

FACSIMILE

**MAGELLAN**
FINANCIAL GROUP LIMITEDTO: ASX COMPANY: _____FAX: 1300 135 638 PHONE: _____FROM: 02 9235 4800 _____

FAX: _____ PHONE: _____

DATE: 8 JUNE 2018 PAGES (including cover): 6SUBJECT: FORM 603 : NOTICE OF SUBSTANTIALSHAREHOLDERMLC Centre
Level 36, 19 Martin Place
Sydney NSW 2000 AUSTRALIAGeneral: +61 2 9235 4888
Facsimile: +61 2 9235 4800
Website: www.magellangroup.com.au
ABN: 59 108 437 592

To:

Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holder**To, Company Name/Scheme** **Atlas Arteria Limited****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 **6/6/2018****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)
Dual stapled securities	33,576,325	33,576,325	5.01%

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
Magellan	Refer to Annexure A	33,576,325

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
Refer to Annexure A			

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	
Refer to Annexure 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
Magellan	MLC Centre, Level 36, 19 Martin Place, Sydney NSW, 2000

Signature

print name **Marcia Venegas** capacity **Chief Compliance Officer**

sign here  date **7/6/2018**

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.



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. Holder of relevant interest

Registered holder of securities	Number of securities	Class of securities
Bureau of Labor Funds, Ministry of Labor	1,047,172	Dual stapled securities
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Frontegra Asset Management Inc	434,003	Dual stapled securities
Workcover Corporation of South Australia	137,819	Dual stapled securities
Colonial First State Investments Limited	1,065,469	Dual stapled securities
Magellan Core Infrastructure Fund	189,620	Dual stapled securities
Energy Industries Superannuation Scheme Pty Ltd	190,477	Dual stapled securities
Magellan Infrastructure Fund (Currency Hedged)	1,250,822	Dual stapled securities
Insurance Commission of Western Australia	2,189,775	Dual stapled securities
Magellan Infrastructure Fund	11,089,821	Dual stapled securities
Magellan Infrastructure Fund Unhedged	4,765,251	Dual stapled securities
Kaiser Permanente Retirement Plans Investment Committee	2,126,651	Dual stapled securities
Kaiser Foundation Hospitals	1,612,220	Dual stapled securities
Merger Global Investments Europe Ltd	1,277,620	Dual stapled securities
MFG Investment Fund Plc	406,382	Dual stapled securities
Westpac Financial Services Ltd	90,453	Dual stapled securities

Annexure B

5. Consideration

Security Description	Trans Type	Trade Date	Consideration (Cash AUD)	No of securities	Class
MACQUARIE ATLAS ROADS GROUP	Purchase	9/02/2018	5.4128	46,857	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	13/02/2018	5.3090	3,043	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	14/02/2018	5.3090	9,006	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	14/02/2018	5.3090	16,346	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	19/02/2018	5.3551	1,145	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	21/02/2018	5.4578	12,243	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	21/02/2018	5.4578	13,467	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	23/02/2018	5.3466	57,353	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	27/02/2018	5.4494	1,811	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	9/03/2018	5.5859	9,407	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	9/03/2018	5.5859	12,620	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	15/03/2018	5.7096	13,234	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	15/03/2018	5.7096	15,545	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	15/03/2018	5.7096	2,359	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	27/03/2018	5.8065	8,719	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	27/03/2018	5.8065	2,319	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	28/03/2018	5.8214	81,259	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	28/03/2018	5.8214	2,390	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	3/04/2018	5.7000	1,395	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	9/04/2018	5.8840	23,225	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	9/04/2018	5.8840	2,024	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	11/04/2018	6.0672	1,454	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	19/04/2018	6.0749	18,506	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	26/04/2018	6.1650	1,119	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	1/05/2018	6.4249	72,759	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	4/05/2018	6.3478	13,660	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	4/05/2018	6.3478	20,494	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	14/05/2018	6.2138	2,153	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	18/05/2018	6.0040	23,701	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	18/05/2018	6.0040	23,418	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	18/05/2018	6.0040	1,694	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Purchase	21/05/2018	6.0757	18,833	Dual stapled securities
ATLAS ARTERIA LTD	Purchase	29/05/2018	6.5041	20,465	Dual stapled securities
ATLAS ARTERIA LTD	Purchase	29/05/2018	6.5041	26,309	Dual stapled securities
ATLAS ARTERIA LTD	Purchase	29/05/2018	6.5041	2,078	Dual stapled securities
ATLAS ARTERIA LTD	Purchase	1/06/2018	6.5612	22,733	Dual stapled securities
ATLAS ARTERIA LTD	Purchase	4/06/2018	6.5663	95,294	Dual stapled securities
ATLAS ARTERIA LTD	Purchase	6/06/2018	6.2905	122,993	Dual stapled securities

1823,430

MACQUARIE ATLAS ROADS GROUP	Sale	20/03/2018	5.8259	58,986	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Sale	4/04/2018	5.5865	57,511	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Sale	4/04/2018	5.5865	10,229	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Sale	18/04/2018	6.0051	146,687	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Sale	19/04/2018	6.0551	63,920	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Sale	24/04/2018	5.9684	51,940	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Sale	10/05/2018	6.2517	43,868	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Sale	11/05/2018	6.2025	16,615	Dual stapled securities
MACQUARIE ATLAS ROADS GROUP	Sale	11/05/2018	6.2025	6,953	Dual stapled securities

456,709

366,721

Signed by:

A handwritten signature in black ink, appearing to read 'M Venegas', written in a cursive style.

Marcia Venegas

Chief Compliance Officer

8 June 2018