

27 February 2025

ASX RELEASE

2024 Corporate Governance Statement and Appendix 4G

Please find attached Atlas Arteria's (ASX:ALX) 2024 Corporate Governance Statement and Appendix 4G. These documents can also be viewed on Atlas Arteria's website at www.atlasarteria.com.

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This announcement has been authorised for release by the Boards of Atlas Arteria Limited and Atlas Arteria International Limited.

About Atlas Arteria

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

Today the Atlas Arteria Group consists of five businesses. We currently own a 30.82% 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 2,424km motorway network located in the East and South East of France. In the US, we own a 66.67% interest in the Chicago Skyway, a 12.5km toll road in Chicago and 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

Important Notice:

Investors should note that neither of the Atlas Arteria entities has been, or will be, registered under the U.S. Investment Company Act of 1940, as amended (the "U.S. Investment Company Act"), in reliance on the exception in Section 3(c)(7) from the definition of "investment company". Accordingly, Atlas Arteria securities cannot be held at any time by, or for the account or benefit of, any "U.S. person" (as defined in Rule 902(k) under the U.S. Securities Act of 1933) ("U.S. Person") that is not a "qualified purchaser" (as defined in section 2(a)(51) of the U.S. Investment Company Act and the rules and regulations thereunder) ("Qualified Purchaser" or "QP") at the time of their acquisition. Any U.S. Person that

is not a Qualified Purchaser, or any investor acting for the account or benefit of any U.S. Person that is not a Qualified Purchaser, is an “Excluded U.S. Person” and may not hold Atlas Arteria securities.

For further details of ownership restrictions that apply to residents of the United States and other U.S. Persons that are not Qualified Purchasers, please see our website.

https://www.atlasarteria.com/stores/_sharedfiles/US_Ownership/AtlasArteria-USownershiprestrictions.pdf

CORPORATE
GOVERNANCE
STATEMENT
2024



atlas**Arteria**

Corporate Governance Statement 2024

This Corporate Governance Statement (**Statement**) outlines the key aspects of Atlas Arteria's Corporate Governance Framework and practices for the year ended 31 December 2024. It has been approved by the Boards of Atlas Arteria Limited and Atlas Arteria International Limited (**Atlas Arteria Boards or Boards**).

The governance framework and related policies and practices are regularly reviewed and updated to ensure they remain consistent with legal and regulatory requirements as well as Atlas Arteria's Vision and Values Statement and strategic objectives. Atlas Arteria's governance policies and practices follow the recommendations outlined in the ASX Corporate Governance Council's Principles and Recommendations 4th Edition (**ASX Principles and Recommendations**) as set out in this Statement.

Atlas Arteria comprises Atlas Arteria Limited (ACN 141 075 201) (**ATLAX**), an Australian public company, and Atlas Arteria International Limited (Registration No. 43828) (**ATLIX**), an exempted mutual fund company incorporated in Bermuda, both of which are listed on the Australian Securities Exchange (**ASX**). The securities of ATLAX and ATLIX are stapled and must trade, and otherwise be dealt with, together.

In addition, ATLAX and ATLIX have entered into a co-operation deed which provides for the sharing of information, adoption of consistent accounting policies and co-ordination of reporting to investors (**Co-operation Deed**).

Copies of the publicly available governance documents referred to in this Statement, including detailed information in respect of Atlas Arteria's structure and constituent documents, can be found on the '[Corporate Governance](#)' section of the Atlas Arteria website (www.atlasarteria.com).

Entity	Type of entity	Businesses
ATLAX	Australian public company	Chicago Skyway, Dulles Greenway
ATLIX	Bermudian exempted mutual fund company	APRR, ADELAC, Dulles Greenway, Warnow Tunnel

APRR, FRANCE



1. The Board of Directors

Relevant governance documents



ATLAX and ATLIX Board Charters

ATLAX and ATLIX Conflicts of Interest (Directors) Policy



The above governance documents are available on Atlas Arteria's website atlasarteria.com

1.1 Roles and responsibilities of the Boards

Both ATLAX and ATLIX have adopted formal Board charters, which, among other things, set out the roles and responsibilities of the Boards and identify those matters reserved for the Boards and those delegated to management.

The ATLAX and ATLIX Board Charters set out the respective responsibilities of the Boards as follows.

Objective	Roles and Responsibilities of the Boards
Leadership and culture	<ul style="list-style-type: none">– Defines Atlas Arteria's purpose and approves its Vision and Values Statement.– Sets the tone for, and monitors, Atlas Arteria's corporate culture, ethical standards and legal compliance in line with Atlas Arteria's Vision and Values Statement and Code of Conduct.– Preparedness to challenge and hold management to account.
Strategy and performance	<ul style="list-style-type: none">– Agree strategy and oversee management's performance, including in its implementation of Atlas Arteria's strategic objectives and instilling Atlas Arteria's values.– Approves acquisitions, divestments, operating budgets and capital management activities.
Financial oversight	<ul style="list-style-type: none">– Approves annual and half yearly financial statements, the Directors' Report (including the Remuneration Report) and other material related disclosures.– Monitors Atlas Arteria's financial performance.– Monitors the integrity of the accounting and corporate reporting systems used for financial reporting, the integrity and effectiveness of internal controls and oversees the external audit.
Risk management	<ul style="list-style-type: none">– Identifies and monitors Atlas Arteria's material business risks and oversees how they are managed.– Oversees the Risk Management Framework in respect of Atlas Arteria's material business and operational risks (both financial and non-financial).– Sets the risk appetite within which management is expected to operate, including approving the Risk Appetite Statement.– Monitors the operation of Atlas Arteria's Risk Management Framework and reviews Atlas Arteria's risks.
Governance	<ul style="list-style-type: none">– Oversees corporate governance and regulatory compliance.– Ensures that an appropriate framework exists for relevant information to be reported by management to the Boards.– Oversees the process for making timely and balanced disclosure of all material information concerning Atlas Arteria that a reasonable person would expect to have a material effect on the price or value of Atlas Arteria's securities.– Oversees communications with investors and regulators.– Approves key policies and targets relating to Atlas Arteria's operations, including monitoring progress towards targets relating to workplace behaviour, health and safety, environment and sustainability (including climate).– Monitors the effectiveness of Atlas Arteria's governance practices.
People and remuneration	<ul style="list-style-type: none">– Ensures that Atlas Arteria's remuneration policies are aligned with Atlas Arteria's purpose, Vision and Values Statement, strategic objectives and risk appetite.– Approves the remuneration (including variable remuneration) of the Chief Executive Officer (CEO) and executives who report directly to the CEO.– Appoints, reviews the performance of, and, when necessary, replaces the Chair, the CEO, the Chief Financial Officer (CFO), and the Company Secretary.

1. The Board of Directors

1.2 Board Delegation

In accordance with the ATLAX and ATLIX Board Charters, the Boards have implemented a Delegations of Authority Policy which identifies the matters specifically reserved for the decision of the Boards and those delegated to the CEO, who can then sub-delegate where appropriate. The Boards monitor the division of responsibilities between the Boards and the CEO to ensure they continue to be appropriate. The Delegations of Authority Policy is reviewed and approved by the Boards at least once every two years.

1.3 Board Meetings

Scheduled ATLAX and ATLIX Board meetings are held approximately 10-12 times each year, and any additional meetings are called as required. Directors are provided with Board packs in advance of Board meetings, which contain sufficient information to enable informed discussion of all agenda items.

Details of Board meetings held during the year and individual directors' attendance at these meetings can be found on page 52 of Atlas Arteria's 2024 Annual Report (**2024 Annual Report**), which is available on Atlas Arteria's website.

1.4 Board Composition

The ATLAX and ATLIX Board Charters set out the requisite composition and membership criteria for the Boards. In summary, the majority of directors must be independent, there must be independent Chairs' and the Boards must comprise directors with an appropriate mix of qualifications, skills, expertise and experience appropriate for Atlas Arteria's strategy and operations. There should also be sufficient diversity in line with Atlas Arteria's Diversity and Inclusion Policy and diversity objectives. To ensure an appropriate process of Board renewal, directors will generally retire after 10 years, but their term can be extended if considered of significant benefit to Atlas Arteria.

During 2024, agreement was reached with IFM Investors (**IFM**), Atlas Arteria's largest investor, for IFM to nominate directors to the ATLAX Board and IFM agreed to associated governance requirements. Pursuant to this agreement:

– IFM agrees to support ATLAX in complying with the recommendations in the ASX Principles and Recommendations and the ATLAX and ATLIX Board Charters and to not take any action which would prevent such compliance. This commitment locks in ongoing support for:

- A majority of independent directors on the ATLAX and ATLIX Boards and Board Committees;
- An independent Chair of ATLAX and ATLIX; and
- An independent Chair and a majority of independent directors on each Board Committee.

– IFM is given the right to nominate one director when it (and its associates) holds aggregate securityholdings in ATLAX of between 15% and 25% and the right to nominate two directors if aggregate securityholdings are at least 25% (**IFM nominee directors**).

– IFM nominee directors are required to comply with certain conflicts of interest protocols and information sharing arrangements, including adhering to ATLAX's Conflicts of Interest (Directors) Policy and ensuring that they do not discuss with IFM potential toll road M&A opportunities without written consent from the Chair of ATLAX.

– It is agreed that IFM nominee directors keep Board information confidential (including from IFM).

A copy of this agreement was released to the ASX on 6 August 2024.

(a) ATLAX

The ATLAX Board comprises eight directors, each with broad industry experience. Five of the Board members are independent non-executive directors and there are two non-executive directors who are not independent and one executive director. Six directors are resident in Australia, one is resident in France and another is resident in the United States. Any non-executive director is required to stand for re-election at least once every three years in compliance with the ASX Listing Rules.

The current directors of the ATLAX Board are as follows:

Debra (Debbie) Goodin, Chair (Australian based)	Independent non-executive Director since 1 September 2017 and Chair since 1 November 2020
David Bartholomew (Australian based)	Independent non-executive Director since 1 October 2018
Ken Daley (Australian based)	Non-executive Director since 30 May 2023
Danny Elia (Australian based)	Non-executive Director since 6 August 2024
Jean-Georges Malcor (France based)	Independent non-executive Director since 1 November 2018
Laura Hendricks (United States based)	Independent non-executive Director since 16 October 2023
Hugh Wehby, CEO (Australian based)	CEO and Managing Director (MD) since 18 November 2024
John Wigglesworth (Australian based)	Independent non-executive Director since 1 January 2023

During 2024, the composition of the ATLAX Board changed as follows:

- Danny Elia was appointed to the Board of ATLAX from 6 August 2024 and after being nominated by IFM. Further information about the governance arrangements relating to the appointment of IFM nominee directors to the ATLAX Board is outlined earlier in this section.
- Hugh Wehby was appointed to the Board of ATLAX from 18 November 2024 in conjunction with his appointment as CEO and MD. Mr Wehby replaced Graeme Bevans, who retired on the same day after more than six years in the role.

Refer to pages 49 to 51 of the 2024 Annual Report for ATLAX director profiles.

1. The Board of Directors

(b) ATLIX

The ATLIX Board comprises four directors each with significant relevant experience. All members of the ATLIX Board are independent non-executive directors. A director must not hold office (without re-election) past the third Annual General Meeting (AGM) after which the director was elected or re-elected, and at every AGM, one third of directors not otherwise up for election, must stand for re-election. In addition, as contemplated by the Co-operation Deed, the ATLIX Board includes a director of ATLAX (Debbie Goodin) to facilitate and promote co-operation and consultation between the ATLIX and ATLAX Boards.

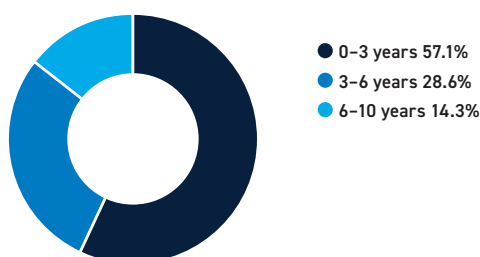
The current directors of the ATLIX Board are as follows:

Fiona Beck, Chair (Bermuda based)	Independent non-executive Director since 13 September 2019 and Chair since 1 March 2023
Kiernan Bell (Bermuda based)	Independent non-executive Director since 1 September 2023
Andrew Cook (Bermuda based)	Independent non-executive Director since 26 November 2020
Debbie Goodin (Australian based)	Independent non-executive Director since 1 November 2020

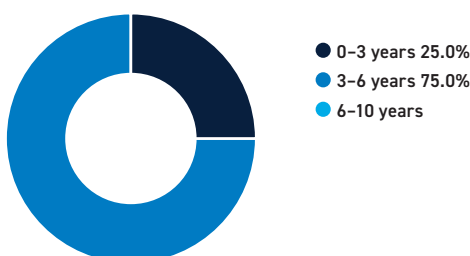
There were no changes to the composition of the ATLIX Board during 2024.

Refer to page 51 of 2024 Annual Report for ATLIX director profiles.

ATLAX Non-executive Director tenure



ATLIX Non-executive Director tenure



1.5 Nomination and Appointment of Directors

Prior to a director's appointment, appropriate checks as to the person's character, experience, education, criminal record and bankruptcy history are undertaken.

All material information known to Atlas Arteria that is relevant to a decision to elect or re-elect a director is provided to investors in the Notices of Meeting. This enables investors to make an informed decision on whether to elect or re-elect the candidate. Such information will include biography details, relevant qualifications and experience, the skills they bring to

the relevant Board, details of any other material directorships, and a statement by the relevant Board as to whether it supports the election or re-election of the candidate.

Each new director of ATLAX and ATLIX is provided with a letter of appointment that details the key terms of his or her appointment.

In addition, Atlas Arteria has minimum securityholding requirements for non-executive directors, which require them to increase their securityholdings in Atlas Arteria to an amount that is equivalent to 100% of the annual base director fees within three years from the date of their appointment. The minimum security requirements do not apply to Mr Elia given that he is an executive employed and remunerated by IFM and he does not receive director fees (at IFM's request). Further information regarding minimum securityholder requirements can be found in the Remuneration Report on pages 62 to 90 of the 2024 Annual Report.

1.6 Boards focus areas in 2024

- Undertaking CEO transition, with Hugh Wehby announced as Atlas Arteria's new CEO and MD in August 2024, effective from 18 November 2024.
- Bolstering capability in North America, particularly with the appointment of Amanda Baxter, Group Executive North America and Corporate Development.
- Reviewing Board and Board Committee composition, including the appointment of Danny Elia as a second IFM nominee director.
- Implementing governance arrangements with IFM for the benefit of all investors as outlined in section 1.4.
- Establishing the Safety and Sustainability Committee to enhance Board oversight of safety and sustainability priorities, risks and performance.
- Reviewing and refining the corporate strategy and ensuring it remains fit for purpose, noting the current focus areas of business optimisation, pursuing associated growth opportunities and exploring capital management options that provide value to investors.
- Overseeing the execution of capital management initiatives to increase operational cash flows from APRR.
- Supporting distributions with improved free cash flow support and reduced reliance on cash on hand.
- Reviewing and agreeing the strategy for responding to the rate case decision from the Virginia State Corporation Commission on Dulles Greenway tolls.
- Overseeing management initiatives to improve operational performance.
- Monitoring APRR's legal challenges to the new French tax on companies operating long-distance transport infrastructure and engaging with key stakeholders about our concerns as a material investor in France.
- Monitoring management's progress in reviewing, assessing and enhancing Atlas Arteria's resilience to potential cyber incidents and data breaches.
- Reviewing Atlas Arteria's Risk Management Framework, guiding the implementation of improvements, and monitoring alignment with the risk appetite established by the Boards.
- Overseeing Atlas Arteria's remuneration framework and remuneration outcomes for Atlas Arteria's key management personnel.

1. The Board of Directors

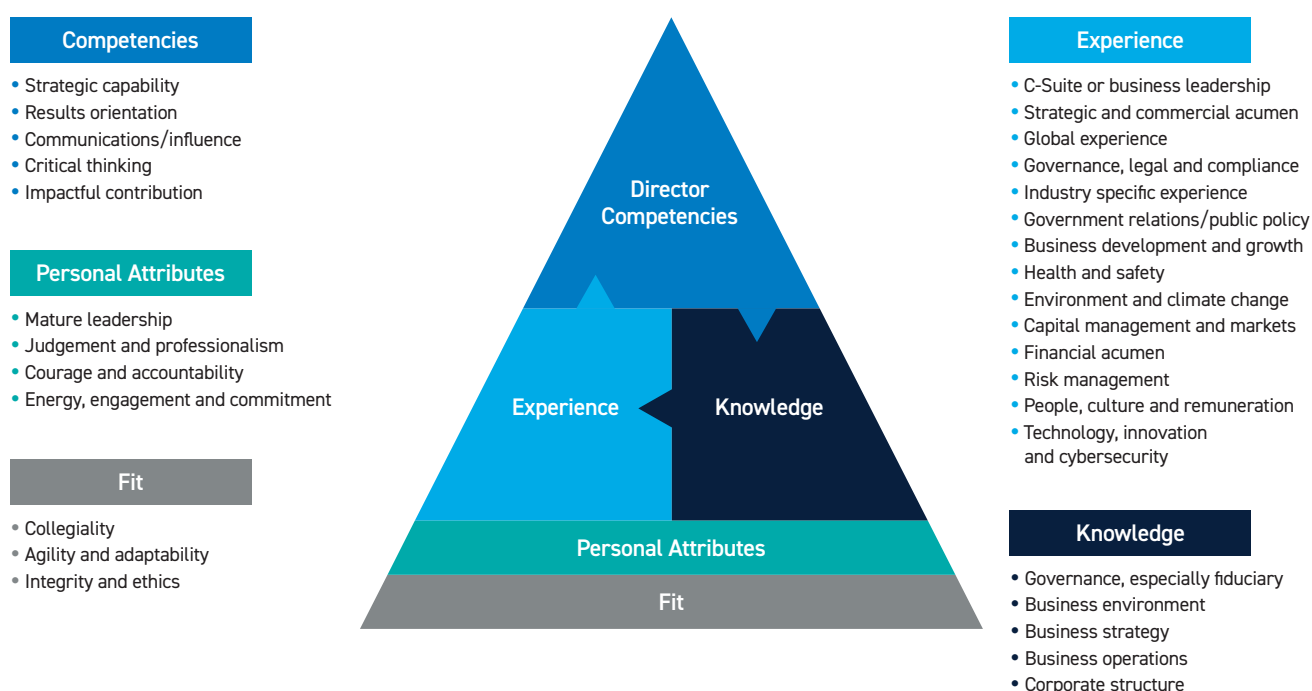
1.7 Board skills matrix (director skills and experience)

Atlas Arteria seeks to ensure that its Boards are comprised of directors with a diverse mix of skills, experience, backgrounds and perspectives relevant to Atlas Arteria's strategic objectives and operations, which enable the Boards to discharge their obligations effectively. Accordingly, the Boards have developed and adopted a comprehensive 'Atlas Arteria Director Profile', comprising the five categories of competencies, personal attributes, fit, knowledge and experience. The Atlas Arteria Director Profile assists the Boards with:

- providing directors with an appropriate framework to assess their strengths and areas for development;
- improving board effectiveness;
- creating effective board development programs; and
- informing director recruitment and succession planning to enable Atlas Arteria to benefit from a diverse range of skills and experience, along with identifying the best possible fit with the Boards and the organisation.

A snapshot of the Atlas Arteria Director Profile is below.



1.8 Atlas Arteria Director Profile



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1. The Board of Directors

In 2024, directors were asked to self-assess their competency against each skill listed in the below matrix as either expert, competent, somewhat familiar or not very familiar. The outcome of these self-assessments were then reviewed by the Boards as a whole for accuracy and reasonableness. Set out in the matrix is a summary of key skills and experience considered as important for Atlas Arteria and the Boards' assessment of coverage against the requisite skills and experience.

Experience		Assessment			
	C-suite or business leadership – Board, CEO and/or senior leadership experience in customer-facing operations, driving direction, organisational sustainability and change, strategic planning and managing rapid change and disruption.	<div> <div></div> <div>9</div> <div>2</div> </div>			
	Strategic and commercial acumen – Experience in developing, implementing and challenging strategic objectives using sound commercial judgement.	<div> <div></div> <div>11</div> </div>			
	Global experience – International business experience, including doing business in France, Germany, Australia, Bermuda and the United States. – Current or prior service on boards/executive teams of global organisations. – Experience working with different cultures, and an understanding of business/organisational implications.	<div> <div>8</div> <div>3</div> </div>			
	Governance, legal and compliance – ASX100 listed company experience. – Experience in implementing and providing direction on organisation-wide governance and compliance policies, systems and frameworks and training and education.	<div> <div>7</div> <div>4</div> </div>			
	Industry specific experience – Experience within the infrastructure or transport sectors. – Experience in toll roads.	<div> <div>4</div> <div>6</div> <div>1</div> </div>			
	Government relations/public policy – Experience in working or interacting with government authorities, regulators and other key stakeholders, multiple stakeholder relations and community engagement.	<div> <div>5</div> <div>5</div> <div>1</div> </div>			
	Business development and growth – Transactional experience on mergers, acquisitions, debt financing and corporate restructures. – Business development including pursuing strategic opportunities, cultivating partnerships, or other commercial relationships, or identifying new markets for products or services.	<div> <div>9</div> <div>2</div> </div>			
	Health and safety – Experience in developing policies, strategies and initiatives in relation to workplace health, safety and wellbeing.	<div> <div>5</div> <div>5</div> <div>1</div> </div>			
	Environment and climate change – Experience in developing policies, strategies and initiatives in relation to environment, climate change, sustainability and social responsibility.	<div> <div>2</div> <div>6</div> <div>3</div> </div>			
	Capital management and markets – Experience in capital management. – Understanding of demands and expectations of capital markets.	<div> <div>4</div> <div>6</div> <div>1</div> </div>			
	Financial acumen – Experience in financial analysis and management to provide financial expertise in overseeing the integrity of Atlas Arteria's financial reporting, internal controls and control environment.	<div> <div>7</div> <div>2</div> <div>2</div> </div>			
	Risk management – Experience in developing risk management policies and frameworks, an understanding of financial and non-financial risks and the ability to identify, manage and monitor material risks.	<div> <div>7</div> <div>4</div> </div>			
	People, culture and remuneration – Experience in people matters including culture, talent management and development, succession planning and remuneration (including executive compensation structures and governance) and developing and implementing relevant frameworks, policies and practices.	<div> <div>4</div> <div>7</div> </div>			
	Technology, innovation and cybersecurity – Experience in information systems, new technologies and innovation, digital disruption, data, privacy and cyber security.	<div> <div>3</div> <div>6</div> <div>2</div> </div>			

Expert

Competent

Somewhat familiar

Not very familiar

1. The Board of Directors

Having completed and reviewed these assessments, the Boards consider that the skills, expertise and experience required for effective Board oversight of Atlas Arteria's operations, strategy and governance are well represented by the current directors.

In the event that the Boards or management do not possess the skills or experience required, external specialist assistance or advice will be obtained and this will be considered as part of future Board renewal.

In addition to the experience, knowledge and other attributes outlined in the above Atlas Arteria Director Profile, all directors strongly endorse Atlas Arteria's Vision and Values Statement and the underlying STEER values of Safety, Transparency, Engagement, Environmental and Social Responsibility and Respect (as more fully described in Atlas Arteria's Vision and Values Statement). This includes bringing an active awareness of the importance of creating the right culture and modelling the right conduct.

1.9 Director independence

In determining the status of a director's independence, Atlas Arteria has adopted standards of independence that are in line with the ASX Principles and Recommendations. The full details of Atlas Arteria's independence criteria are set out in Appendix 1 to the ATLAX and ATLIX Board Charters. The independence of each non-executive director is considered prior to their appointment and then reviewed annually by the Boards.

Other than Ken Daley and Danny Elia, all ATLAX and ATLIX non-executive directors have been determined by the Atlas Arteria Boards to be independent and therefore the Boards consist of a majority of independent directors.

Mr Daley and Mr Elia were nominated to the ATLAX Board by IFM, Atlas Arteria's largest investor, and are not considered independent because:

- Mr Daley is a special adviser to IFM; and
- Mr Elia is employed by IFM as the Global Head of Asset Management, Infrastructure.

The Boards also consider the independence of non-executive directors in the context of tenure and are satisfied in that regard, with the longest serving non-executive director having been a director for 7.5 years. The Boards consider that they are well served by non-executive directors with varying tenures to ensure that a deep understanding of the business is maintained, and fresh ideas and perspectives are brought to discussions.

The tenure profile of the Boards can be seen in section 1.4 of this Statement.

1.10 Conflicts of interest

The Boards have each adopted a Conflicts of Interest (Directors) Policy to assist directors in identifying and managing conflicts of interest. All directors are required to immediately notify their respective Board when they become aware of a conflict of interest or a material personal interest in any matter concerning Atlas Arteria. As mentioned above in section 1.4 additional conflicts of interest protocols and information sharing arrangements apply to IFM nominee directors under a separate agreement.

In addition, on appointment, directors are required to provide a standing notice, which must include details of the nature and extent of any relevant interests. Monitoring of these interests is ongoing, and directors are required to keep these up to date.

The Group Executive Legal, Risk and Governance records all information reported to the Boards and monitors overall compliance with the Conflicts of Interest (Directors) Policy.

1.11 Review of performance

(a) Board performance

To ensure that the directors of ATLAX and ATLIX are properly discharging their duties and to evaluate the performance of the Boards, their committees and individual directors, the following procedures have been established.

- An annual performance review of each Board, Board committees, each Chair and individual directors. This is conducted either internally through a process of questionnaires and/or face-to-face meetings and Board discussion, or with the assistance of an external facilitator, or through a combination of both.
- The performance of directors nominating for election/re-election at the next AGM is also assessed through discussion at Board meetings in the absence of the relevant director, to determine whether the relevant Board will endorse the director's election/re-election.
- An induction program for new directors is established and undertaken when a director joins the Boards.
- Access by directors to continuing education to update and enhance their skills and knowledge. This includes periodic in-house briefing sessions on emerging issues for the business, relevant regulatory and governance developments, and general business issues relevant to Atlas Arteria.

This year's annual performance reviews of the Boards, Board Committees and individual directors have been conducted internally through questionnaires, meetings with the Chairs and discussion by the Boards.

The outcomes and recommendations of the 2024 review are being considered by the Boards and will include the development of action plans to address key recommendations. Feedback obtained during the review process concerning the performance of individual directors is discussed separately between the Chair and each director (and in the case of the Chairs, with the Audit and Risk Committee Chair).

(b) Executive Team performance

At the commencement of the financial year, the Boards set the Key Performance Indicators (KPIs) for the CEO, and the CEO, in consultation with the Boards, sets the KPIs for each member of the Executive Team. Regular feedback on performance is provided to the CEO and Executive Team throughout the year.

At the end of the financial year, the CEO and each member of the Executive Team have their performance assessed against these KPIs and other relevant matters.

The formal performance review process has been completed for 2024 and more information in relation to the outcomes of the process for Executive Team members who are key management personnel can be found in the 2024 Remuneration Report on pages 62 to 90 of the 2024 Annual Report.

1. The Board of Directors

1.12 Director induction and professional development

The Nomination and Governance Committee oversees the induction procedures for new directors and the program for the ongoing training and education of directors.

Atlas Arteria's program for inducting new directors, includes introductory meetings with other directors and management, receipt of introductory company materials and detailed business briefings.

Atlas Arteria provides ongoing training and education of ATLAX and ATLIX directors. This provides opportunities for directors to develop and maintain the skills and knowledge needed to effectively perform their role. The training and education program is monitored and reviewed at least annually by the Nomination and Governance Committee, including giving directors an opportunity to provide input on development and training topics. The program includes:

- briefings from management on key trends and issues facing Atlas Arteria;
- presentations at strategy days on relevant topics such as traffic forecasting, sustainability, stakeholder relations and risk management;
- site visits to Atlas Arteria's operations, including opportunities to meet with joint venture partners, staff and management;
- external briefings on relevant or topical matters; and
- encouraging directors to participate in external courses and conferences, including providing each director with an education reimbursement allowance.

1.13 Remuneration

The People and Remuneration Committee is responsible for overseeing the development of a formal, robust and transparent remuneration framework and policy for Atlas Arteria, and for recommending to the Boards the remuneration packages of Atlas Arteria's directors and Executive Team.

Atlas Arteria's policies and practices in relation to the remuneration of non-executive directors and the remuneration of the CEO and other key management personnel can be found in the Remuneration Report on pages 62 to 90 of the 2024 Annual Report.

1.14 Independent professional advice

The directors of ATLAX and ATLIX are entitled to obtain independent professional advice at Atlas Arteria's cost, subject to the estimated costs being first approved by the relevant Chair as being reasonable.

1.15 Company Secretary

The Company Secretaries of ATLAX and ATLIX are each accountable directly to the Boards, through the ATLAX and ATLIX Chairs, on all matters to do with the proper functioning of the respective Board.

WARNOW TUNNEL, GERMANY



2. Board Committees

Relevant governance documents



Audit and Risk Committee Charter

People and Remuneration Committee Charter

Nomination and Governance Committee Charter

Safety and Sustainability Committee Charter



The above governance documents are available on Atlas Arteria's website atlasarteria.com

The ATLAX and ATLIX Boards have established four standing committees to assist the Boards in discharging their duties:

- Audit and Risk Committee (**ARC**);
- Nomination and Governance Committee (**NGC**)
- People and Remuneration Committee (**PRC**); and
- Safety and Sustainability Committee (**SSC**).

During 2024, the ATLAX and ATLIX Boards established the Safety and Sustainability Committee to enhance the oversight of safety and sustainability priorities, risks and performance.

Each standing committee has been jointly established by the ATLAX and ATLIX Boards and operates under a formal charter, which is approved by the Boards.

The charters set out the objectives, duties and responsibilities and other procedural requirements of the committees. They include the right to interview management, meet with internal and external auditors (with or without management) and to seek advice from external consultants or specialists where it is considered necessary.

Committee papers and minutes are provided to all directors, and each committee Chair reports on the relevant committee's work at the next scheduled Board meeting. Directors are invited to attend any committee meeting, regardless of whether they are a member.

Information regarding the number of times the committees met throughout the 2024 financial year and the individual attendance of members at those meetings can be found on page 52 of the 2024 Annual Report.



2. Board Committees

The current membership, composition and a summary of the key responsibilities of each committee is set out in the table below.

Objective	Members ¹	Composition	Key responsibilities
Audit and Risk Committee	John Wigglesworth (Chair) Andrew Cook Danny Elia Debbie Goodin Laura Hendricks Jean-Georges Malcor	A minimum of three members. A majority of members must be independent directors. At least one independent ATLAX Director (who is not also an ATLIX Director) and one independent ATLIX Director (who is not also an ATLAX Director). All Committee members shall be financially literate (able to read and understand financial statements). The Chair must be an independent director and must not be a Chair of the Boards. To enable the free flow of information between the Committee and the Safety and Sustainability Committee, the Chair or a member of each committee should be a member of both committees.	Reviewing significant accounting and reporting issues and understanding their impact on financial reports. Overseeing financial reporting processes implemented by management and review of financial statements. Monitoring and reviewing the effectiveness of the internal control and Risk Management Frameworks, and compliance with key risk management policies. Monitoring and reviewing the processes for identifying, assessing, and responding to risks in a manner that is in accordance with the organisation's risk appetite. Monitoring and reviewing key governance policies, including the Whistleblower Policy and Anti-Bribery and Corruption Policy and overseeing compliance with the Code of Conduct. Overseeing external and internal audit, including reviewing significant audit findings and auditor independence.
Nomination and Governance Committee	Debbie Goodin (Chair) Fiona Beck David Bartholomew Laura Hendricks Jean-Georges Malcor John Wigglesworth	A minimum of three members. A majority of members must be independent directors. At least one independent ATLAX Director (who is not also an ATLIX Director) and one independent ATLIX Director (who is not also an ATLAX Director). The Chair must be an independent director.	Reviewing Board composition and succession planning and identifying and recommending suitable candidates for each Board. Reviewing and evaluating the Boards' Skills Matrix. Overseeing procedures for non-executive director induction and the periodic evaluation of the performance of the Boards, Board committees and individual directors. Reviewing Atlas Arteria's Corporate Governance Framework and relevant developments in corporate governance. Monitoring the independence of directors, considering possible conflicts of interest and reviewing existing behaviour and ethical guidelines for directors.
People and Remuneration Committee	David Bartholomew (Chair) Kiernan Bell Debbie Goodin Laura Hendricks Jean-Georges Malcor	A minimum of three members. A majority of members must be independent directors. At least one independent ATLAX Director (who is not also an ATLIX Director) and one independent ATLIX Director (who is not also an ATLAX Director). The Chair must be an independent director. To enable the free flow of information between the Committee and the Safety and Sustainability Committee, the Chair or a member of each committee should be a member of both committees.	Providing recommendations to the Boards in relation to non-executive director fees, executive remuneration policy and framework (including short-term and long-term incentive plans) and annual remuneration reviews for the CEO and senior executives. Assisting the Boards with reviewing senior executive performance, including the assessment of KPIs and 'at-risk' remuneration. Overseeing the development of personnel strategies and frameworks that support Atlas Arteria's business objectives, values and the attraction, retention and motivation of personnel. Reviewing and recommending to the Boards the Remuneration Report. Reviewing succession and development plans for senior executives. Reviewing the effectiveness of Atlas Arteria's Diversity and Inclusion Policy, objectives and initiatives.
Safety and Sustainability Committee	Fiona Beck (Chair) David Bartholomew Ken Daley Debbie Goodin John Wigglesworth	A minimum of three members. A majority of members must be independent directors. At least one independent ATLAX Director (who is not also an ATLIX Director) and one independent ATLIX Director (who is not also an ATLAX Director). The Chair must be an independent director. To enable the free flow of information between the Committee and the Audit and Risk Committee, the Chair or a member of each committee should be a member of both committees. To enable the free flow of information between the Committee and the People and Remuneration Committee, the Chair or a member of each committee should be a member of both committees.	Overseeing the approach to identifying and addressing key safety and sustainability risks, including climate change, human rights and modern slavery risks. Reviewing and monitoring the effectiveness of the internal control systems and Risk Management Frameworks for safety and sustainability risks, and strategies to pursue opportunities in relation to safety and sustainability matters. Monitoring management's implementation of safety and sustainability initiatives or strategies that are approved by the Atlas Arteria Boards. Monitoring performance against safety and sustainability positions, commitments and targets. Reviewing the preparation of Atlas Arteria's sustainability and climate reporting, including the Sustainability Report and Modern Slavery Statement.

1. The qualifications and experience of the members of the Audit and Risk Committee are described in the 2024 Annual Report on pages 49 to 51.

3. Diversity and inclusion

Relevant governance documents

Diversity and Inclusion Policy

 The above governance documents are available on Atlas Arteria's website atlasarteria.com

3.1 Inclusion and Diversity at Atlas Arteria

Atlas Arteria respects and values diversity, an inclusive culture and recognises that organisations with a diverse and inclusive workforce have been shown to be more successful, innovative, and agile.

Further, Atlas Arteria believes that a diverse and inclusive workforce and culture helps to attract and retain talent and provides a competitive advantage. Atlas Arteria aims to attract, develop, promote, and retain people who reflect the diversity of the customers, markets, and communities in which it operates. In this regard, Atlas Arteria is committed to:

- ensuring that all people in its business feel connected, engaged and valued so that the business can benefit from different voices and perspectives. Atlas Arteria is committed to creating a workforce culture that values inclusion and individuality, where discrimination, harassment, vilification, and victimisation will not be tolerated and where the views of others are welcomed and respected;
- gender diversity, including continuing to work towards a balanced representation of men and women at all levels, and within all teams and geographies across the organisation; and
- finding ways to ensure that people feel comfortable sharing information about their gender identity and feel safe and supported to do so.

Atlas Arteria is committed to providing a safe and healthy working environment, where everyone is treated with respect. As part of this commitment, we take seriously the responsibility to prevent and respond to issues of sexual harassment in the workplace. We have zero tolerance for unacceptable behaviour of any kind and have a performance gateway in place to ensure employees understand the consequences of behaviours and actions that fall short of our expectations.

In addition to gender diversity, Atlas Arteria values diversity of experience, perspective, skills and views brought about by such things as differences in age, nationality, cultural background, sexual orientation, ethnicity, neurodiversity, care giver status, work experience, disability and religious beliefs.

Atlas Arteria is an international business with corporate offices in Australia, Bermuda, Luxembourg and the United States. It also operates in the United States, France and Germany with directors based in Australia, the United States, Bermuda and France. It is therefore important that Atlas Arteria's workforce is culturally diverse and reflects local customers, markets and communities. All of Atlas Arteria's wholly owned operations are managed by locally recruited executives, and Atlas Arteria's Boards and Executive Committee comprise members with international background and experience.

Atlas Arteria's directors and staff are highly diverse in nationality, language and culture across the 10 non-executive directors and 50 corporate employees. Atlas Arteria continues to foster an environment that celebrates the importance of cultural diversity across the business.

Atlas Arteria continues to review its Diversity and Inclusion Policy to ensure it adequately reflects the evolving expectations of the business, its communities and investors.

Atlas Arteria's Diversity and Inclusion Policy, sets out the diversity and inclusion commitments of the business, which are overseen and monitored by the Atlas Arteria People and Remuneration Committee. The Atlas Arteria Boards endorse Atlas Arteria's commitment to Diversity and Inclusion and Atlas Arteria holds itself to account against diversity commitments.

We recognise that all employees have a critical role to play in helping to foster a safe, respectful, and inclusive workplace at Atlas Arteria. We expect all employees to role-model the right behaviours and feel safe to call-out any behaviours that fall short of our STEER values and/or policies. We are committed to providing ongoing training and support to all employees to ensure they understand not only their obligations, but benefits created by driving greater inclusion across Atlas Arteria.



3. Diversity and inclusion

3.2 Diversity objectives and performances

The Atlas Arteria Boards have measurable objectives in relation to gender diversity in the composition of its Boards, senior executives and workforce generally.

For 2024, Atlas Arteria had a 40:40:20 commitment to achieve or maintain (as the case may be) a gender balance of at least 40% women, 40% men and 20% any gender across its combined Boards, within senior executive roles and across all employees.

These objectives will continue for 2025, although the Board diversity target has been amended to apply only to the independent non-executive directors of the Boards. The Boards consider this is an appropriate change given that the composition of the ATLAX Board is impacted by the nomination preferences of IFM, as outlined in section 1.4 above.

The tables below present Atlas Arteria's achievement against the 2024 diversity targets, noting that the target for combined Boards was not met in 2024 and, for the reasons referred to above, performance against the Board target for independent non-executive directors is also included. The target for senior executives was also not met due to some senior executive changes during the year but we continue to achieve our gender diversity target for all employees.

In measuring performance against these objectives, the following definitions were used:

- 'Senior executives' are Atlas Arteria Executive Team members, their senior direct reports, and CEOs and MDs of the wholly and majority owned businesses.
- 'All Employees' are permanent and long-term contracted employees of Atlas Arteria Corporate Office, CEOs of the wholly and majority owned businesses, and employees of wholly owned businesses (Warnow Tunnel and Dulles Greenway).

Target	Performance			
Board Gender Diversity	Objective – 40:40:20 female/male/any gender balance across its combined Boards			
	Performance – The gender diversity within directors on the ATLAX and ATLIX Boards as at 31 December 2024 is outlined below:			
	ATLAX	ATLIX	Combined ATLAX/ATLIX*	Combined ATLAX/ATLIX Independent non-executive directors*
	Female: 25%	Female: 75%	Female: 36%	Female: 50%
	Male: 75%	Male: 25%	Male: 64%	Male: 50%
Workforce Gender Diversity	Other: 0%	Other: 0%	Other: 0%	Other: 0%
	* Debbie Goodin sits on both the ATLAX and ATLIX Boards so has only been included once in the combined calculation.			
	Objective – 40:40:20 female/male/any gender balance across senior executives and across All Employees			
	Performance – The gender diversity in senior executives and across all employees as at 31 December 2024 is outlined below:			
	All Employees	Senior Executives		
	Female: 47%	Female: 36%		
	Male: 53%	Male: 64%		
	Other: 0%	Other: 0%		

In addition, Atlas Arteria will continue to pursue ways to measure and manage other diversity metrics such as age and ethnicity. Given some of the data will rely on employees self-reporting, the initial focus will be to ensure transparency, creating an environment of willingness and safety to disclose and report, before committing to potential targets.

The full details of our diversity initiatives will be presented in the Sustainability Report due to be released in April 2025.

4. Acting ethically and responsibly

Relevant governance documents



Vision and Values Statement
Code of Conduct
Whistleblower Policy
Continuous Disclosure Policy
External Communication Policy



Anti-Bribery and Corruption Policy
Securities Trading (Windows) Policy
Sustainability Policy
Human Rights Commitment Statement 2024
Modern Slavery Statement
Conflicts of Interest (Directors) Policy²



The above governance documents are available on Atlas Arteria's website atlasarteria.com

4.1 Atlas Arteria's Vision and Values Statement

Atlas Arteria expects all directors, employees, contractors and consultants to act lawfully, ethically and responsibly, and in line with Atlas Arteria's Vision and Values Statement and Code of Conduct.

The Vision and Values Statement is periodically revised and approved by Atlas Arteria's Boards as outlined in the ATLAX and ATLIX Board Charters. Senior management is responsible for instilling these vision and values across the organisation and this forms part of their performance evaluation.

OUR VISION

Our vision is to benefit the communities in which we operate through reduced travel time, greater time certainty, reduced fuel consumption and carbon emissions and to provide an enjoyable travel experience.

OUR VALUES

Our values guide the decisions we make and the way we behave as we work together towards our vision. In living and breathing our values, we can create a strong investor value proposition and better outcomes for our customers, our communities and our people. To us, great performance is as much about how we get there and not just the end result. That's why our people's success is evaluated against our five values, along with their role responsibilities.

OUR GUIDING VALUES

At Atlas Arteria, how we achieve success – and the legacy we leave – is as important as the success itself.



Safety is at our heart

We care about our people, partners and customers and believe that their health, safety and wellbeing come first. We are proud to promote a culture of awareness and action where our people take accountability to identify opportunities for change. We want our workplaces to be safe places for all people.



Transparency in all we do

We are open, honest and straightforward in the way we communicate. Our people feel connected to what is happening across our businesses in the way we share information. We take a 'no surprises' approach to keeping people informed and trust each other to do the right thing. We understand the importance of cultivating a safe environment where people know they can speak up at any time.



Engage for better outcomes

We are committed to making meaningful connections that improve the way we work. We are open, curious and challenge constructively. We work hard to ensure that everyone feels heard and that feedback is welcome. We are connected to our vision and strategy and are committed to working together to deliver.



Environmentally and socially responsible

We understand the responsibility we have to the environment, the community and each other, and we take our commitments seriously. We encourage our people to be curious and look for innovative ways to minimise adverse impacts, no matter how big or small.



Respect in every interaction

We expect respect in every interaction. We value the time, perspective, and experience of others and demonstrate that in the way we treat them. We work hard to ensure a truly inclusive workplace where all people feel seen, heard and valued. We know how important it is to do the right thing and ensure we act ethically, lawfully and responsibly at all times.

² Refer to page 7 of this Statement.

4. Acting ethically and responsibly

4.2 Code of Conduct

The Atlas Arteria Code of Conduct (**the Code**) sets out the standard of behaviour expected of directors, employees, contractors and consultants and is reflective of Atlas Arteria's Vision and Values Statement. The Code requires that material breaches of the Code and other company policies be notified to the Audit and Risk Committee. Non-compliance with the Code may result in appropriate and proportionate disciplinary action.

Directors and the Executive Team are also expected to speak and act consistently with the Code. The Code, together with the Vision and Values Statement, are used to guide decision making. Employees are provided with links to copies of the Code and other company policies on commencement of employment. All employees are required to undertake training on the Vision and Values Statement and the Code, along with certain other 'Atlas Foundation' compliance training courses on a periodic basis. New starters must complete the training within the first 45 days of commencing their employment.

The Code is complemented by other policies, including the Whistleblower Policy, Anti-Bribery and Corruption Policy and the Appropriate Workplace Behaviour Policy.

4.3 Whistleblower Policy

As evidenced in its Vision and Values Statement, Atlas Arteria has a Whistleblower Policy that demonstrates its commitment to the highest standards of ethical practice and honest relationships, and to the protection of individuals who report actual or suspected wrongdoing. The Whistleblower Policy has been adapted to cater for the different jurisdictions where Atlas Arteria operates. The policy applies to all current and former employees, directors and associates of, and any supplier of goods or services to an Atlas Arteria entity. Compliance with the Whistleblower Policy is overseen by the Audit and Risk Committee.

Under the Whistleblower Policy, employees are encouraged to speak up about wrongdoing or suspected wrongdoing covered by the policy in an environment free from victimisation. The policy outlines the process for reporting such wrongdoing and requires that such matters are investigated and dealt with appropriately and on a timely basis.

The policy outlines the persons to whom a report may be made, including the Whistleblower Protection Officers who are appointed by the Boards and are responsible for protecting a whistleblower and overseeing any investigation of reports. The policy also provides details of an external Whistleblower Service that enables a whistleblower to make a report on an anonymous or identified basis. The policy requires the Whistleblower Protection Officers to disclose all reports to the Audit and Risk Committee subject to confidentiality obligations. In addition, findings of any investigation are required to be documented and reported to the Audit and Risk Committee.

4.4 Continuous Disclosure Policy

Atlas Arteria has a Continuous Disclosure Policy that supports compliance with ASX listing rule 3.1. Under the policy, Atlas Arteria is required, subject to certain exceptions, to disclose to the ASX immediately any information that a reasonable person would expect to have a material effect on the price or value of its securities. This ensures that all stakeholders receive equal and timely access to material information. ATLAX and ATLIX are contractually obliged under the Co-operation Deed to exchange relevant information and coordinate ASX releases and financial reporting.

The Continuous Disclosure Policy includes protocols for:

- the reporting of potentially price sensitive information to Disclosure Officers;
- responding to market speculation and rumours;
- the approval of ASX announcements, including specifying the matters that require Board approval; and
- approval for urgent disclosures where it is not possible to convene full Board meetings in a timely manner.

In addition, it is a requirement of the Continuous Disclosure Policy that the ATLAX and ATLIX Boards are provided with copies of all market announcements promptly after they have been made.

4.5 External Communications Policy

Atlas Arteria's External Communications Policy outlines the various ways Atlas Arteria communicates important information to investors and other key stakeholders.

The policy also provides additional guidance to Atlas Arteria directors, employees, contractors and consultants to ensure compliance with the disclosure requirements in the ASX Listing Rules and sets out roles and responsibilities in that context.

In line with the ASX Principles and Recommendations, Atlas Arteria's External Communications Policy requires that, if Atlas Arteria gives a new and substantive investor or analyst presentation, Atlas Arteria should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

4.6 Securities Trading (Windows) Policy

The Boards have adopted a policy on securities dealings, which provide that Atlas Arteria's directors and staff may only trade Atlas Arteria securities, at the discretion of the Boards, during the four week windows following:

- the release of Atlas Arteria's half-yearly and yearly financial results;
- the AGM; and
- lodgement with ASIC and ASX of a disclosure document or a cleansing statement for a capital raising.

A special trading window may also be determined by the Boards at other times.

The policy contemplates that Atlas Arteria's employees may be granted Atlas Arteria securities or security rights as part of their remuneration. Employees who hold unvested or restricted Atlas Arteria securities: (i) must comply with the terms of those securities; and (ii) must not enter any transaction that limits the economic risk of holding unvested or restricted securities. This includes a restriction on entering any transaction to manage the risk of the timing, likelihood or manner of vesting, or unrestricted vesting, of any unvested Atlas Arteria securities.

4. Acting ethically and responsibly

4.7 Anti-Bribery and Corruption Policy

Atlas Arteria's Anti-Bribery and Corruption Policy applies to all of Atlas Arteria's directors, employees, contractors and consultants. Compliance with the policy is overseen by the Audit and Risk Committee.

Atlas Arteria's Anti-Bribery and Corruption Policy, among other things, prohibits the giving of bribes or other improper payments or benefits to public officials. Suspected or actual instances of bribery or corruption must be reported to Atlas Arteria's Group Executive Legal, Risk and Governance or through the whistleblower channels, in accordance with the process outlined in Atlas Arteria's Whistleblower Policy.

Atlas Arteria also has a Gifts and Entertainment Policy, which includes controls relating to the giving and receiving of gifts and entertainment to avoid perceived or actual conflicts of interest.

The Audit and Risk Committee must be notified of any breaches of the Anti-Bribery and Corruption Policy.

4.8 Sustainability Policy

Atlas Arteria's approach to ESG management (including climate-related issues) is set out in Atlas Arteria's Sustainability Policy and is discussed further in Section 5 below.

4.9 Human Rights and Modern Slavery

Atlas Arteria's commitment to respecting and promoting human rights within our operations, business and supply chains is outlined in Atlas Arteria's Human Rights Commitment Statement 2024. Moreover, the Human Rights Statement demonstrates Atlas Arteria's adherence to the UN Global Compact Principles on Human Rights and to being a participant member of the UN Global Compact.

In addition, Atlas Arteria publishes its Modern Slavery Statement annually. The Modern Slavery Statement outlines the steps Atlas Arteria has taken, and the work it will continue to do, to ensure that it does not inadvertently support, nor contribute to Modern Slavery.

CHICAGO SKYWAY, US



5. Risk management and corporate reporting

Relevant governance documents

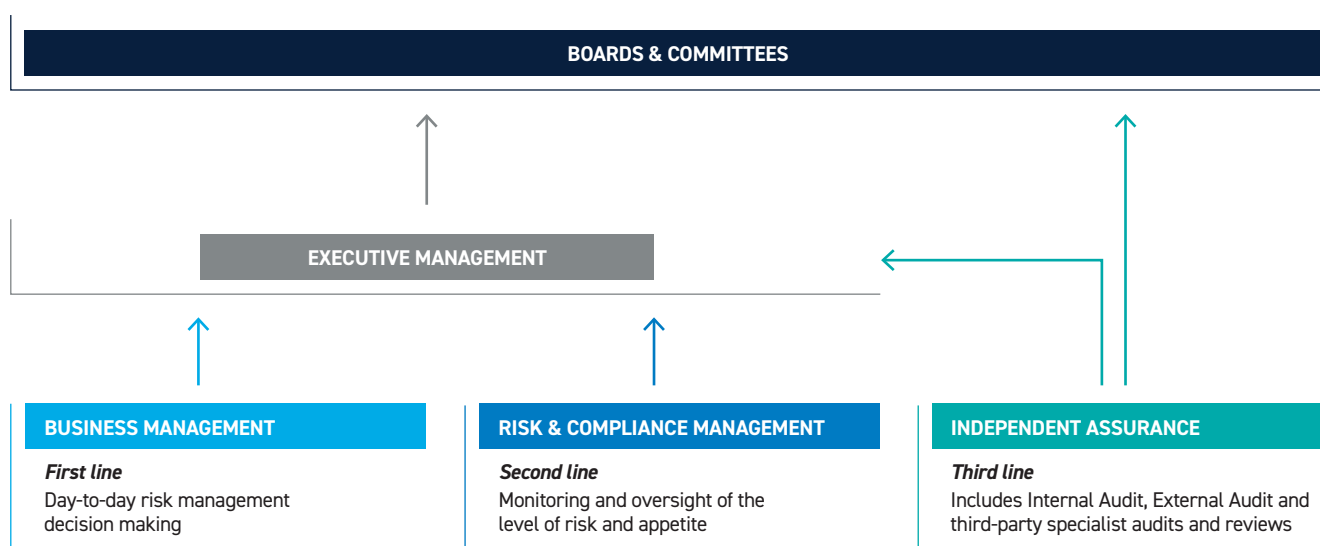
-  Risk Management Policy
- Sustainability Policy
- Workplace Health and Safety Policy
- Auditor Independence Policy
- 2024 Annual Report
- Modern Slavery Statement
- 2024 Sustainability Report (to be published in April 2025)

 The above governance documents are available on Atlas Arteria's website atlasarteria.com

5.1 Risk management oversight

Due to the nature of its business activities, Atlas Arteria is exposed to a variety of strategic risks which it actively monitors and reviews, in accordance with its Risk Management Policy and Framework.

While ultimate responsibility for Atlas Arteria's Risk Management Framework rests with the Boards, the Audit and Risk Committee assists the Boards with the design and implementation of, and in monitoring compliance with, the Risk Management Framework.



Atlas Arteria's Risk Management Policy outlines its approach to risk management and the responsibilities of Atlas Arteria's staff in the identification, management and mitigation of risks.

Atlas Arteria has two key mechanisms to assist with the identification and management of its key risks: the Risk Appetite Statement and Risk Management Framework.

(a) Risk Appetite Statement

Atlas Arteria's Risk Appetite Statement provides parameters around the:

- nature and amount of risk that Atlas Arteria is willing to accept in achieving its strategic objectives; and
- risks Atlas Arteria is not willing to accept.

In addition, supporting processes are directed at ensuring that risk tolerances are set at an appropriate level and the risks accepted are consistent with risk appetite.

(b) Risk Management Framework

Atlas Arteria is committed to ensuring that risk management practices are embedded in all its business activities. A strong risk management culture is critical to Atlas Arteria achieving its organisational objectives and executing its strategy.

To facilitate this, Atlas Arteria has implemented an integrated Risk Management Framework which delivers a consistent approach to risk management practices across all levels of the organisation. The framework supports a consistent approach to the identification, classification and assessment of risks, depending on their nature and potential impact across various consequence categories, ensuring risk management is an inherent part of Atlas Arteria's business and strategic processes.

Atlas Arteria has adopted the 'three lines' model of risk management to support effective risk management practices and oversight, referring to these as the 'three lines of accountability'.

This language emphasises that risk is something that should be actively managed, not necessarily prevented or minimised, recognising that risk can present opportunities as well as threats.

5. Risk management and corporate reporting

The first line is the corporate functions and businesses, which are accountable for the management of risk and responsible for identifying, assessing, managing, monitoring and mitigating the risks in their business processes.

The second line is the risk and compliance management function, which is accountable for 'review and challenge' of the first line, setting risk management and compliance policies, providing advice on, and overseeing their implementation, as well as providing analysis and reporting on risk management and compliance performance to the Boards and Audit and Risk Committee. The second line also includes detailed risk reviews and peer reviews, which serve a key 'review and challenge' role that is particularly important in managing and assessing growth risks and the continual improvement of governance, risk management and internal control processes.

The third line is accountable for providing independent assurance of the effectiveness of the governance, risk management and controls in place. This role is performed by Atlas Arteria's Internal and External Audit functions.

Atlas Arteria has engaged the services of a third-party provider to undertake internal audits, which provides independent assurance in the evaluation of the effectiveness of its governance, risk management and internal control processes.

Atlas Arteria's Risk Management Framework, Risk Management Policy and Risk Appetite Statement are reviewed annually to ensure that risks continue to be appropriately measured and managed. With respect to 2024, the Audit and Risk Committee has reviewed Atlas Arteria's Risk Management Framework and is satisfied that it continues to be sound and effective, and that Atlas Arteria is operating with due regard to the risk appetite set by the Boards.

5.2 Environmental and social responsibility (including climate change)

Atlas Arteria recognises the importance of maintaining responsible and sustainable business practices and continuing to monitor sustainability challenges including how they may impact business operations and the portfolio over the long-term.

Atlas Arteria's approach to managing environmental, social and governance risks is supported by:

- The Safety and Sustainability Committee, which, as mentioned earlier in this Report, was established by the Atlas Arteria Boards in 2024.
- The Risk Management Framework and the Sustainability Policy.
- Atlas Arteria's Sustainability Working Group.

Atlas Arteria has identified four priority areas that encompass its most significant sustainability risks: safety; climate and environmental stewardship; our people and customers and community. Associated risks, actions, performance and metrics are reported against each priority area in the Sustainability Report, providing insight into the management of each.

Climate change presents potential risks and opportunities within each of the four priority areas. Through our alignment with the Taskforce on Climate-related Financial Disclosures (TCFD) recommendations, we seek to enhance our understanding of these risks and opportunities, effectively embedding climate related considerations into our corporate strategy and related business plans. In addition, the work undertaken on increasing TCFD alignment has assisted with establishing Atlas Arteria's preparedness for adopting future mandatory climate reporting under the Australian Accounting Standards Board (AASB) Climate-related Disclosures Standard (AASB S2), which is expected to impact Atlas Arteria as a Group 2 reporting entity from 2027.

Atlas Arteria's climate-related physical and transition risks are regularly reviewed by the Atlas Arteria Sustainability

Working Group and reviewed at least annually by the Safety and Sustainability Committee. During 2024 each risk assessment within the safety and sustainability register was updated, including to reflect changes in the operating environment.

For further detail on Atlas Arteria's associated risk and performance across each of the sustainability priority areas and in particular Atlas Arteria's climate-related risks and performance, refer to the 2024 Sustainability Report (due to be published on Atlas Arteria's website in April 2025).

5.3 Integrity of corporate reports

(a) CEO/CFO declaration

Concurrently with the half year and full year financial statements presented to the Boards for their approval, the CEO and CFO provide the Atlas Arteria Boards with a declaration that, in their opinion, the financial records of Atlas Arteria have been properly prepared and maintained in accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**), and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of Atlas Arteria. The declaration also confirms that their opinion has been formed based on a sound system of risk management and internal control, which is operating effectively.

(b) Auditor independence

The Audit and Risk Committee has adopted an Auditor Independence Policy that includes the following to ensure the independence of the external auditor:

- the external auditor must remain independent from Atlas Arteria at all times and must comply with APES 110: Code of Ethics for Professional Accountants;
- the external auditor must comply with the auditor independence requirements of the Corporations Act (Division 3, 4 and 5 of Part 2M.4) and provide a written declaration to the Boards under Section 307C of the Corporations Act and APES 110 with respect to the half year review and full year audit of Atlas Arteria that it has remained independent;
- any non-audit assignments must not compromise auditor independence and must meet Atlas Arteria's guidelines for permissible assignments as set out in the Auditor Independence Policy;
- non-audit assignments awarded to the external auditor must be approved in advance by the CFO, Audit and Risk Committee Chair and/or Audit and Risk Committee in accordance with the requirements of the Auditor Independence Policy;
- all non-audit assignments are to be reported by the principal external auditor to the Boards in the six months ending 30 June and 31 December, within two months of the respective dates; and
- the Atlas Arteria audit engagement partner and review partner must be rotated every five years unless the Boards grant approval to extend the term for a further two years.

Atlas Arteria's auditor for the 2024 financial year is Deloitte Touche Tohmatsu, and Mr Sam Vorwerk is the current signing partner assigned to Atlas Arteria.

The auditor attends Atlas Arteria's AGMs and is available to answer investor questions relevant to the audit, such as questions relating to the conduct of the audit and the preparation and content of the auditor's report.

(c) Corporate reporting validation

For periodic corporate reports that are not audited, Atlas Arteria adopts a validation process to verify the integrity of such reports. The validation process usually involves matters in those reports being verified against source data including externally audited data, a review by subject matter experts and, where appropriate, a further review and sign-off by responsible members of management. External assurance processes conducted by independent third parties are also adopted where appropriate.

6. Engagement with investors

Relevant governance documents



External Communications Policy



The above governance documents are available on Atlas Arteria's website atlasarteria.com

Atlas Arteria provides comprehensive information about its business and governance to investors via its website (www.atlasarteria.com), including:

- an overview of Atlas Arteria's operations, history and legal structure;
- historical information about Atlas Arteria's distributions and security price;
- information about Atlas Arteria's Boards and the Executive Team;
- all relevant corporate governance information;
- notices of meeting for investors and accompanying documents;
- reports, presentations, investor reference packs, financial statements and ASX announcements;
- key financial events calendar; and
- current sell-side analyst coverage.

Market-sensitive information, including annual and interim financial results announcements and other presentations made to investors and analysts, are lodged with the ASX and placed on Atlas Arteria's website as soon as practically possible. Investors may also register via Atlas Arteria's website to receive alerts of significant ASX announcements.

Atlas Arteria's investor relations program facilitates two-way communication with investors and other market participants and includes:

- holding regular domestic and international roadshows with institutional investors and sell-side analysts, typically around financial results releases;
- presentations at conferences and relevant industry forums; and
- engagement with investors and proxy advisors prior to AGMs.

Details of key investor events and materials are disclosed to the ASX in advance of the event. Additionally, Atlas Arteria has a dedicated email address and telephone number to facilitate direct communication with investors. Computershare, the securities registrar, assists in managing communications with investors, offering them the choice to receive communications electronically, including annual reports, meeting documents and dividend advice.

Each of ATLAX and ATLIX is required to hold an AGM. The External Communications Policy sets out how Atlas Arteria facilitates and encourages investor participation at the AGMs, including by:

- inviting investors to submit questions prior to or during the meeting;
- including in the Notices of Meeting explanatory notes on the items of business that are clear and accurate;
- clearly informing investors and other stakeholders of the format of the meeting, time, location and business to be considered at least 28 days prior to the event;
- utilising webcast technology to enable a maximum number of investors and other stakeholders to view meetings live (meetings from 2020 onwards can also continue to be viewed any time after the event);
- encouraging the use of proxies by investors who are unable to attend a meeting in person, including the use of online proxy forms; and
- ensuring that all substantive resolutions are decided by a poll rather than by a show of hands.

Atlas Arteria will follow similar practices, as appropriate, to those outlined above for any other investor meetings. In addition, details about how investors can participate at meetings are provided in the Notices of Meeting.



atlas**Arteria**

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Atlas Arteria comprising Atlas Arteria Limited (ABN 56 141 075 201) ("ATLAX") and Atlas Arteria International Limited (ARBN 141 528 841) ("ATLIX")

ABN/ARBN

Financial year ended:

31 December 2024

Our corporate governance statement for the period above can be found at:

- ☐ These pages of our annual report:
- ☒ This URL on our website: www.atlasarteria.com/aboutus – under the "Corporate Governance" section

The Corporate Governance Statement is accurate and up to date as at 27 February 2025 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 27 February 2025

Name of authorised officer authorising lodgement: Clayton McCormack

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at www.atlasarteria.com/aboutus under “Corporate Governance”.	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of our diversity policy at: www.atlasarteria.com/aboutus under "Corporate Governance" and we have disclosed the information referred to in paragraph (c) at page 12 of the Corporate Governance Statement.</p> <p>Atlas Arteria was in the S&P/ASX 300 Index at the commencement of the reporting period, and we have disclosed our measurable objective for achieving gender diversity in the composition of the board on page 12 of the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) and whether a performance evaluation was undertaken for the reporting period in accordance with that process at page 7 of the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) and whether a performance evaluation was undertaken for the reporting period in accordance with that process at page 7 of the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee (Nomination & Governance Committee) at www.atlasarteria.com/aboutus under "Corporate Governance" and the information referred to in paragraphs (a)(4) and (a)(5) at pages 9 and 10 of the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at pages 5 and 6 of the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors, where applicable, the information referred to in paragraph (b) and the length of service of each director at pages 3 and 4 of the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/> and we have disclosed this program at page 8 of the Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at www.atlasarteria.com/aboutus , under “Corporate Governance”.	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: <ul style="list-style-type: none"> (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code by a director or senior executive. 	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at www.atlasarteria.com/aboutus under “Corporate Governance”.	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: <ul style="list-style-type: none"> (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy. 	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at www.atlasarteria.com/aboutus under “Corporate Governance”.	<input type="checkbox"/> set out in our Corporate Governance Statement

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3.4	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our anti-bribery and corruption policy at www.atlasarteria.com/aboutus under "Corporate Governance".</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee (Audit & Risk Committee) at: www.atlasarteria.com/aboutus under “Corporate Governance” and the information referred to in paragraphs (a)(4) and (a)(5) at pages 9 and 10 of the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity’s financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed this process at page 17 of the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: www.atlasarteria.com/aboutus under "Corporate Governance".	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITYHOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: www.atlasarteria.com/aboutus .	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of securityholders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of securityholders at page 18 of the Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of securityholders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give securityholders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee (Audit & Risk Committee) at: www.atlasarteria.com/aboutus under "Corporate Governance" and the information referred to in paragraphs (a)(4) and (a)(5) at pages 9 and 10 of the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at pages 16 and 17 of the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our approach to internal audit on page 17 of the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at page 17 of the Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee (People & Remuneration Committee) at www.atlasarteria.com/aboutus under “Corporate Governance” and the information referred to in paragraphs (a)(4) and (a)(5) at pages 9 and 10 of the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in the Remuneration Report at pages 62 to 90 of the 2024 Annual Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue (Securities Trading (Windows) Policy) at www.atlasarteria.com/aboutus under “Corporate Governance” and a summary of relevant sections of it at page 14 of the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	N/A	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable