



21 November 2019

ASX RELEASE

Atlas Arteria

CLEANSING NOTICE – ENTITLEMENT OFFER

Attached is a cleansing notice lodged by Atlas Arteria Limited (ACN 141 075 201) and Atlas Arteria International Limited (EC43828) (together Atlas Arteria (ASX code: ALX)) in respect of stapled securities to be issued under the pro-rata accelerated non-renounceable entitlement offer announced on Thursday, 21 November 2019.

For further information please contact:

Investors:

Nadine Lennie

Chief Financial Officer

1800 621 694 / +61 2 8232 7455

investors@atlasarteria.com

Media:

Sue Cato

Cato & Clegg

+61 2 8306 4244 / +61 (0)419 282 319

cato@catoandclegg.com

About Atlas Arteria

Atlas Arteria (ASX:ALX) is a global operator and developer of toll roads, creating value for our investors over the long-term through considered and disciplined management. The roads we develop, operate and invest in benefit communities through reduced travel time, greater time certainty, reduced fuel consumption and carbon emissions.

Today the Atlas Arteria Group consists of four businesses. We own a 25% interest in the APRR toll road group in France. Adjacent to the APRR business is the smaller ADELAC business which connects to APRR in south-east France. Together APRR and ADELAC comprise a 2,318km motorway network located in the East and South East of France. In the US, we have 100% of the economic interest in the Dulles Greenway, a 22km toll road in the Commonwealth of Virginia. In Germany, we own 100% of the Warnow Tunnel in the north-east city of Rostock.

www.atlasarteria.com

Atlas Arteria Limited

ACN 141 075 201

Level 5, 141 Flinders Lane, MELBOURNE 3000

Atlas Arteria International Limited

EC43828

4th Floor, Cedar House, 41 Cedar Avenue
Hamilton HM12 BERMUDA



21 November 2019

ASX Compliance
Level 45, 525 Collins Street
MELBOURNE VIC 3000

ATLAS ARTERIA

PRO-RATA ACCELERATED NON-RENOUNCEABLE ENTITLEMENT OFFER

NOTICE UNDER SECTION 708AA(2)(f) CORPORATIONS ACT 2001 (CTH)

This notice is given by:

- Atlas Arteria Limited (ACN 141 075 201) ("**ATLAX**"); and
- Atlas Arteria International Limited (EC43828) ("**ATLIX**"),

(together, Atlas Arteria ("**ALX**")) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) ("**Act**") as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 ("**Legislative Instruments**").

ALX has announced a pro-rata accelerated non-renounceable entitlement offer ("**Entitlement Offer**") of 4 fully paid ordinary stapled securities in ALX (each ordinary stapled security comprising a fully paid ordinary share in the capital of ATLAX and a fully paid ordinary share in the capital of ATLIX) ("**Stapled Securities**") for every 21 Stapled Securities held as at 7.00pm (Sydney time) on Monday, 25 November 2019 by securityholders with a registered address in Australia, New Zealand and certain other jurisdictions in which ALX decides to extend the Entitlement Offer.

A Retail Offer Booklet for the Entitlement Offer is expected to be dispatched to eligible retail investors on Thursday, 28 November 2019.

For purposes of section 708AA(7) of the Act, ALX confirms that:

- (a) the Stapled Securities to be issued under the Entitlement Offer ("**New Securities**") will be offered without disclosure under Part 6D.2 of the Act;
- (b) this notice is being given under section 708AA(2)(f) of the Act, as modified by the Legislative Instruments;
- (c) as at the date of this notice, ALX has complied with:
 - (i) the provisions of Chapter 2M of the Act as they apply to ALX; and
 - (ii) section 674 of the Act;

- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Act that is required to be set out in this notice under section 708AA(7)(d) of the Act; and
- (e) the potential effect that the issue of the New Securities will have on the control of ALX, and the consequences of that effect, will depend on a number of factors, including investor demand and existing securityholdings. Nevertheless, given:
 - (i) the size and pricing of the Entitlement Offer;
 - (ii) that the Entitlement Offer is structured as a pro-rata issue and is fully underwritten; and
 - (iii) that the current level of holdings of substantial holders in ALX (based on substantial holding notices that have been given to ALX and lodged with ASX on or prior to the date of this notice),

the issue of the New Securities under the Entitlement Offer is not expected to have a material effect or consequence on the control of ALX.

Yours sincerely



Clayton McCormack
Company Secretary