

16 December 2020

Market Announcements Office  
Australian Securities Exchange  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

**Change of Director's Interest Notice – Mr Grant Kelley**

Please find attached an Appendix 3Y – Change of Director's Interest Notice for Mr Grant Kelley relating to the grant of performance rights and restricted rights on 11 December 2020 under the FY2021 Equity Incentive Plan as approved by securityholders at the 2020 Annual General Meeting.

Authorised for lodgement by:



**Rohan Abeyewardene**  
Group Company Secretary

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

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

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Grant Lewis Kelley
<b>Date of last notice</b>	19 August 2020

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
<b>Date of change</b>	11 December 2020
<b>No. of securities held prior to change</b>	708,161 Performance Rights under the FY2019 Long Term Incentive Plan ( <b>LTIP</b> )  762,941 Performance Rights under the FY2020 LTIP  336,209 Stapled Securities
<b>Class</b>	Performance Rights and Restricted Rights
<b>Number acquired</b>	610,013 Performance Rights and 305,006 Restricted Rights under the FY2021 Equity Incentive Plan ( <b>EIP</b> )
<b>Number disposed</b>	Nil

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil cash consideration (number of Performance Rights and Restricted Rights calculated based on the volume weighted average price of Stapled Securities for the 10 trading days commencing on the first trading day immediately following the 2020 Annual General Meeting ( <b>AGM</b> )), being \$1.6598.
<b>No. of securities held after change</b>	708,161 Performance Rights under the FY2019 LTIP  762,941 Performance Rights under the FY2020 LTIP  610,013 Performance Rights and 305,006 Restricted Rights under the FY2021 EIP  336,209 Stapled Securities
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Grant of Performance Rights and Restricted Rights under the FY2021 EIP (as approved by securityholders at the AGM)

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A

+ See chapter 19 for defined terms.

<b>Interest after change</b>	N/A
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**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

Signed



**Rohan Abeyewardene**  
Group Company Secretary

Date: 16 December 2020

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