



Announcement Summary

Entity name

ATLAS ARTERIA

Announcement Type

New announcement

Date of this announcement

Thursday May 28, 2020

The Proposed issue is:

- An offer of securities under a securities purchase plan
- A placement or other type of issue

Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan

| ASX +Security Code | +Security Description | Maximum Number of +securities to be issued |
|---------------------------|--------------------------------------|---|
| ALX | FPO STAP US PROHIBITED EXCLUDING QUP | 12,096,774 |

+Record date

Wednesday May 27, 2020

Offer closing date

Thursday June 25, 2020

+Issue date

Thursday July 2, 2020

Total number of +securities proposed to be issued for a placement or other type of issue

| ASX +Security Code | +Security Description | Maximum Number of +securities to be issued |
|---------------------------|--------------------------------------|---|
| ALX | FPO STAP US PROHIBITED EXCLUDING QUP | 67,741,936 |

Proposed +issue date

Wednesday June 3, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

ATLAS ARTERIA

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

other

Registration Number

Atlas Arteria Limited (ABN 56 141 075 201) Atlas Arteria International Limited (ARBN 141 528 841)

1.3 ASX issuer code

ALX

1.4 The announcement is

New announcement

1.5 Date of this announcement

Thursday May 28, 2020

1.6 The Proposed issue is:

- An offer of +securities under a +securities purchase plan
- A placement or other type of issue



Part 4 - Details of proposed offer under securities purchase plan

Part 4A - Conditions

4A.1 - Are any of the following approvals required for the offer of +securities under the +securities purchase plan issue to be unconditional?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

No

Part 4B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +Security Code and Description

ALX : FPO STAP US PROHIBITED EXCLUDING QUP

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +Security Code and Description

ALX : FPO STAP US PROHIBITED EXCLUDING QUP

Maximum Number of +securities proposed to be issued

12,096,774

| | |
|---|---|
| Minimum Number of +securities proposed to be offered to each individual +security holder | Maximum Number of +securities proposed to be offered to each individual +security holder |
|---|---|



Minimum subscription \$ amount proposed to be offered to each individual security holder

Maximum subscription \$ amount proposed to be offered to each individual security holder

Purpose of the issue

Proceeds raised under the SPP will be used to provide flexibility for growth opportunities and general corporate purposes.

Offer price details for retail security holders

Issue Currency

Offer Price per +security

Estimated or Actual?

If the Offer Price is not yet known, please provide details about how the Offer Price per +security will be determined?

The issue price per New Stapled Security issued under the SPP will be the lower of:

- the issue price paid by institutional investors under the placement referred to in this form, being \$6.20 per New Stapled Security; and
- the volume weighted average price of ALX stapled securities traded on ASX during the five trading days up to, and including, the SPP closing date (scheduled to be Thursday, 25 June 2020) less a 2.0% discount, rounded down to the nearest cent.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

Yes

Provide the scale back details

If ALX receives applications that exceed the amount it proposes to raise under the SPP, ALX may decide to scale back applications or raise a higher amount, in its absolute discretion. If ALX decides to conduct any scale back, it will apply the scale back having regard to the size of the existing securityholdings of applicants.

Part 4C - Timetable

4C.1 Date of announcement of +security purchase plan

Thursday May 28, 2020

4C.2 +Record date

Wednesday May 27, 2020



4C.3 Date on which offer documents will be made available to investors

Friday June 5, 2020

4C.4 Offer open date

Friday June 5, 2020

4C.5 Offer closing date

Thursday June 25, 2020

4C.6 Announcement of results

Monday June 29, 2020

4C.7 +Issue date

Thursday July 2, 2020

Part 4D - Listing Rule requirements

4D.1 Does the offer under the +securities purchase plan meet the requirements of listing rule 7.2 exception 5 that:

- the number of +securities to be issued is not greater than 30% of the number of fully paid +ordinary securities already on issue; and
- the issue price of the +securities is at least 80% of the +volume weighted average market price for +securities in that +class, calculated over the last 5 days on which sales in the +securities were recorded, either before the day on which the issue was announced or before the day on which the issue was made?

Yes

Part 4E - Fees and expenses

4E.1 Will there be a lead manager or broker to the proposed offer?

No

4E.2 Is the proposed offer to be underwritten?

No

4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Standard share registry, external advisers and ASX administrative fees.



Part 4F - Further Information

4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

No

4F.2 Countries in which the entity has security holders who will not be eligible to accept the proposed offer

The SPP Offer will only be extended to securityholders in Australia and New Zealand (or another jurisdiction which Atlas Arteria may determine as eligible in certain circumstances).

4F.3 URL on the entity's website where investors can download information about the proposed offer

<https://www.atlasarteria.com/investor-centre>

4F.4 Any other information the entity wishes to provide about the proposed offer



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +Security Code and Description

ALX : FPO STAP US PROHIBITED EXCLUDING QUP

Maximum Number of +securities proposed to be issued

67,741,936

Purpose of the issue

To fund the retirement of debt.

Offer price details for retail security holders

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 6.20000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes



Oversubscription & Scale back details

May a scale back be applied to this event?

No

Part 7C - Timetable

7C.1 Proposed +issue date

Wednesday June 3, 2020

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

67,741,936

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

7D.2 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?

No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

Yes



7E.1a Who is the lead manager/broker?

UBS AG, Australia Branch (ABN 47 088 129 613) ("UBS") and Macquarie Capital (Australia) Limited (ABN 79 123 199 548) ("MacCap") are the lead managers and underwriters of the Placement (the "Lead Managers" or "Underwriters")

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

ALX has agreed to pay the Lead Managers 0.3% of the proceeds of the Placement as a management and selling fee

7E.2 Is the proposed issue to be underwritten?

Yes

7E.2a Who are the underwriter(s)?

UBS and MacCap are underwriters of the Placement

7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?

The Placement is fully underwritten by the Underwriters.

7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?

ALX has agreed to pay the Underwriters 1.3% of the proceeds of the Placement as an underwriting fee

7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.

Please refer to the termination events set out in the "Placement Risk" section in Appendix B ("Key Risks") in the investor presentation released to ASX on 28 May 2020.

7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

ALX has agreed to pay a fee of 0.15% of the proceeds of the Placement as a structuring fee to UBS.
ALX, in its absolute discretion, may pay the Underwriters (in such proportions to be determined at ALXs absolute discretion) a further incentive fee of up to 0.15% of the proceeds of the Placement as additional consideration.
Standard share registry, external advisers and ASX administrative fees

Part 7F - Further Information

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue