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29 May 2020

Successful Completion of Atlas Arteria A\$420 Million Placement

Atlas Arteria (**ASX:ALX**) is pleased to announce that it has successfully completed the A\$420 million fully underwritten placement (**Placement**) of approximately 67.7 million new fully paid ordinary stapled securities (**New Securities**) at a price of A\$6.20 per New Security, as announced on Thursday 28 May 2020.

The Placement received strong demand from both domestic and offshore institutional investors and was oversubscribed.

Eligible institutional securityholders who bid for an amount less than or equal to their 'pro rata' share of New Securities were allocated their full bid. The balance of New Securities under the Placement were also allocated to existing institutional securityholders.¹

Atlas Arteria CEO Graeme Bevans said: "We are very pleased with the significant support for the transaction. The repayment of the MIBL Facility will deliver a stronger, more resilient balance sheet and improve our flexibility to pursue future growth opportunities."

Atlas Arteria securities are expected to resume trading on the ASX from market open today, Friday 29 May 2020. Settlement of the Placement is scheduled to take place on Tuesday 2 June 2020, with allotment and quotation of the New Securities on the ASX expected to occur on Wednesday 3 June 2020.

As announced on Thursday 28 May 2020, Atlas Arteria will offer certain existing eligible securityholders the opportunity to participate in a Security Purchase Plan (**SPP**) to raise up to A\$75 million.² Full details of the SPP will be set out in the SPP offer booklet, which is expected to be released to the ASX and dispatched to eligible securityholders on or around Friday 5 June 2020. The SPP offer is scheduled to close on Thursday, 25 June 2020.

¹ For this purpose, an eligible institutional securityholder's 'pro-rata' share of New Securities was estimated by reference to Atlas Arteria's latest available beneficial register which showed a historical holding as at 27 May 2020 and which was not necessarily fully up to date. No verification or reconciliation of holdings as shown in the historical beneficial register was undertaken and accordingly, unlike in a rights issue, it may not truly have reflected the participating securityholder's actual 'pro-rata' share. Atlas Arteria has no obligation to reconcile assumed holdings (e.g. for recent trading or swap positions) when determining a securityholder's 'pro-rata' share. Institutional securityholders who do not reside in Australia or other eligible jurisdictions were not able to participate in the Placement. See Appendix C of the investor presentation released to ASX on 28 May 2020 for the eligible jurisdiction and selling restrictions relevant to these jurisdictions. Atlas Arteria and the Underwriters disclaim any duty or liability (including for negligence) in respect of the determination of a securityholder's 'pro-rata' share of New Securities.

² If Atlas Arteria receives applications that exceed the amount it proposes to raise under the SPP, Atlas Arteria may decide to scale back applications or raise a higher amount, in its absolute discretion. If a scale back is applied, this means that an eligible retail securityholder may be allocated fewer Atlas Arteria securities than they apply for under the SPP. If Atlas Arteria decides to conduct any scale back, it will apply the scale back having regard to the size of the existing securityholdings of applicants.

Key dates relating to the SPP are set out below:

Event³	Date
Record date for determining eligibility for SPP	7.00pm, 27 May 2020
SPP offer opens and booklet dispatched	5 June 2020
SPP offer closes	5.00pm, 25 June 2020
SPP allotment date	2 July 2020
Commencement of normal trading of securities on ASX	3 July 2020
Dispatch of holding statements	3 July 2020

Additional information

Additional information regarding the Equity Raising is contained in the investor presentation released to ASX on Thursday 28 May 2020. The investor presentation contains important information including key risks and foreign selling restrictions with respect to the Placement and SPP.

Nothing contained in this announcement constitutes investment, legal, tax or other advice. Investors should seek appropriate professional advice before making any investment decision.

For any questions, investors should consult their broker, solicitor, accountant, financial adviser or other professional adviser.

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³ This timetable is indicative only and may change without notice at Atlas Arteria's discretion or subject to the requirements of the Corporations Act 2001 (Cth) and the ASX Listing Rules. Atlas Arteria has the ability at its discretion to make changes including to extend the closing date for the SPP, to withdraw the SPP at any time prior to the issue of the New Securities and/or to accept late applications either generally or in specific areas.

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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 operator and developer of toll roads, creating value for our investors over the long-term through considered and disciplined management. The roads we develop, operate and invest in 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 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

Important Notices and Disclaimer

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This announcement may not be distributed or released in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or to "US persons" (as defined in Regulation S under the US Securities Act of 1933 ("US Securities Act")). Any securities described in this announcement have not been, and will not be, registered under the US Securities Act and may not be offered or sold in the United States or to US persons except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws. Accordingly, the New Securities will only be offered and sold outside the United States to non-US persons in "offshore transactions" in compliance with Regulation S under the US Securities Act.