

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme
Atlas Arteria Limited
Level 5, 141 Flinders Lane
MELBOURNE VIC 3000

ACN/ARBN 141 075 201

1. Details of substantial holder (1)

Name Lazard Asset Management Pacific Co
ACN/ARSN (if applicable) ACN 064 523 619

There was a change in the interests of the
substantial holder on 17/12/2019

The previous notice was given to the company on 24/10/2019

The previous notice was dated 24/10/2019

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice Person's votes (5)		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Stapled Securities	91,199,233	13.35%	107,502,926	12.23%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure B					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
See Annexure C					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
See Annexure A	Related bodies corporate

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Lazard Asset Management Pacific Co and its associates listed in Annexure A	Level 39, Gateway 1 Macquarie Place SYDNEY NSW 2000

Signature

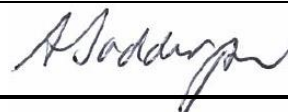
print name

Apnavi Saddington

capacity

Company Secretary

sign here



date

19 December 2019

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of 'associate' in section 9 of the Corporations Act 2001.
- (3) See the definition of 'relevant interest' in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- (7) See the definition of 'relevant agreement' in section 9 of the Corporations Act 2001. Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write 'unknown'.
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure 'A'

This is Annexure A of 1 page referred to in Form 604 Notice of change of interests of substantial holder signed by me and dated 19 December 2019.



Apnavi Saddington
Company Secretary

19 December 2019
Dated

Associates of Lazard Asset Management Pacific Co. ACN 064 523 619

Lazard Ltd
Lazard Group LLC
Lazard Frères & Co LLC
Lazard Asset Management LLC
Lazard Asset Management Securities LLC
Lazard Brothers & Co., Ltd.
Lazard Asset Management (Canada), Inc.
Lazard Pension Management, Inc
Lazard Asset Management Limited, London
Lazard Japan Asset Management KK
Deutsche Lazard Asset Management Holding GmbH
Lazard Asset Management (Deutschland) GmbH
Lazard Funds Marketing GmbH, Frankfurt
Lazard Alternatives LLC
Lazard Investment Funds Limited, Dublin
Lazard Fund Managers (Ireland) Limited
Lazard Fund Managers Limited, London
Lazard Debt Recovery Management LLC
LAMP Administration Pty Ltd
Lazard Pty Ltd
Lazard Asset Management (Hong Kong) Limited
Lazard Korea Asset Management Co. Ltd
Lazard Asset Management Securities LLC
Lazard Asset Management (Singapore) Pte Ltd
Lazard Asset Management Schweiz AG
Lazard Gulf Limited

Annexure 'B'

This is Annexure B of 2 pages referred to in Form 604, Notice of change of interests of substantial holder, signed by me and dated 19 December 2019.



Apnavi Saddington
Company Secretary

19 December 2019
Dated

Lazard Asset Management Pacific Co
ACN: 064 523 619

Form 604
Annexure B - Changes in relevant interests

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change AUD	Class and number of securities affected (All ordinary securities)	Person's votes affected
23/10/2019	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$16,422,082.04	1,954,061	1,954,061
24/10/2019	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$1,842,555.58	220,316	220,316
29/10/2019	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$213,910.12	26,200	26,200
31/10/2019	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$1,292,288.34	160,804	160,804
1/11/2019	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$2,100,941.05	258,096	258,096
7/11/2019	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$697,232.53	88,774	88,774
14/11/2019	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$16,952,921.07	2,164,157	2,164,157
15/11/2019	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$5,373,240.43	679,106	679,106
18/11/2019	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$4,830,374.11	622,497	622,497
25/11/2019	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$1,639,729.92	257,451	257,451
27/11/2019	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$8,336,773.01	1,057,482	1,057,482
28/11/2019	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$4,294,413.96	558,854	558,854
29/11/2019	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$9,338,701.94	1,221,706	1,221,706
2/12/2019	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$3,521,995.01	464,762	464,762
3/12/2019	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$107,043,671.41	15,668,345	15,668,345
4/12/2019	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$21,680,180.20	2,922,776	2,922,776
16/12/2019	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$3,339,813.36	435,225	435,225
17/12/2019	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$3,779,284.91	487,275	487,275

Annexure 'C'

This is Annexure C of 3 pages referred to in Form 604, Notice of change of interests of substantial holder, signed by me and dated 19 December 2019.



Apnavi Saddington
Company Secretary

19 December 2019
Dated

Lazard Asset Management Pacific Co
ACN: 064 523 619

Form 604
Annexure C - Present Relevant Interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	Bank of New York Mellon	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 8,821,526	Stapled – 8,821,526
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	Bank of New York Mellon	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 947,219	Stapled – 947,219
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	Pictet & Cie Banquiers	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 531,476	Stapled – 531,476
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	JP Morgan Chase Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 4,153,673	Stapled – 4,153,673
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	Bank of New York Mellon	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 139,268	Stapled – 139,268
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	Citicorp Nominees Pty Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 1,513,734	Stapled – 1,513,734
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	Citibank Hongkong	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 2,531,995	Stapled – 2,531,995
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	Northern Trust	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 1,095,982	Stapled – 1,095,982
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Boston	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 66,423	Stapled – 66,423
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Australia Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 869,576	Stapled – 869,576
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	Sumitomo Trust	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 222,871	Stapled – 222,871
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	BNP Paribas	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 239,373	Stapled – 239,373
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Australia Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 1,023,923	Stapled – 1,023,923
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Boston	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 1,583,911	Stapled – 1,583,911
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Boston	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 1,238,798	Stapled – 1,238,798
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Boston	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 32,489,421	Stapled – 32,489,421
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Australia Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 6,281,753	Stapled – 6,281,753
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Australia Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 368,094	Stapled – 368,094
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	PFPC Trust Co.	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 9,925,509	Stapled – 9,925,509
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Boston	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 906,803	Stapled – 906,803
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Canada	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 3,202,176	Stapled – 3,202,176
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Australia Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 1,043,692	Stapled – 1,043,692
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Australia Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 48,310	Stapled – 48,310

Form 604
Annexure C - Present Relevant Interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	BNP Paribas	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 2,389,207	Stapled – 2,389,207
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	JP Morgan Chase Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 952,933	Stapled – 952,933
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	Northern Trust	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 2,086,245	Stapled – 2,086,245
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	Nomura	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 1,936,263	Stapled – 1,936,263
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	Mellon Trust	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 15,835	Stapled – 15,835
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	Chase Bank	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 5,111,744	Stapled – 5,111,744
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	Chase Bank	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 1,436,900	Stapled – 1,436,900
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	RBC Dexia	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 1,354,792	Stapled – 1,354,792
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	BNP Paribas	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 5,391,508	Stapled – 5,391,508
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	BNP Paribas	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 3,531,907	Stapled – 3,531,907
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Australia Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 1,803,221	Stapled – 1,803,221
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Australia Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 883,833	Stapled – 883,833
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Canada	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 1,363,032	Stapled – 1,363,032