

## Appendix 3D

### Changes relating to buy-back *(except minimum holding buy-back)*

*Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Vicinity Limited Vicinity Centres Trust (together, <b>Vicinity</b> )	ABN 90 114 757 783 ARSN 104 931 928

We (the entity) give ASX the following information.

1 Date that an Appendix 3C or the last Appendix 3D was given to ASX	25 July 2017
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### Information about the change

*Complete each item for which there has been a change and items 9 and 10.*

	<b>Column 1</b> (Details announced to market in Appendix 3C or last Appendix 3D)	<b>Column 2</b> (Details of change to buy-back proposals)
On-market buy-back		
2 Name of broker who will act on the company's behalf	Macquarie Securities (Australia) Limited	No change
3 Deleted 30/9/2001.		

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<sup>+</sup> See chapter 19 for defined terms.

**Appendix 3D**  
**Changes relating to buy-back**

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	<b>Column 1</b> (Details announced to market in Appendix 3C or last Appendix 3D)	<b>Column 2</b> (Details of change to buy-back proposals)
<p>4 If the company/trust intends to buy back a maximum number of shares/units – that number</p> <p>Note: This requires a figure to be included, not a percentage. The reference to a maximum number is to the total number including shares/units already bought back and shares/units remaining to be bought back. If the total has not changed, the item does not need to be completed.</p>	<p>Up to 197,932,531 ordinary stapled securities, each comprising one ordinary share in Vicinity Limited and one unit in Vicinity Centres Trust (<b>Stapled Securities</b>) (being 5% of Stapled Securities on issue as at the date of the Appendix 3C)</p>	<p>Up to 280,622,117 Stapled Securities (including Stapled Securities already bought back).</p> <p>The maximum number of securities remaining to be bought back is set out in section 5 below</p>
<p>5 If the company/trust intends to buy back a maximum number of shares/units – the number remaining to be bought back</p>	<p>197,932,531 Stapled Securities</p>	<p>193,580,448 Stapled Securities (being 5% of Stapled Securities currently on issue)</p>
<p>6 If the company/trust intends to buy-back shares/units within a period of time – that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention</p>	<p>17 August 2017 to 24 July 2018 (inclusive)</p>	<p>Up to and including 22 July 2019</p>
<p>7 If the company/trust intends to buy back shares/units if conditions are met – those conditions</p>	<p>Not applicable</p>	<p>Not applicable</p>

**All buy-backs**

<p>8 Any other change</p>	<p>Not applicable</p>	<p>Not applicable</p>
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<sup>†</sup> See chapter 19 for defined terms.


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|---|---|
| 9 Reason for change   | Renewal of buy-back capacity and period for ongoing capital management  |
| 10 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (eg, details of any proposed takeover bid) | Pursuant to ASIC Corporations (ASX-listed Schemes On-market Buy-backs) Instrument 2016/1159, the following information is provided:<br>(a) Vicinity Centres RE Ltd ( <b>VCRE</b> ), the responsible entity of Vicinity Centres Trust, does not hold any interests in Stapled Securities;<br>(b) associates of VCRE hold:<br>i. 15,280,343 Stapled Securities; and<br>ii. 678,487 performance rights which, if vested, will entitle the holder to be issued Stapled Securities; and<br>(c) any Stapled Securities bought back will be funded by existing debt facilities |

## Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

*or, for trusts only:*

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:  ..... Date: 23 July 2018  
Company secretary

Print name: Rohan Abeyewardene

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<sup>+</sup> See chapter 19 for defined terms.