

30 May 2023

**ASX RELEASE**

**2023 AGM Results**

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the Corporations Act 2001 (Cth), the results of the resolutions put to securityholders at today's Atlas Arteria Annual General Meetings (**AGMs**) are set out in the attached.

All resolutions put to the AGMs were decided by way of a poll.

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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 five 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 2,424km motorway network located in the East and South East of France. In the US, we own a 66.67% interest in the Chicago Skyway, a 12.5km toll road in Chicago and 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)

**Important Notice:**

Investors should note that neither of the Atlas Arteria entities has been, or will be, registered under the U.S. Investment Company Act of 1940, as amended (the "U.S. Investment Company Act"), in reliance on the exception in Section 3(c)(7) from the definition of "investment company". Accordingly, Atlas Arteria securities cannot be held at any time by, or for the account or benefit of, any "U.S. person" (as defined in Rule 902(k) under the U.S. Securities Act of 1933) ("U.S. Person") that is not a "qualified purchaser" (as defined in section 2(a)(51)

of the U.S. Investment Company Act and the rules and regulations thereunder) (“Qualified Purchaser” or “QP”) at the time of their acquisition. Any U.S. Person that is not a Qualified Purchaser, or any investor acting for the account or benefit of any U.S. Person that is not a Qualified Purchaser, is an “Excluded U.S. Person” and may not hold Atlas Arteria securities.

For further details of ownership restrictions that apply to residents of the United States and other U.S. Persons that are not Qualified Purchasers, please see our website.

[https://atlasarteria.com/stores/ sharedfiles/US\\_Ownership/AtlasArteria-USownershiprestrictions.pdf](https://atlasarteria.com/stores/sharedfiles/US_Ownership/AtlasArteria-USownershiprestrictions.pdf)

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The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
2 ATLAX - Adoption of Remuneration Report	Ordinary	596,289,240 64.77%	323,963,831 35.18%	454,110 0.05%	235,412	596,683,955 48.75%	627,242,335 51.25%	236,205	Not Carried
3 ATLAX - LTIP Performance Rights to Graeme Bevans	Ordinary	913,710,820 99.24%	6,566,760 0.71%	441,041 0.05%	263,298	1,217,091,237 99.45%	6,751,658 0.55%	464,912	Carried
4 ATLAX- STIP Restricted Securities to Graeme Bevans	Ordinary	914,865,916 99.36%	5,426,491 0.59%	436,948 0.05%	252,564	915,155,792 74.78%	308,697,837 25.22%	454,178	Carried
5 ATLAX - LTIP Performance Rights to Graeme Bevans	Ordinary	713,455,666 77.49%	206,829,841 22.46%	432,339 0.05%	264,071	713,730,518 58.32%	510,111,602 41.68%	465,685	Carried
6 ATLAX - Approval in maximum number of Directors	Ordinary	918,569,221 99.72%	2,149,320 0.23%	467,289 0.05%	114,322	1,222,438,272 99.82%	2,149,320 0.18%	115,115	Carried
7 ATLAX - Approval of increase to the Director fee	Ordinary	918,058,464 99.77%	1,706,925 0.18%	462,808 0.05%	753,722	1,221,631,990 99.86%	1,720,481 0.14%	754,515	Carried
8A ATLAX - Re-election of Debra Goodin as a Director	Ordinary	801,646,960 87.03%	119,008,874 12.92%	448,989 0.05%	195,327	802,500,591 87.09%	119,009,040 12.91%	303,287,909	Carried
8B ATLAX -Election of John Wigglesworth as a Director	Ordinary	898,367,719 97.53%	22,260,543 2.42%	444,433 0.05%	227,457	899,122,125 97.58%	22,260,543 2.42%	303,320,039	Carried
8C ATLAX - Election of Ken Daley as a Director	Ordinary	899,400,808 97.73%	20,380,317 2.21%	527,844 0.06%	991,183	1,203,425,249 98.33%	20,380,317 1.67%	991,976	Carried
9 ATLIX - Re-appoint PwC as Auditor	Ordinary	886,915,106 96.30%	33,608,061 3.65%	499,624 0.05%	277,361	1,190,792,578 97.25%	33,625,768 2.75%	284,361	Carried
10 ATLIX-Approval in reduction of number of Directors	Ordinary	500,274,706 54.31%	420,442,060 45.64%	500,562 0.05%	82,824	804,167,529 65.67%	420,452,354 34.33%	82,824	Carried
11 ATLIX - Approval of reduction to Fee Pool	Ordinary	749,300,012 81.35%	171,289,430 18.60%	445,905 0.05%	264,805	1,053,140,678 86.01%	171,289,430 13.99%	272,599	Carried
12 ATLIX - Re-election of Debra Goodin as a Director	Ordinary	825,214,206 89.59%	95,440,491 10.36%	499,186 0.05%	146,267	1,129,115,781 92.21%	95,440,657 7.79%	146,267	Carried
13 ATLIX - Re-election of Andrew Cook as a Director	Ordinary	825,344,506 89.60%	95,249,979 10.34%	539,533 0.06%	166,132	1,129,286,594 92.22%	95,249,979 7.78%	166,132	Carried

\* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

In relation to resolution 2 Adoption of Remuneration Report, as more than 25% of the votes were cast against this resolution, this constitutes a first strike for the purposes of the Corporations Act 2001 (Cth).