

# 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 12/03/2020

The previous notice was given to the company on 19/12/2019

The previous notice was dated 19/12/2019

### 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	107,502,926	12.23%	97,722,842	11.12%

### 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 number and 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**

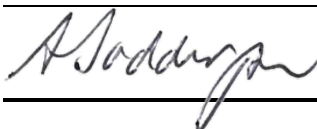
print name

Apnavi Saddington

capacity

Company Secretary

sign here

 date

16 March 2020

## 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).
- See the definition of 'relevant agreement' in section 9 of the Corporations Act 2001.
- (7) 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 16 March 2020.



Apnavi Saddington  
Company Secretary

16 March 2020  
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 16 March 2020.



Apnavi Saddington  
Company Secretary

16 March 2020  
Dated

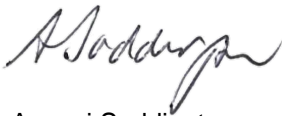
Lazard Asset Management Pacific Co  
ACN: 064 523 619

**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
20/12/2019	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$11,633.14	1,500	1,500
10/1/2020	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$4,368,647.09	539,001	539,001
13/1/2020	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$2,445,454.90	300,000	300,000
14/1/2020	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$4,365,226.97	534,299	534,299
14/1/2020	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$7,094,760.51	868,958	868,958
15/1/2020	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$3,474,564.26	420,100	420,100
11/2/2020	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$1,009,313.47	120,647	120,647
20/2/2020	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$6,102,626.00	717,956	717,956
21/2/2020	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$557,751.87	66,129	66,129
24/2/2020	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$3,521,086.65	424,604	424,604
25/2/2020	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$3,747,147.38	456,500	456,500
26/2/2020	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$2,086,380.95	262,951	262,951
28/2/2020	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$833,633.21	103,910	103,910
28/2/2020	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$32,277.86	4,026	4,026
4/3/2020	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$1,294,853.31	159,181	159,181
5/3/2020	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$473,833.57	59,345	59,345
5/3/2020	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$5,775,729.98	714,209	714,209
6/3/2020	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$312,321.98	40,806	40,806
6/3/2020	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 5,599,125.50	720,463	720,463
9/3/2020	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 7,261,654.99	989,537	989,537
10/3/2020	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 18,437,659.51	2,654,597	2,654,597
11/3/2020	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 10,516,436.68	1,492,999	1,492,999
12/3/2020	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 15,561,014.70	2,444,654	2,444,654

## **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 16 March 2020.



Apnavi Saddington  
Company Secretary

16 March 2020  
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 – 6,311,079	Stapled – 6,311,079
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 – 1,008,919	Stapled – 1,008,919
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 – 568,276	Stapled – 568,276
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 – 148,068	Stapled – 148,068
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 – 1,738,891	Stapled – 1,738,891
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 – 780,544	Stapled – 780,544
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 – 69,523	Stapled – 69,523
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 – 652,270	Stapled – 652,270
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 – 212,007	Stapled – 212,007
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 – 854,729	Stapled – 854,729
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 – 1,695,311	Stapled – 1,695,311
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 – 1,319,098	Stapled – 1,319,098
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 – 33,862,721	Stapled – 33,862,721
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 – 279,904	Stapled – 279,904
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 – 948,703	Stapled – 948,703
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 – 738,402	Stapled – 738,402
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 – 20,833	Stapled – 20,833
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 – 1,743,229	Stapled – 1,743,229

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	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 – 1,479,763	Stapled – 1,479,763
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 – 3,730,115	Stapled – 3,730,115
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 – 1,054,681	Stapled – 1,054,681
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 – 3,289,398	Stapled – 3,289,398
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 – 2,622,926	Stapled – 2,622,926
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 – 959,876	Stapled – 959,876
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 – 483,423	Stapled – 483,423
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 – 1,440,632	Stapled – 1,440,632