

8 July 2026

Close of the IFM Takeover Offer

Atlas Arteria (**ASX:ALX**) refers to the off-market takeover offer by Diamond Infraco 1 Pty Ltd, (the **Bidder**), a wholly owned subsidiary of IFM Global Infrastructure Fund (**IFM Takeover Offer**).

The IFM Takeover Offer closed at 7:00pm (Sydney) on 7 July 2026. As at the close of the IFM Takeover Offer, the Bidder's voting power in Atlas Arteria was 67.43%.

Chair Succession

As previously announced, Debbie Goodin has retired as the Independent Non-executive Chair of Atlas Arteria Limited (**ATLAX**) and an Independent Non-executive Director of Atlas Arteria International Limited (**ATLIX**). This took effect after the close of the IFM Takeover Offer on 7 July 2026.

Current Independent Non-executive ATLAX Director John Wigglesworth has been appointed Interim Chair of ATLAX and a Non-executive Director of ATLIX.

As a result, Mr Wigglesworth has stepped down as Chair of the Atlas Arteria Audit and Risk Committee. Current Independent Non-executive ATLAX Director Jean-Georges Malcor has been appointed Chair of the Audit and Risk Committee.

The Boards have accelerated the previously announced process to identify a new Independent Chair of ATLAX, consistent with the requirements of the Director Representation Agreement with IFM. Both internal and external candidates will be considered.

ATLAX Chair John Wigglesworth, said:

"We are entering a crucial period for Atlas Arteria. As we look ahead after the closure of the takeover offer, the Boards recognise the importance of focusing on optimising value for our investors.

"We thank Debbie for her significant contribution to Atlas Arteria over many years. Her support for a smooth transition has underscored her relentless commitment to act in the best interests of all securityholders. While the process for determining a new independent Chair of ATLAX continues, I am committed to engaging constructively with IFM."

Approach to Related Party Transactions

Consistent with Atlas Arteria's prior practice, matters which give rise to potential conflicts of interest and any material transactions between Atlas Arteria and related parties, including IFM, will continue to be considered by independent ATLAX and ATLIX directors.

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This announcement has been authorised for release by the Atlas Arteria Limited Independent Board Committee and the Board of Atlas Arteria International Limited.

About Atlas Arteria

Atlas Arteria (ASX:ALX) partners to deliver world-class road experiences. We create long-term value for our stakeholders through considered and disciplined management and sustainable business practices.

Today the Atlas Arteria Group consists of toll road businesses in France, Germany and the United States. In France, we currently own a 30.8% interest in the 2,424km motorway network located in the country's east, comprising APRR, AREA, A79 and ADELAC. 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

Important Notice:

This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States, or to, or for the account or benefit of, any "U.S. person" (as defined in Regulation S under the U.S. Securities Act of 1933, as amended (the "Securities Act")) ("U.S. Person"), or in any other jurisdiction in which such an offer would be unlawful. Atlas Arteria securities have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States.

In addition, 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 "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 person in the United States or U.S. Person that is not either (i) a "qualified purchaser" (as defined in section 2(a)(51) of the Investment Company Act and the rules and regulations thereunder) ("Qualified Purchaser" or "QP") that was an existing holder of Atlas Arteria securities on the Atlas Arteria register as at 7.00pm (Melbourne time) on 8 April 2025 and has remained on the Atlas Arteria register as a holder of Atlas Arteria securities continuously since then (an "Existing QP") or (ii) both a "qualified institutional buyer", as defined under Rule 144A under the Securities Act ("QIB") and a QP (together, a "QIB/QP") at the time of their acquisition. Any person in the United States or U.S.

Person that is not an Existing QP or a QIB/QP, or any investor acting for the account or benefit of any U.S. Person that is not an Existing QP or a QIB/QP, is an “Excluded U.S. Person” and may not hold Atlas Arteria securities.

Investors should also note that “Eligible U.S. Fund Managers”, which are dealers or other professional fiduciaries organized or incorporated in the United States that are acting for a discretionary or similar account (other than an estate or trust) held for the benefit or account of persons that are not U.S. Persons for which they have, and are exercising, investment discretion, within the meaning of Rule 902(k)(2)(i) under the Securities Act (“EUSFMs”) are by definition not “U.S. Persons”.

For further details of the ownership restrictions that apply to residents of the United States and other U.S. Persons that are not Existing QPs, QIB/QPs or EUSFMs, please see our website.

https://www.atlasarteria.com/stores/_sharedfiles/US_Ownership/AtlasArteria-USownershiprestrictions.pdf

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