance risk*

The Group is exposed to the risk of having inadequate capital and liquidity. VER Limited, a subsidiary of Viva Energy REIT Limited, holds an Australian Financial Services Licence ('AFSL') and acts as a responsible entity for the Group's managed investment scheme. The AFSL requires minimum levels of net tangible assets, liquid assets, cash reserves and liquidity, which may restrict the Group in paying distributions that would breach these requirements. On a quarterly basis, the directors review and monitor VER Limited's balance sheet to ensure compliance with its AFSL requirements.

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(vi) *Excessive reliance on the Manager and its personnel*

Viva Energy REIT is managed by VER Manager Pty Limited ('Manager'), which is a subsidiary of Viva Energy Australia.

Viva Energy REIT does not have employees (other than directors) and consequently is reliant on the expertise and experience of the key executives of Viva Energy Australia made available to the Manager which provides the services to Viva Energy REIT under the Management Agreement. As a consequence, loss of such key personnel could potentially have an adverse impact on the management and the financial performance of Viva Energy REIT and in turn may affect the returns to security holders.

### 15. INVESTMENTS IN SUBSIDIARIES

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries of the Company and the Trust:

Name	Percentage of equity interest held by the Group	
	2018	2017
	%	%
<b>Controlled by the Company</b>		
VER Limited	100	100
VER Custodian Pty Limited	100	100
<b>Controlled by the Trust</b>		
VER Trust	100	100
VER Finco Pty Limited	100	100
66 McNulty Street Miles Queensland Trust <sup>(1)</sup>	100	-
555-557 Albany Highway Albany Western Australia Trust <sup>(1)</sup>	100	-
47 Eric Road Old Noarlunga South Australia Trust <sup>(3)</sup>	100	-
127 Youngman Street Kingaroy Queensland Trust <sup>(2)</sup>	100	-
73-75 Chrystal Street Roma Queensland Trust <sup>(2)</sup>	100	-
199-205 Charters Towers Road Townsville Queensland Trust <sup>(3)</sup>	100	-
341 Sand Road Longwarry Victoria Trust <sup>(1)</sup>	100	-
290 Sand Road Longwarry Victoria Trust <sup>(1)</sup>	100	-
6776 Cunningham Highway Aratula Queensland Trust <sup>(1)</sup>	100	-
80 Alfred Street Warragul Victoria Trust <sup>(4)</sup>	100	-

<sup>(1)</sup> Trust formed on 16 July 2018.

<sup>(2)</sup> Trust formed on 20 July 2018.

<sup>(3)</sup> Trust formed on 20 August 2018.

<sup>(4)</sup> Trust formed on 12 October 2018.

All companies and trusts were incorporated or settled in Australia. The trusts formed during the year ended 31 December 2018 were formed by the Group and own investment properties.



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## 16. COMMITMENTS AND CONTINGENCIES

### Capital expenditure commitments

	31 December 2018 \$'000	31 December 2017 \$'000
Within one year	12,500	23,000
After one year but not more than five year	-	-
	<b>12,500</b>	<b>23,000</b>

At 31 December 2018, the Group has entered into contracts for the purchase of one investment property for \$2.5 million. Settlement of this property occurred on 5 February 2019. Further, the Group has committed to capital improvements on three properties for an aggregate of \$10.0 million.

Other than that noted above, there are no material outstanding contingent assets, liabilities or commitments as at 31 December 2018.

## 17. EVENTS OCCURRING AFTER THE REPORTING PERIOD

Subsequent to the end of the financial year:

- The directors have announced the payment of a final distribution for the year ended 31 December 2018 of \$51.0 million which will be paid on 28 February 2019;
- One investment property with a purchase price of \$2.5 million which was contracted before 31 December 2018 has been settled on 5 February 2019;
- The contractual requirements relating to the extension of the bilateral facility by \$40.0m to \$100.0 million have been satisfied and funds were partially drawn down on 5 February 2019.
- The Group has restructured interest rate swaps with a notional principal of \$368.0m via a payment of \$9.2 million to take advantage of lower current interest rates.
- The Group has updated its target gearing range to be 30% to 45%.
- The Group has, contemporaneously with the release of this report, announced an equity raising to raise \$100.0 million from institutional investors and a Securities Purchase Plan to raise up to \$10.0 million.

No other matter or circumstance has arisen since 31 December 2018 that has significantly affected, or may significantly affect:

- the operations of the Group in future financial years;
- the results of those operations in future financial years; or
- the state of affairs of the Group in future financial years.

## 18. RELATED PARTY INFORMATION

### (a) Parent entity

The Company has been assessed as the parent entity of the Group; the security holders' interests in the Trust are included in equity as non-controlling interests relating to the stapled entity.

### (b) Subsidiaries

Interests in subsidiaries are set out in note 15.

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**(c) Key management personnel compensation**

Detailed remuneration disclosures are provided in the remuneration report on pages 10 to 12.

**(d) Stapled group**

Viva Energy REIT is a stapled group consisting of the Company and the Trust and their wholly owned entities. The Trust indirectly owns the investment property portfolio through its 100% ownership of the trusts which own the investment properties and receive rent under operating leases. The Company directly owns all of the shares in VER Limited ('Responsible Entity'). Each stapled security consists of one share in the Company and one unit in the Trust.

**(e) Transactions with related parties**

	2018 \$'000	2017 \$'000
<b>The following transactions occurred with related parties:</b>		
Rental income received from Viva Energy Australia Pty Limited and its associated entities	135,790	126,194
Reimbursement of costs incurred by VER Manager Pty Limited in relation to managing the Group	2,293	3,274
Purchase of investment properties from an associated entity of Viva Energy Australia Pty Limited (Liberty Oil Holdings Pty Limited and its controlled entities)	25,000	11,850
<b>Amounts payable:</b>		
Amounts payable to VER Manager Pty Limited at the end of the period	222	831

Viva Energy REIT has acquired investment properties during the year ended 31 December 2018 by the assignment to Viva Energy REIT of a purchase right which was held by Viva Energy Australia Pty Limited. No fees were paid nor are payable by Viva Energy REIT for this assignment of the purchase right. The purchase right allows for purchase of each investment property at equal to the best third party offer received by the previous owner.

**19. REMUNERATION OF AUDITORS**

During the period the following fees were paid or payable for services provided by the auditor of the parent entity and its related practices.

	2018 \$	2017 \$
<b>PricewaterhouseCoopers Australia</b>		
Audit and review of financial statements	146,625	155,000
Other assurance services:		
Audit of compliance plan	10,250	10,000
Audit of AFSL	5,125	5,000
<b>Total remuneration for audit and other assurance services</b>	<b>162,000</b>	<b>170,000</b>
Tax compliance and consulting services on income taxation, GST and stamp duty	114,444	60,000
<b>Total remuneration for taxation services</b>	<b>114,444</b>	<b>60,000</b>
<b>Total remuneration of auditors</b>	<b>276,444</b>	<b>230,000</b>



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**20. PARENT ENTITY FINANCIAL INFORMATION**

The individual financial statements for the parent entity, Viva Energy REIT Limited, show the following aggregate amounts:

	2018 \$'000	2017 \$'000
<b>Balance sheet</b>		
Current assets	14,533	10,613
Non-current assets	5,700	6,017
Total assets	20,233	16,630
Current liabilities	18,939	15,230
Total liabilities	18,939	15,230
Shareholders' equity		
Contributed equity	2,542	2,542
Accumulated losses	(1,248)	(1,142)
<b>Total equity</b>	<b>1,294</b>	<b>1,400</b>
Profit (loss) for the year	(106)	517
<b>Total comprehensive income/(loss) for the year</b>	<b>(106)</b>	<b>517</b>

**21. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements to the extent they have not already been disclosed in the other notes above. These policies have been consistently applied to all the years presented, unless otherwise stated.

**(a) Principles of consolidation**

*(i) Stapled entities*

Viva Energy REIT is a stapled group consisting of the Company and the Trust and their wholly owned entities. The Trust indirectly owns the investment property portfolio through its 100% ownership of the trusts which own the investment properties and receive rent under operating leases. The Company directly owns all of the shares in the Responsible Entity. Each stapled security consists of one share in the Company and one unit in the Trust. The shares and the units were stapled at allotment in accordance with the constitutions of the Company and the Trust and the Stapling Deed and trade together on the ASX. The securities in Viva Energy REIT cannot be traded separately and can only be traded as a stapled security.

AASB 3 *Business Combinations* requires one of the stapled entities in a stapling structure to be identified as the parent entity for the purpose of preparing consolidated financial reports. In accordance with this requirement, the Company has been identified as the parent entity in relation to the stapling with the Trust under Viva Energy REIT.

The consolidated financial statements of the Group incorporate the assets and liabilities of the entities controlled by the Company during the period, including those deemed to be controlled by the Trust, by identifying it as the parent of the Group, and the results of those controlled entities for the period then ended. The effect of all transactions between entities in the Group are eliminated in full.

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Non-controlling interests in the results and equity are shown separately in the consolidated statement of comprehensive income, consolidated balance sheet and consolidated statement of changes in equity respectively. Non-controlling interests are those interests in the Trust which are not held directly or indirectly by the Company.

#### *(ii) Subsidiaries*

Subsidiaries are all entities (including trusts) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

Inter-entity transactions, balances and unrealised gains on transactions between Group entities are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of comprehensive income, consolidated balance sheet and consolidated statement of changes in equity respectively.

#### **(b) Presentation of members' interests in the Trust**

As the Company has been assessed as the parent entity of the Group, the security holders' interests in the Trust are included in equity as non-controlling interests relating to the stapled entity. Security holders' interests in the Trust are not presented as attributable to owners of the parent, reflecting the fact that they are not owned by the Company, but by the security holders of the stapled group.

#### **(c) Revenue**

##### *(i) Rental income*

Rental income from operating leases is recognised as income on an accruals basis. Where a lease has a fixed annual increase, the total rent receivable over the operating lease is recognised as revenue on a straight-line basis over the lease term. This results in more income being recognised early in the lease term and less late in the lease term compared to the lease conditions (i.e. actual cash received). The difference between the lease income recognised and the actual lease payment received is shown within the fair value of the investment property on the consolidated balance sheet.

##### *(ii) Interest income*

Interest income is recognised as it accrues using the effective interest rate method. Interest income is included in finance income in the consolidated statement of profit or loss.

All income is stated net of goods and services tax.

#### **(d) Expenses**

All expenses are recognised in the consolidated profit or loss on an accruals basis.

#### **(e) Management fees**

The Group reimburses the Manager for costs incurred in the management of Viva Energy REIT's operations.

#### **(f) Employee benefits**

Viva Energy REIT has no employees other than the directors.



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Management services are provided to Viva Energy REIT by VER Manager Pty Limited which is a subsidiary of Viva Energy Australia Pty Limited. The employees of Viva Energy Australia Pty Limited who are seconded to provide management services are employees of and paid directly by Viva Energy Australia Pty Limited, but they work exclusively for Viva Energy REIT. Incentives paid by Viva Energy Australia Pty Limited to staff seconded to VER Manager Pty Limited to provide these management services are based entirely on the performance of Viva Energy REIT.

#### **(g) Goods and services tax ('GST')**

Revenues, expenses and assets are recognised net of the amount of GST, unless the GST incurred is not recoverable from the taxation authority. In this case, it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other current assets and trade and other payables in the consolidated balance sheet.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the taxation authority are presented as operating cash flows.

#### **(h) Receivables**

Trade and sundry debtors are initially recorded at fair value and subsequently accounted for at amortised cost. Collectability of trade debtors is reviewed regularly and bad debts are written off when identified. A specific provision for doubtful debts is made when there is objective evidence that Viva Energy REIT will not be able to collect the amounts due according to the original terms of the receivable. The amount of the impairment loss is the difference between the asset's carrying amount and the present value of estimated future cash flows.

#### **(i) Financial instruments**

##### *(i) Classification*

The Group's investments are classified as at fair value through profit or loss. They comprise:

- Financial instruments held for trading

Derivative financial instruments such as futures, forward contracts, options and interest rate swaps are included under this classification.

- Financial instruments designated at fair value through profit or loss upon initial recognition

These include financial assets that are not held for trading purposes and which may be sold. These are investments in exchange traded debt and equity instruments, unlisted trusts and commercial paper.

Financial assets designated at fair value through profit or loss at inception are those that are managed and their performance evaluated on a fair value basis in accordance with the Group's documented investment strategy. The Group's policy is for the Responsible Entity to evaluate the information about these financial instruments on a fair value basis together with other related financial information.

##### *(ii) Recognition/derecognition*

Financial assets and financial liabilities are recognised on the date the Group becomes party to the contractual agreement (trade date) and it recognises changes in fair value of the financial assets or financial liabilities from this date.



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Investments are derecognised when the right to receive cash flows from the investments has expired or the Group has transferred substantially all risks and rewards of ownership.

*(iii) Measurement*

Financial assets and liabilities held at fair value through profit or loss

At initial recognition, financial assets are recognised at fair value. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

The fair value of financial assets and liabilities traded in active markets is subsequently based on their quoted market prices at the end of the reporting period without any deduction for estimated future selling costs. The quoted market price used for financial assets held by the Group is the current bid price and the quoted market price for financial liabilities is the current asking price.

The fair value of financial assets and liabilities that are not traded in an active market are determined using valuation techniques. Accordingly, there may be a difference between the fair value at initial recognition and amounts determined using a valuation technique. If such a difference exists, the Group recognises the difference in profit or loss to reflect a change in factors, including time that market participants would consider in setting a price.

Further detail on how the fair values of financial instruments are determined is disclosed in note 9.

*(iv) Loans and receivables*

Loan assets are measured initially at fair value plus transaction costs and subsequently amortised using the effective interest rate method, less impairment losses if any. Such assets are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment.

If evidence of impairment exists, an impairment loss is recognised in profit or loss as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the original effective interest rate.

If in a subsequent period the amount of an impairment loss recognised on a financial asset carried at amortised cost decreases and the decrease can be linked objectively to an event occurring after the write-down, the write-down is reversed through profit or loss.

*(v) Offsetting financial instruments*

Financial assets and liabilities are offset and the net amount reported in the consolidated balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

**(j) Provisions**

A provision is recognised when the Group has a legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are measured at the present value of the Group's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability.

**(k) Rounding of amounts**

The Group is an entity of a kind referred to in ASIC Legislative Instrument 2016/191, relating to the 'rounding off' of amounts in the financial statements. Amounts in the financial statements have been rounded to the nearest thousand dollars in accordance with that instrument, unless otherwise indicated.

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**(I) New accounting standards and interpretations not yet adopted**

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2018 reporting periods and have not been early adopted by the Group. The Group's assessment of the impact of these new standards and interpretations is set out below:

*AASB 16 Leases*

AASB 16 was issued in February 2016. For lessees, it will result in almost all leases being recognised on the balance sheet, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

The Group has applied this standard effective 1 January 2019, and, as a lessor, there is no impact on the operations or financial reporting of the Group. Lessors continue to classify leases as operating or finance, with AASB 16's approach to lessor accounting substantially unchanged from AASB 117 *Leases*.

There are no other issued standards that are not yet effective and that are expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

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**DIRECTORS' DECLARATION**


In the Directors' opinion:

- (a) the financial statements and notes set out on pages 16 to 45 are in accordance with the *Corporations Act 2001*, including:
  - (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
  - (ii) giving a true and fair view of the Group's financial position as at 31 December 2018 and of its performance for the financial year ended on that date; and
- (b) there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

Note 1(c) to the consolidated financial statements confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Directors have been given the declarations of the Chief Executive Officer and Chief Financial Officer required by section 295A of the *Corporations Act 2001*.

This declaration is made in accordance with a resolution of the Directors.



Laurence Brindle  
Chairman

21 February 2019





## *Independent auditor's report*

To the members of Viva Energy REIT Limited

### *Report on the audit of the financial report*

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#### *Our opinion*

In our opinion:

The accompanying financial report of Viva Energy REIT Limited (the Company) and its controlled entities (together the Group) is in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the Group's financial position as at 31 December 2018 and of its financial performance for the year then ended
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

#### *What we have audited*

The Group financial report comprises:

- the consolidated balance sheet as at 31 December 2018
- the consolidated statement of comprehensive income for the year then ended
- the consolidated statement of changes in equity for the year then ended
- the consolidated statement of cash flows for the year then ended
- the notes to the consolidated financial statements, which include a summary of significant accounting policies
- the directors' declaration.

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#### *Basis for opinion*

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial report* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Independence*

We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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**PricewaterhouseCoopers, ABN 52 780 433 757**  
2 Riverside Quay, SOUTHBANK VIC 3006, GPO Box 1331, MELBOURNE VIC 3001  
T: 61 3 8603 1000, F: 61 3 8603 1999, [www.pwc.com.au](http://www.pwc.com.au)

Liability limited by a scheme approved under Professional Standards Legislation.

### *Our audit approach*

An audit is designed to provide reasonable assurance about whether the financial report is free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial report as a whole, taking into account the geographic and management structure of the Group, its accounting processes and controls and the industry in which it operates.

Viva Energy REIT owns 454 service station properties located across all Australian States and Territories. The majority of properties in the portfolio are leased to Viva Energy Australia Pty Limited, a shareholder.



#### **Materiality**

- For the purpose of our audit we used overall Group materiality of \$6.3 million, which represents approximately 5% of the Group's profit before tax, adjusted for significant non-cash items such as investment property and derivative financial instrument revaluations.
- We applied this threshold, together with qualitative considerations, to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements on the financial report as a whole.
- We chose Group profit before tax, adjusted for significant non-cash items, because, in our view, it is the benchmark against which the performance of the Group is most commonly measured.
- We utilised a 5% threshold based on our professional judgement, noting it is within the range of commonly acceptable thresholds.

#### **Audit Scope**

- Our audit focused on where the Group made subjective judgements; for example, significant accounting estimates involving assumptions and inherently uncertain future events.
- The Group's accounting processes and controls are performed at its Melbourne office, where we predominately performed our audit procedures.





## Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the current period. The key audit matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Further, any commentary on the outcomes of a particular audit procedure is made in that context. We communicated the key audit matters to the Audit and Risk Committee.

### Key audit matter

### How our audit addressed the key audit matter

#### Valuation of investment properties

(Refer to note 7)

The Group's investment property portfolio consists of 454 service station properties located across Australia. At 31 December 2018 the carrying value of the Group's total investment property portfolio was \$2,496 million.

Investment properties are carried at fair value. The Group's accounting policy is disclosed in note 2 of the financial report. Factors such as prevailing market conditions, the individual nature, condition and location of each property and the expected future income for each property impact fair values. The following key inputs used in estimating fair value are derived from the long term leases:

- Rental income
- Lease terms

The key judgemental assumption in estimating fair value is:

- Capitalisation rate

External valuations were obtained by the Group to assist in estimating the fair value for 179 properties and director valuations were performed on the remainder of the portfolio.

This was a key audit matter because of the:

- Relative size of the investment property balance in the consolidated balance sheet
- Quantum of revaluation gains that could directly impact the consolidated statement of comprehensive income through the net fair value gain/loss of investment properties
- Inherently subjective nature of investment property valuations due to the use of assumptions in the valuations
- Sensitivity of valuations to key inputs/assumptions.

#### Independent valuations

For a sample of independent valuations we:

- Assessed the competency and capabilities of the independent valuer.
- Read the valuer's terms of engagement - we did not identify any terms that might affect their objectivity or impose limitations on their work relevant to the valuation.
- Agreed the rental income and lease terms used in the independent valuations to the tenancy schedule and lease agreement, with no material differences noted.
- Assessed the valuation reports based on our industry knowledge, including comparing the capitalisation rate assumption to a range we determined to be reasonable based on benchmark market data.
- Inspected the final valuation reports and agreed the fair value to the Group's accounting records, noting no material differences.

#### Director valuations

For a sample of director valuations we:

- Agreed the rental income and lease terms used in the director valuations to the tenancy schedule and lease agreement, with no material differences noted.
- Compared the capitalisation rate between the directors' valuations and independent valuations to identify any unusual trends or anomalies in the directors' valuation outcomes.
- Agreed the director valuations to the Group's accounting records, noting no material differences.





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### *Other information*

The directors are responsible for the other information. The other information comprises the information included in the annual report for the year ended 31 December 2018, including Directors' Report, Corporate Directory and ASX Additional Information, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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### *Responsibilities of the directors for the financial report*

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

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### *Auditor's responsibilities for the audit of the financial report*

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at:  
[http://www.auasb.gov.au/auditors\\_responsibilities/ar1.pdf](http://www.auasb.gov.au/auditors_responsibilities/ar1.pdf). This description forms part of our auditor's report.





## *Report on the remuneration report*

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### *Our opinion on the remuneration report*

We have audited the remuneration report included in pages 10 to 12 of the directors' report for the year ended 31 December 2018.

In our opinion, the remuneration report of Viva Energy REIT Limited for the year ended 31 December 2018 complies with section 300A of the *Corporations Act 2001*.

---

### *Responsibilities*

The directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

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

PricewaterhouseCoopers

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

Charles Christie  
Partner

Melbourne  
21 February 2019

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**ASX ADDITIONAL INFORMATION**

**ASX additional information as at 30 January 2019**

There were 725,749,702 fully paid stapled securities on issue, held by 6,820 security holders. There were 139 holders holding less than a marketable parcel.

The voting rights attaching to the stapled securities, set out in section 253C of the *Corporations Act 2001*, are:

- (i) on a show of hands, every person present who is a security holder has one vote; and
- (ii) on a poll, each security holder present in person or by proxy or attorney has one vote for each dollar of value of the securities they have in the Group.

**Distribution of security holders**

Number of securities held	Number of security holders	Total securities held	% of total securities on issue
1 - 1,000	638	323,078	0.04
1,001 - 5,000	2,058	7,052,226	0.97
5,001 - 10,000	1,690	13,535,580	1.87
10,001 - 100,000	2,352	55,332,612	7.62
100,001 and over	82	649,506,206	89.49
<b>Total</b>	<b>6,820</b>	<b>725,749,702</b>	<b>100.00</b>

**Substantial security holders**

<b>Name of substantial security holder</b>	<b>Number of securities</b>
Viva Energy Australia Group Pty Limited and its associates	276,060,625
Commonwealth Bank of Australia and its related bodies corporate	44,272,892
The Vanguard Group, Inc.	36,293,034

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Twenty largest stapled security holders

<b>Holder name</b>	<b>Number of securities</b>	<b>Fully paid %</b>
Viva Energy Australia Group Pty Limited	276,060,625	38.04
HSBC Custody Nominees (Australia) Limited	101,510,703	13.99
J P Morgan Nominees Australia Limited	100,007,862	13.78
National Nominees Limited	42,068,566	5.80
Citicorp Nominees Pty Limited	41,474,473	5.71
BNP Paribas Nominees Pty Ltd	20,294,533	2.80
BNP Paribas Noms Pty Ltd	15,933,707	2.20
BNP Paribas Nominees Pty Ltd	7,320,000	1.01
HSBC Custody Nominees (Australia) Limited	6,392,099	0.88
IOOF Investment Management Limited	4,522,392	0.62
Citicorp Nominees Pty Limited	4,134,028	0.57
AMP Life Limited	3,332,601	0.46
Netwealth Investments Limited	2,516,168	0.35
Avanteos Investments Limited	1,760,034	0.24
BNP Paribas Noms (NZ) Ltd	1,747,396	0.24
IOOF Investment Management Limited	1,341,398	0.18
National Nominees Limited	1,297,350	0.18
HSBC Custody Nominees (Australia) Limited-GSCO ECA	1,174,098	0.16
Australian Executor Trustees Limited	1,122,463	0.15
UBS Nominees Pty Limited	994,511	0.14
<b>Total</b>	<b>635,005,107</b>	<b>87.50</b>

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**CORPORATE DIRECTORY**

**Viva Energy REIT Limited**

ACN 612 986 517

**Viva Energy REIT Trust**

ARSN 613 146 464

**VER Limited**

ABN 43 609 868 000 AFSL 483795

Responsible Entity

**Registered office**

Level 16, 720 Bourke Street  
Docklands VIC 3008  
Australia

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

**Directors of Viva Energy REIT Limited**

Laurence Brindle  
Georgina Lynch  
Stephen Newton  
Lachlan Pfeiffer  
Scott Wyatt

**Directors of VER Limited**

Laurence Brindle  
Georgina Lynch  
Stephen Newton  
Lachlan Pfeiffer

**Company Secretary**

Tina Mitas

**Auditor**

PricewaterhouseCoopers  
2 Riverside Quay  
Southbank VIC 3006  
Australia

**Security registry**

Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia  
Telephone: 1300 554 474

**Investor enquiries and correspondence**

VER Manager Pty Limited  
Telephone: +61 3 8823 4863  
Email: [cameron.sinclair@vivaenergy.com.au](mailto:cameron.sinclair@vivaenergy.com.au)

**Stock exchange listing**

Viva Energy REIT stapled securities are listed on the Australian Securities Exchange with the code VVR.