

**Form 603**

Corporations Act 2001

Section 671B

**Notice of initial substantial holder**To Company Name/Scheme **Atlas Arteria**ACN/ARSN **ACN 141 075 201****1. Details of substantial holder (1)**Name **Magellan Financial Group Limited (MFG) and its related bodies corporate in Annexure A ("Magellan")**ACN/ARSN (if applicable) **See Annexure A**The holder became a substantial holder on **03/10/2018****2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
<b>Ordinary stapled securities</b>	<b>34,214,121</b>	<b>34,214,121</b>	<b>5.01%</b>

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
<b>Magellan</b>	<b>Refer to Annexure A</b>	<b>34,214,121</b>

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
<b>Refer to Annexure A</b>			

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
<b>Refer to Annexure B</b>				

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

**7. Addresses**

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

Name	Address
<b>Magellan</b>	<b>MLC Centre, Level 36, 19 Martin Place, Sydney NSW, 2000</b>

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**Signature**

print name      **Geoffrey Stirton**      capacity      **Company Secretary**

sign here            date      **5/10/2018**

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**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
  - (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
  - (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
  - (4) The voting shares of a company constitute one class unless divided into separate classes.
  - (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
  - (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
  - (7) Include details of:
    - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
    - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
  - (8) If the substantial holder is unable to determine the identity of the person ( eg. if the relevant interest arises because of an option) write "unknown".
  - (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
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## **Annexure A**

### **1. Details of substantial holder**

#### **Magellan:**

Magellan Financial Group Limited (ACN 108 437 592)

Magellan Asset Management Limited (ACN 120 593 946)

### **3. Nature of relevant interests**

Magellan Financial Group Limited is the parent entity of Magellan Asset Management Limited. Magellan Asset Management Limited has the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to acquire/dispose of securities in its capacity as responsibility entity of various managed investment schemes; as investment manager (as provided for under its investment mandates); or as sub adviser (as provided for under its subadvisory agreements).

### **4. Details of present registered holders**

<b>Registered holder</b>	<b>Number of securities</b>	<b>Class of securities</b>
BNP Paribas Securities Services	2,189,775	Ordinary stapled securities
JP Morgan Chase Bank, N.A.	6,852,342	Ordinary stapled securities
National Australia Bank Limited	165,587	Ordinary stapled securities
The Northern Trust Company	19,038,397	Ordinary stapled securities
State Street Bank and Trust Company	5,190,429	Ordinary stapled securities
U.S. Bank, N.A.	777,591	Ordinary stapled securities

## **Annexure B**

### **5. Consideration**

<b>Trans Type</b>	<b>Date of acquisition</b>	<b>Consideration (Cash AUD)</b>	<b>No of securities</b>	<b>Class</b>
Purchase	7/06/2018	6.2706	12,574	Ordinary stapled securities
Purchase	7/06/2018	6.2706	16,058	Ordinary stapled securities
Purchase	7/06/2018	6.2706	688	Ordinary stapled securities
Purchase	15/06/2018	6.6009	16,376	Ordinary stapled securities
Purchase	26/06/2018	6.6068	11,426	Ordinary stapled securities
Purchase	2/07/2018	6.3995	77,926	Ordinary stapled securities
Purchase	3/07/2018	6.3907	937	Ordinary stapled securities
Purchase	9/07/2018	6.3987	23,419	Ordinary stapled securities
Purchase	10/07/2018	6.3924	1,420	Ordinary stapled securities
Purchase	13/07/2018	6.4907	2,074	Ordinary stapled securities
Purchase	17/07/2018	6.5690	10,344	Ordinary stapled securities
Purchase	18/07/2018	6.5535	41,778	Ordinary stapled securities
Purchase	19/07/2018	6.4550	91,841	Ordinary stapled securities
Purchase	20/07/2018	6.4849	11,846	Ordinary stapled securities
Purchase	23/07/2018	6.4108	12,116	Ordinary stapled securities
Purchase	24/07/2018	6.4706	16,339	Ordinary stapled securities
Purchase	25/07/2018	6.4206	3,020	Ordinary stapled securities
Purchase	26/07/2018	6.4540	21,069	Ordinary stapled securities
Purchase	26/07/2018	6.4540	16,326	Ordinary stapled securities
Purchase	26/07/2018	6.4540	77,898	Ordinary stapled securities
Purchase	26/07/2018	6.4540	13,361	Ordinary stapled securities
Purchase	26/07/2018	6.4540	854	Ordinary stapled securities
Purchase	27/07/2018	6.5452	2,340	Ordinary stapled securities
Purchase	27/07/2018	6.5452	1,814	Ordinary stapled securities
Purchase	27/07/2018	6.5452	8,654	Ordinary stapled securities
Purchase	27/07/2018	6.5452	1,484	Ordinary stapled securities
Purchase	27/07/2018	6.5452	95	Ordinary stapled securities
Purchase	30/07/2018	6.5668	5,319	Ordinary stapled securities
Purchase	31/07/2018	6.5453	2,237	Ordinary stapled securities
Purchase	1/08/2018	6.5265	49,862	Ordinary stapled securities
Purchase	2/08/2018	6.6613	9,193	Ordinary stapled securities
Purchase	6/08/2018	6.8905	2,980	Ordinary stapled securities
Purchase	7/08/2018	6.9003	11,211	Ordinary stapled securities
Purchase	7/08/2018	6.9003	15,891	Ordinary stapled securities
Purchase	8/08/2018	6.8771	14,147	Ordinary stapled securities
Purchase	10/08/2018	6.8049	21,151	Ordinary stapled securities
Purchase	10/08/2018	6.8049	6,175	Ordinary stapled securities
Purchase	13/08/2018	6.7950	5,082	Ordinary stapled securities

Trans Type	Date of acquisition	Consideration (Cash AUD)	No of securities	Class
Purchase	14/08/2018	6.8741	44,531	Ordinary stapled securities
Purchase	17/08/2018	6.7971	3,667	Ordinary stapled securities
Purchase	21/08/2018	6.9494	38,464	Ordinary stapled securities
Purchase	21/08/2018	6.9494	15,511	Ordinary stapled securities
Purchase	21/08/2018	6.9494	9,255	Ordinary stapled securities
Purchase	21/08/2018	6.9494	14,197	Ordinary stapled securities
Purchase	21/08/2018	6.9494	5,026	Ordinary stapled securities
Purchase	22/08/2018	6.9481	30,396	Ordinary stapled securities
Purchase	22/08/2018	6.9481	12,257	Ordinary stapled securities
Purchase	22/08/2018	6.9481	7,313	Ordinary stapled securities
Purchase	22/08/2018	6.9481	11,219	Ordinary stapled securities
Purchase	22/08/2018	6.9481	165,436	Ordinary stapled securities
Purchase	22/08/2018	6.9481	3,972	Ordinary stapled securities
Purchase	27/08/2018	7.0758	7,167	Ordinary stapled securities
Purchase	27/08/2018	7.0758	34,480	Ordinary stapled securities
Purchase	29/08/2018	7.0945	7,673	Ordinary stapled securities
Purchase	29/08/2018	7.0945	1,766	Ordinary stapled securities
Purchase	3/09/2018	6.7767	31,481	Ordinary stapled securities
Purchase	7/09/2018	6.7682	6,563	Ordinary stapled securities
Purchase	10/09/2018	6.8055	33,247	Ordinary stapled securities
Purchase	14/09/2018	6.9994	61,029	Ordinary stapled securities
Purchase	17/09/2018	7.1507	15,291	Ordinary stapled securities
Purchase	18/09/2018	7.2335	6,105	Ordinary stapled securities
Purchase	19/09/2018	7.1263	22,145	Ordinary stapled securities
Purchase	19/09/2018	7.1263	2,310	Ordinary stapled securities
Purchase	20/09/2018	6.9938	19,581	Ordinary stapled securities
Purchase	27/09/2018	6.7417	32,566	Ordinary stapled securities
Purchase	1/10/2018	6.9492	3,459	Ordinary stapled securities
Purchase	2/10/2018	6.8912	19,276	Ordinary stapled securities
Purchase	3/10/2018	6.7714	112,545	Ordinary stapled securities
<b>TOTAL PURCHASES</b>			<b>1,415,253</b>	

  

Trans Type	Date of sale	Consideration (Cash AUD)	No of securities	Class
Sale	12/06/2018	6.2770	18,267	Ordinary stapled securities
Sale	12/06/2018	6.2770	821	Ordinary stapled securities
Sale	3/07/2018	6.3723	311,078	Ordinary stapled securities
Sale	3/07/2018	6.3723	74,939	Ordinary stapled securities
Sale	6/07/2018	6.4179	17,464	Ordinary stapled securities
Sale	9/07/2018	6.3987	18,323	Ordinary stapled securities
Sale	19/07/2018	6.4696	172,669	Ordinary stapled securities
Sale	20/07/2018	6.4834	1,696	Ordinary stapled securities

Sale	12/09/2018	6.7416	64,204	Ordinary stapled securities
Sale	21/09/2018	6.8253	97,996	Ordinary stapled securities
<b>TOTAL SALES</b>			<b>777,457</b>	
<b>NET PURCHASES</b>			<b>637,796</b>	

Geoffrey Stirton

Company Secretary

5 October 2018