



3 July 2020

## **ASX RELEASE**

### **Security Sale Facility**

Atlas Arteria (**ASX:ALX**) today announces that a Security Sale Facility ("Sale Facility") has been established for securityholders domiciled in the United States and who are not "qualified purchasers" (as defined in section 2(a)(51) of the US Investment Company Act of 1940) (such non-qualified purchasers referred to as "US Retail Securityholders").

Atlas Arteria has previously been prevented from accessing US capital markets due to restrictions under the US Investment Company Act. These restrictions apply to Atlas Arteria because of a small number of US Retail Securityholders on its register. While Atlas Arteria does not currently have any plans to issue any additional securities, it may choose to do so in the future. Access to US capital markets may be a material advantage and deliver a better outcome for existing securityholders, because it may allow Atlas Arteria to achieve a better issue price. It would also allow certain existing US institutional investors to participate in any future equity issuances, from which they are currently excluded.

The Sale Facility enables US Retail Securityholders to opt in to divest their holding in Atlas Arteria stapled securities ("Stapled Securities") for cash at a 15% premium to the Sale Price and without incurring any brokerage costs. The Sale Price will be the average sale price per Stapled Security sold through the Sale Facility (including as a result of the Compulsory Transfer described below) over a three day period from 28 August 2020 to 1 September 2020 ("Sale Price"). The 15% premium will be paid for by Atlas Arteria International Limited. The Stapled Securities accepted into the Sale Facility will be transferred to a sale nominee and sold on market, with the Sale Price plus the premium of 15% being paid to the relevant participating US Retail Securityholders.

Stapled Securities of US Retail Securityholders who do not elect to participate in the Sale Facility will also be compulsorily sold through the Sale Facility ("Compulsory Transfer"). The Stapled Securities held by US Retail Securityholders who do not elect to voluntarily participate in the Sale Facility will be transferred to the sale nominee and sold on market, with the Sale Price being paid to the relevant securityholders, in accordance with Atlas Arteria's Constitution and Bye-laws.

## **Key dates**

A summary of the key dates in respect of the Sale Facility are as follows:

<b>Event</b>	<b>Date (Melbourne time)</b>
Record Date for Sale Facility (" <b>Record Date</b> ")	26 June 2020
Announcement of Sale Facility to ASX	3 July 2020
Voluntary Security Sale Facility and Compulsory Transfer Notice distributed to US Retail Securityholders	3 July 2020
Sale Facility election period opens	14 July 2020
Sale Facility election period closes	26 August 2020
Transfer of Stapled Securities to the sale nominee	28 August 2020
Sale of Stapled Securities through the Sale Facility	28 August 2020 - 1 September 2020
Payment made to US Retail Securityholders participating in the Sale Facility and being divested through the Compulsory Transfer	7 September 2020

A copy of the documentation being sent to US Retail Securityholders is attached to this announcement.

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### **For further information please contact:**

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This announcement has been authorised for release by Clayton McCormack, General Counsel and Company Secretary.

### **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 four businesses. We currently own a 31.14% 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 2,318km motorway network located in the East and South East of France. In the US, we 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](http://www.atlasarteria.com)



3 July 2020

## Notice of Voluntary Security Sale Facility and Compulsory Transfer of Stapled Securities

Dear Sir/Madam,

### 1. Introduction

Atlas Arteria today announced that a sale facility ("**Sale Facility**") for Atlas Arteria stapled securities ("**Stapled Securities**") has been established for securityholders domiciled in the United States and who are not "qualified purchasers" (as defined in section 2(a)(51) of the US Investment Company Act of 1940) (such non-qualified purchasers referred to as "**US Retail Securityholders**").

Atlas Arteria has previously been prevented from accessing US capital markets due to restrictions under the US Investment Company Act. These restrictions apply to Atlas Arteria because of a small number of US Retail Securityholders on its register. While Atlas Arteria does not currently have any plans to issue any additional securities, it may choose to do so in the future. Access to US capital markets may be a material advantage and deliver a better outcome for existing securityholders, because it may allow Atlas Arteria to achieve a better issue price. It would also allow certain existing US institutional investors to participate in any future equity issuances, from which they are currently excluded.

The Sale Facility enables US Retail Securityholders to opt in to divest their holding in Stapled Securities for cash at a 15% premium to the Sale Price and without incurring any brokerage costs. The Sale Price will be the average sale price per Stapled Security sold through the Sale Facility (including as a result of the Compulsory Transfer described below) over a three day period (28 August 2020 - 1 September 2020) ("**Sale Price**"). The 15% premium will be paid by Atlas Arteria International Limited ("**ATLIX**"). The Sale Facility election period opens on 14 July 2020 and closes on 26 August 2020. US Retail Securityholders who elect to participate in the Sale Facility will receive the Sale Price plus a premium of 15% in cash on or around 7 September 2020. The proceeds from the sale will be paid to you in cash, in Australian dollars, in accordance with the payment information recorded against your securityholding as at 7.00pm (Melbourne time) on 26 June 2020. Alternatively, you can nominate to receive a local currency via Citibank's international wire payment service by visiting [www.computershare.com.au/easyupdate/ALX](http://www.computershare.com.au/easyupdate/ALX).

Stapled Securities of US Retail Securityholders who do not elect to participate in the Sale Facility will also be compulsorily sold through the Sale Facility ("**Compulsory Transfer**") in accordance with the provisions of the Constitution of Atlas Arteria Limited ("**ATLAX**") and the Bye-Laws of ATLIX and the Sale Price will be paid to the relevant US Retail Securityholders.

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ACN 141 075 201

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MELBOURNE VIC 3000  
AUSTRALIA

Internet [www.atlasarteria.com](http://www.atlasarteria.com)

Atlas Arteria International Limited  
EC43828

4<sup>th</sup> Floor, Cedar House  
41 Cedar Avenue  
Hamilton HM12 BERMUDA

## 2. Key dates

A summary of the key dates in respect of the Sale Facility are as follows:

Event	Date (Melbourne time)
Record Date for Sale Facility (" <b>Record Date</b> ")	26 June 2020
Announcement of Sale Facility to ASX	3 July 2020
Voluntary Security Sale Facility and Compulsory Transfer Notice distributed to US Retail Securityholders	3 July 2020
Sale Facility election period opens	14 July 2020
Sale Facility election period closes	26 August 2020
Transfer of Stapled Securities to the sale nominee	28 August 2020
Sale of Stapled Securities through the Sale Facility	28 August 2020 - 1 September 2020
Payment made to US Retail Securityholders participating in the Sale Facility and being divested through the Compulsory Transfer	7 September 2020

## 3. Eligibility for the Sale Facility

Only US Retail Securityholders are eligible to participate in the Sale Facility. A US Retail Securityholder is a securityholder who:

- is registered as a holder of Stapled Securities as at 7.00pm (Melbourne time) on the Record Date;
- has a registered address in the United States, or holds Stapled Securities for the benefit of a person with a registered address in the United States, on the Record Date; and
- is not a "qualified purchaser" (as defined in section 2(a)(51) of the US Investment Company Act of 1940).

You have received this notice because Atlas Arteria's records show that you were a US Retail Securityholder on the Record Date (26 June 2020). If you believe that you are not a US Retail Securityholder, please refer to the instructions in paragraph 5 below to confirm to Atlas Arteria that you are not a US Retail Securityholder.

## 4. Offer materials

You have received, attached to this notice, the Offer Materials in relation to the Sale Facility. The Offer Materials include:

- a personalised form ("**Sale Facility Form**") which indicates the total number of Stapled Securities you hold as at 7.00pm (Melbourne time) on the Record Date (being the number of Stapled Securities to which this notice applies);
- a US Investor Certificate detailing the definition of a US Retail Securityholder; and
- a Q&A form detailing key information and details of the Sale Facility.

## 5. What you are required to do

You have a number of options in connection with this notice:

### ***Elect to sell your Stapled Securities through the Sale Facility***

To participate voluntarily in the Sale Facility, you must:

- complete the personalised Sale Facility Form; and
- send the completed Sale Facility Form to Computershare either via email (corpactprocessing@computershare.com.au) or by post to Computershare Trust Company, c/o Voluntary Corporate Actions, PO Box 43011 Providence, RI 02940-3011 using the reply paid envelope provided.

All Sale Facility Forms must be received by the close of the Sale Facility election period (26 August 2020). You may only participate in the Sale Facility for your full holding of Stapled Securities.

If you elect to participate in the Sale Facility, you cannot specify the process by which, or the price at which, your Stapled Securities will be sold. If you participate in the Sale Facility, your Stapled Securities will be transferred to a sale nominee and sold through the Sale Facility over a three day period from 28 August 2020 to 1 September 2020.

All securityholders who elect to have their Stapled Securities sold in the Sale Facility will receive the same price per Stapled Security, being a 15% premium to the Sale Price. Your sale proceeds will be calculated by multiplying the Sale Price plus a 15% premium to the Sale Price by the number of your Stapled Securities that are sold in the Sale Facility, rounded down to the nearest cent. Your sale proceeds will be paid to you in cash, in Australian dollars, in accordance with the payment information recorded against your securityholding as at 7.00pm (Melbourne time) on 26 June 2020. Alternatively, you can nominate to receive a local currency via Citibank's international wire payment service by visiting [www.computershare.com.au/easyupdate/ALX](http://www.computershare.com.au/easyupdate/ALX). You will not incur any brokerage costs in relation to the sale of your Stapled Securities if you elect to participate in the Sale Facility.

### ***Confirm in writing to Atlas Arteria that you are not a US Retail Securityholder***

If you believe you are not a US Retail Securityholder, please complete the attached US Investor Certificate and return it to Computershare either via email (corpactprocessing@computershare.com.au) or by post to Computershare Trust Company, c/o Voluntary Corporate Actions, PO Box 43011 Providence, RI 02940-3011 using the reply paid envelope provided by the close of the Sale Facility election period (26 August 2020). Further information on what exemptions are available from being classified as a US Retail Securityholder are outlined in the attached US Investor Certificate.

### ***Transfer record and beneficial ownership of your Stapled Securities to someone who is not a US Retail Securityholder***

You can transfer your Stapled Securities off-market to someone who is not a US Retail Securityholder and who does not hold the Stapled Securities on your behalf. Please contact Computershare via email at [InformationLine@computershare.com.au](mailto:InformationLine@computershare.com.au) or call 1800 267 108 (within Australia) or +61 3 9415 4053 (outside Australia) (Monday to Friday, 8:00am to 4:30pm Melbourne time) to obtain a transfer form.

### ***Sell your Stapled Securities on the ASX***

You can sell your Stapled Securities through the ASX by contacting a broker. If you do that, you may incur fees and costs for that sale. You should seek appropriate professional advice before making any decision. For any questions, you should consult your broker, solicitor, accountant, financial adviser or other professional adviser.

***Do nothing and have your Stapled Securities sold through the Compulsory Transfer***

The Constitution of ATLAX and the Bye-Laws of ATLIX authorise the directors of Atlas Arteria to effect the compulsory transfer of Stapled Securities held by any US Retail Securityholders who do not otherwise dispose of their Stapled Securities. The directors of ATLAX and ATLIX have determined to exercise their powers to effect the Compulsory Transfer in the best interests of Atlas Arteria securityholders as a whole. Should Atlas Arteria choose to do a capital raising in the future, allowing US Retail Securityholders to remain on the register would impede Atlas Arteria's ability to access US capital markets. This may adversely affect the issue price and would constrain the ability of its existing eligible US securityholders to participate in any such capital raisings.

This letter constitutes notice from Atlas Arteria for the purpose of Article 24.1(d)(ii) of the Constitution of ATLAX and Article 100(d)(ii) of the Bye-Laws of ATLIX.

Stapled Securities of US Retail Securityholders who do not undertake any of the actions in this paragraph 5 prior to the end of the Sale Facility election period (26 August 2020) will be compulsorily transferred to the sale nominee and sold through the Sale Facility in accordance with the provisions of the Constitution of ATLAX and the Bye-Laws of ATLIX and the Sale Price will be paid to the relevant US Retail Securityholder.

To facilitate the Compulsory Transfer, if any Stapled Securities remain in a CHESS holding for you after the end of the Sale Facility election period (26 August 2020), Atlas Arteria may, after this time, without any further notice to you, move those Stapled Securities from that CHESS holding to an issuer sponsored holding for the purpose of transfer to the sale nominee and sale through the Sale Facility.

**6. Important Information**

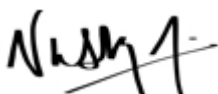
Atlas Arteria makes no recommendation as to whether you should elect to sell your Stapled Securities in the Sale Facility. This notice does not constitute advice and is not a recommendation to buy, hold or sell Stapled Securities.

The market price of Stapled Securities is subject to change from time to time. The Sale Price may be more or less than the market price of Stapled Securities at the time of sale. Information on the price of Stapled Securities can be obtained through the ASX website ([www.asx.com.au](http://www.asx.com.au)) by looking up the Company's code: "ALX".

**7. Further Information**

Securityholders who are concerned that Atlas Arteria may not have their current contact details or payment instructions or who would like more information about the Sale Facility should contact Computershare via email at [InformationLine@computershare.com.au](mailto:InformationLine@computershare.com.au) or call 1800 267 108 (within Australia) or +61 3 9415 4053 (outside Australia) Monday to Friday, 8:00am to 4:30pm (Melbourne time).

Yours sincerely



**Dr Nora Scheinkestel**  
Chairman  
Atlas Arteria Limited



**Mr Jeffrey Conyers**  
Chairman  
Atlas Arteria International Limited

Registered Holder Name\_\_\_\_\_

Holder ID (SRN/HIN) \_\_\_\_\_

**Atlas Arteria**

**U.S. Investor Certificate**

The undersigned makes this certificate in connection with a beneficial holding of stapled securities of Atlas Arteria Limited and Atlas Arteria International Limited.

By ticking the appropriate box below, the undersigned certifies that the undersigned:

- ☐ is **not** a U.S. Person (as defined in Rule 902(k) under the U.S. Securities Act of 1933 and which is attached for convenience); **or**
- ☐ is a U.S. Person and is a "qualified purchaser" (as defined in section 2(a)(51) of the U.S. Investment Company Act of 1940 and which is attached for convenience).

X

\_\_\_\_\_  
Signature of individual  
(if beneficial holder is an individual)

X

\_\_\_\_\_  
Authorized signatory  
(if beneficial holder is **not** an individual)

\_\_\_\_\_  
Name of beneficial holder (**please print**)

\_\_\_\_\_  
Name of authorized signatory (**please print**)  
(if beneficial holder is not an individual)

\_\_\_\_\_  
Official capacity of authorized signatory  
(**please print**)

### **Definition of "U.S. Person"**

A **"U.S. Person"** has the meaning given in Rule 902(k) of Regulation S under the U.S. Securities Act of 1933.

1. **"U.S. Person"** means:

- any natural person resident in the United States;
- any partnership or corporation organised or incorporated under the laws of the United States;
- any estate of which any executor or administrator is a U.S. person;
- any trust of which any trustee is a U.S. person;
- any agency or branch of a foreign entity located in the United States;
- any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. person;
- any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organised, incorporated, or (if an individual) resident in the United States; and
- any partnership or corporation if:
  - organised or incorporated under the laws of any foreign jurisdiction; and
  - formed by a U.S. person principally for the purpose of investing in securities not registered under the U.S. Securities Act, unless it is organised or incorporated, and owned, by accredited investors (as defined in Rule 501(a) under the U.S. Securities Act) who are not natural persons, estates or trusts.

2. The following are not **"U.S. Persons"**:

- any discretionary or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. person by a dealer or other professional fiduciary organised, incorporated, or (if an individual) resident in the United States;
- any estate of which any professional fiduciary acting as executor or administrator is a U.S. person if:
  - an executor or administrator of the estate who is not a U.S. person has sole or shared investment discretion with respect to the assets of the estate; and
  - the estate is governed by foreign law;
- any trust of which any professional fiduciary acting as trustee is a U.S. person, if a trustee who is not a U.S. person has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settlor if the trust is revocable) is a U.S. person;
- an employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country;
- any agency or branch of a U.S. person located outside the United States if:
  - the agency or branch operates for valid business reasons; and
  - the agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located; and
- the International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations, and their agencies, affiliates and pension plans, and any other similar international organisations, their agencies, affiliates and pension plans.



### **Definition of "Qualified Purchaser"**

Under section 2(a)(51) of the US Investment Company Act of 1940, the term "qualified purchaser" means:

- any natural person with not less than US\$5 million in investments;
- any company or trust with not less than US\$5 million in investments that is owned by close family members;
- any person, acting for its own account or the accounts of other qualified purchasers, who in the aggregate owns and invests on a discretionary basis not less than US\$25 million in investments; and
- any trust, not formed for the investment, with not less than US\$5 million in investments where the trustee and each person who has contributed assets to the trust is a person described in one of the above categories.

The term "investments" generally means the following:

- securities, including stocks, bonds and notes, other than securities of an issuer that is under common control with the qualified purchaser;
- real estate held for investment purposes;
- commodity futures contracts, options or commodity futures and options on physical commodities traded on a contract market or board of trade, held for investment purposes;
- physical commodities (e.g., gold and silver), with respect to which futures contracts are traded on a contract market or board of trade, held for investment purposes;
- financial contracts (e.g., swaps and similar individually negotiated financial transactions), other than securities, held for investment purposes;
- for an investment company or a commodity pool, any binding capital commitments; and
- cash and cash equivalents held for investment purposes. Neither cash used by an individual to meet everyday expenses nor working capital used by a business is considered cash held for investment purposes.

The full statutory provision of section 2(a) of the Investment Company Act, including the definition of "qualified purchaser", is set forth in the following link:

<https://www.law.cornell.edu/uscode/text/15/80a-2>



## **Sale Facility and Compulsory Transfer** ***Questions and Answers***

What is the Sale Facility?	A Sale Facility is being offered to US Retail Securityholders for the sale of Stapled Securities, with proceeds of the sale being paid to participating US Retail Securityholders on or around 7 September 2020.
Why is Atlas Arteria establishing the Sale Facility?	<p>Atlas Arteria has previously been prevented from accessing US capital markets due to restrictions under the US Investment Company Act. These restrictions apply to Atlas Arteria because of a small number of US Retail Securityholders on its register.</p> <p>While Atlas Arteria does not currently have any plans to issue any additional securities, it may choose to do so in the future. Access to US capital markets may be a material advantage and deliver a better outcome for existing securityholders, because it may allow Atlas Arteria to achieve a better issue price. It would also allow certain existing US institutional investors to participate in any future equity issuances, from which they are currently excluded.</p> <p>The Sale Facility gives US Retail Securityholders the opportunity to divest their holding in Stapled Securities for cash at a 15% premium to the average sale price per Stapled Security sold through the Sale Facility (including as a result of the Compulsory Transfer) over a three day period from 28 August – 1 September 2020.</p>
What is a US Retail Securityholder?	<p>A US Retail Securityholder is a securityholder that is a “US Person” (as defined in Rule 902(k) of Regulation S under the US Securities Act of 1933) who is not a “qualified purchaser” (as defined in section 2(a)(51) of the US Investment Company Act of 1940).</p> <p>The definitions of “US Person” and “qualified purchaser” are set out in the US Investor Certificate included in the Information Pack.</p>
I am not a US tax resident, do my Stapled Securities need to be sold?	<p>The Sale Facility is seeking to remove all US Retail Securityholders from the Atlas Arteria share register. To fall into the definition of a US Retail Securityholder you need to be a US Person who is not a “qualified purchaser”. Please refer to the US Investor Certificate for further information. If you believe you are not a US Retail Securityholder, you should complete the US Investor Certificate included in the Information Pack and return it to Computershare via email (<a href="mailto:corpactprocessing@computershare.com.au">corpactprocessing@computershare.com.au</a>) or by post to Computershare Trust Company, c/o Voluntary Corporate Actions, PO Box 43011 Providence, RI 02940-3011 using the reply paid envelope provided, before the close of the Sale Facility election period (26 August 2020).</p> <p>Your tax residency is a separate matter and you should consult your accountant, financial adviser or other qualified professional for further information in this regard.</p>
What are my options?	<p>If you are a US Retail Securityholder you have four options:</p> <ol style="list-style-type: none"> <li>(1) elect to participate in the Sale Facility by completing your personalised Sale Facility Form and emailing the completed Sale Facility Form to Computershare (<a href="mailto:corpactprocessing@computershare.com.au">corpactprocessing@computershare.com.au</a>) or mailing it to Computershare Trust Company, c/o Voluntary Corporate Actions, PO Box 43011 Providence, RI 02940-3011 using the reply paid envelope provided;</li> <li>(2) transfer your Stapled Securities to someone who is not a US Retail Securityholder;</li> <li>(3) sell your Stapled Securities through the ASX by contacting a broker; or</li> <li>(4) do nothing and have your Stapled Securities sold through the Compulsory Transfer.</li> </ol> <p>If you believe you are not a US Retail Securityholder, please complete the US Investor Certificate and return it to Computershare via email (<a href="mailto:corpactprocessing@computershare.com.au">corpactprocessing@computershare.com.au</a>) or by post to Computershare Trust Company, c/o Voluntary Corporate Actions, PO Box 43011 Providence, RI 02940-3011 using the reply paid envelope provided, before the close of the Sale Facility election period (26 August 2020).</p>

What is the Compulsory Transfer?	<p>The Constitution of ATLAX and the Bye-Laws of ATLIx authorise the directors of Atlas Arteria to effect the compulsory transfer of Stapled Securities held by any US Retail Securityholders who do not otherwise dispose of their Stapled Securities. The directors of ATLAX and ATLIx have determined to exercise their powers to effect the Compulsory Transfer in the best interests of Atlas Arteria securityholders as a whole. Should Atlas Arteria choose to do a capital raising in the future, allowing US Retail Securityholders to remain on the register would impede Atlas Arteria's ability to access US capital markets. This may adversely impact the issue price and would constrain the ability of its existing eligible US securityholders to participate in any such capital raisings.</p> <p>Eligible US Retail Securityholders that do not participate in the Sale Facility (or otherwise dispose of their Stapled Securities before 26 August 2020) will have their Stapled Securities sold in the Compulsory Transfer and be paid the average sale price per Stapled Security sold through the Sale Facility on or around 7 September 2020.</p>
What do I need to do to participate in the Sale Facility?	<p>Follow the instructions on the Sale Facility Form to complete it and return it so it is received by 26 August 2020.</p> <p>If you are a CHESS holder (your HIN will start with the letter X) your broker will need to stamp the Sale Facility Form before it can be processed. Please contact your broker to arrange your form to be processed.</p>
What does my broker need to do?	<p>If you are a CHESS holder (your HIN will start with the letter X) your broker will need to stamp the Sale Facility Form before it can be processed. Please contact your broker to arrange your form to be processed.</p> <p>If you are an issuer sponsored holder, then you do not need to contact your broker and can simply return your completed Sale Facility Form to Computershare by 26 August 2020.</p>
What price will I get for my Stapled Securities in the Sale Facility?	<p>If you elect to participate in the Sale Facility, you will receive a 15% premium to the Sale Price.</p> <p>The Sale Price will be the average sale price per Stapled Security sold through the Sale Facility (including as a result of the Compulsory Transfer) over a three day period, from 28 August – 1 September 2020.</p>
Can I sell my Stapled Securities on the market?	<p>Yes, Stapled Securities can be traded on ASX at any time before they are transferred to the sale nominee on 28 August 2020.</p> <p>If you sell only a portion of the Stapled Securities held by you on the Record Date then you can elect to sell the remaining Stapled Securities in the Sale Facility otherwise they will be transferred in the Compulsory Transfer.</p>
Can I buy more Stapled Securities to be sold in the Sale Facility?	<p>No, you cannot purchase more Stapled Securities in Atlas Arteria. As of August 2019, a restriction was placed on the Atlas Arteria securities that precludes US Retail Securityholders from purchasing these securities on market.</p>
Can I withdraw my Sale Facility Form?	<p>No. Once you have submitted your Sale Facility Form, you are not able to withdraw the form.</p>
What if I do not participate in the Sale Facility?	<p>If you do not participate in the Sale Facility your Stapled Securities will be sold in the Compulsory Transfer unless you:</p> <ol style="list-style-type: none"> <li>(1) transfer or sell your Stapled Securities to someone who is not a US Retail Securityholder before they are transferred to the sale nominee on 28 August 2020; or</li> <li>(2) return a correctly completed US Investor Certificate to Computershare certifying that you are not a US Person or are a "qualified purchaser" (as defined in section 2(a)(51) of the US Investment Company Act of 1940) before 26 August 2020.</li> </ol>
When will the Compulsory Transfer occur?	<p>Stapled Securities of US Retail Securityholders who choose not to participate in the Sale Facility will be transferred to the sale nominee on 28 August 2020.</p>

What price will I get for my Stapled Securities if they are sold through the Compulsory Transfer?	If your Stapled Securities are sold through the Compulsory Transfer, you will receive the average sale price per Stapled Security sold through the Sale Facility over a three day period, from 28 August – 1 September 2020.
Will I receive the 15% premium?	You will receive the 15% premium if you elect to participate in the Sale Facility by returning a validly completed Sale Facility Form to Computershare by 26 August 2020.
How will you pay me the proceeds?	<p>If you have provided an Australian bank account for your Atlas Arteria securityholding, the proceeds will be paid into this account by Australian Dollar direct deposit.</p> <p>Alternatively, you can also nominate to receive a local currency via Citibank's international wire payments service by visiting <a href="http://www.computershare.com.au/easyupdate/ALX">www.computershare.com.au/easyupdate/ALX</a>.</p> <p>If there is no bank account for your securityholding you will be posted an Australian dollar cheque.</p> <p>Your bank account can be updated online or contact us for more information:</p> <ul style="list-style-type: none"> <li>• Online - <a href="http://www.computershare.com.au/easyupdate/ALX">www.computershare.com.au/easyupdate/ALX</a></li> <li>• 1800 267 108 (within Australia) or +61 3 9415 4053 (outside Australia) between 8.00am and 4.30pm (Melbourne time).</li> </ul>
Are there any fees associated with electing to receive my Sale Facility proceeds in local currency via Citibank's international wire payment?	<p>If you elect to receive your Sale Facility proceeds in local currency via Citibank's international wire payment service, the rate at which your Sale Facility proceeds will be converted to local currency will be set by Citibank on or around the date of payment based on the market and by reference to a tiered foreign exchange spread depending on the value of your payment.</p> <p>Citibank will not directly charge you any fees for this service however your bank may charge you for your use of the service. You should check with your bank what this charge will be (if any).</p> <p>US Retail Securityholders that elect to receive their Sale Facility Proceeds in local currency will need to accept the wire payment service terms and conditions which are available at <a href="http://www.computershare.com/au/global-wire-payment-service-terms-and-conditions">www.computershare.com/au/global-wire-payment-service-terms-and-conditions</a>.</p>
How do I get my "cash" if I do not do a wire transfer?	If you prefer not to receive a wire transfer, we can organise for an Australian dollar cheque to be made out to you.
When will I receive the proceeds from the Sale Facility or Compulsory Transfer?	The proceeds will be paid to you on or around 7 September 2020.
If I change my address will my Stapled Securities still participate in the Sale Facility or the Compulsory Transfer?	<p>Yes, as you were deemed to be a US Person that is not a "qualified purchaser" at the Record Date then you have been determined to be a US Retail Securityholder for the purposes of this offer.</p> <p>If you change your address and believe that you are no longer a US Person you can complete the US Investor Certificate and return it to Computershare via email (<a href="mailto:corpactprocessing@computershare.com.au">corpactprocessing@computershare.com.au</a>) before the close of the Sale Facility election period (26 August 2020).</p>
Where can I get more information about which option is best for me?	Please contact your accountant, financial adviser or other qualified professional to decide which option is best for you.
What are the tax implications if I sell my Stapled Securities?	Tax outcomes will vary depending on your own personal tax situation. Please contact your accountant, financial adviser or other qualified professional for further information specific to your personal tax circumstances.

Why have I been sent a US Investor Certificate?	<p>Based on analysis completed by Atlas Arteria, you have been identified as a US Person on the Atlas Arteria share registry. The purpose of the Sale Facility is to remove all US Retail Securityholders from the Atlas Arteria register. If you do not believe you are a US Retail Securityholder (either because you are not a US Person or are a “qualified purchaser” as defined in section 2(a)(51) of the US Investment Company Act of 1940), then please complete the US Investor Certificate and return it to Computershare prior to 26 August 2020.</p> <p>The definitions of “US Person” and “qualified purchaser” are set out in the US Investor Certificate included in the Information Pack.</p>
Will I continue to receive distributions from Atlas Arteria if I participate in the Sale Facility or my Stapled Securities are sold through the Compulsory Transfer?	No. Once the Sale Facility is completed, you will no longer be eligible to receive distributions from Atlas Arteria.
Am I entitled to a dividend if one is declared prior to 26 August?	Atlas Arteria typically declares its distributions following its results announcement. The H1 2020 results announcement is scheduled for 27 August 2020, and therefore Atlas Arteria does not expect a distribution to be announced prior to the sale of Stapled Securities through the Sale Facility.
I hold Stapled Securities as custodian or nominee. Why have I been sent a Sale Facility Form?	<p>You have been sent a Sale Facility Form because Atlas Arteria’s records show that you held Stapled Securities as a trustee, custodian or nominee for an underlying US Retail Securityholder on the Record Date.</p> <p>You can either:</p> <ol style="list-style-type: none"> <li>(1) elect to participate in the Sale Facility by completing your personalised Sale Facility Form and emailing the completed Sale Facility Form to Computershare (corpactprocessing@computershare.com.au) or by post to Computershare Trust Company, c/o Voluntary Corporate Actions, PO Box 43011 Providence, RI 02940-3011 using the reply paid envelope provided by 26 August 2020;</li> <li>(2) transfer Stapled Securities held on behalf of underlying US Retail Securityholders to someone who is not a US Retail Securityholder;</li> <li>(3) sell Stapled Securities held on behalf of underlying US Retail Securityholders through the ASX by contacting a broker;</li> <li>(4) do nothing and have the Stapled Securities held on behalf of the underlying US Retail Securityholder sold through the Compulsory Transfer.</li> </ol>
Why have I been sent a Sale Facility Schedule?	<p>You have been sent a Sale Facility Schedule because Atlas Arteria’s records show that you held Stapled Securities as a custodian for an underlying US Retail Securityholder on the Record Date.</p> <p>Please complete the Sale Facility Schedule with the details of each underlying US Retail Securityholder and return it to Computershare via email (custodians@computershare.com.au) before the close of the Sale Facility election period (26 August 2020).</p>
If Stapled Securities I hold as custodian for an underlying US Retail Securityholder are transferred or sold during the Sale Facility election period, will my Stapled Securities still participate in the Sale Facility or the Compulsory Transfer?	Unless you notify Atlas Arteria that the underlying US Retail Securityholder’s Stapled Securities have been transferred or sold during the Sale Facility election period by returning your completed Sale Facility Schedule via email (custodians@computershare.com.au), Stapled Securities equal to the number of Stapled Securities formerly held by the underlying US Retail Securityholder will be sold through the Compulsory Transfer.