

atlas**Arteria**

CORPORATE
GOVERNANCE
STATEMENT 2023

CORPORATE GOVERNANCE STATEMENT 2023

This Corporate Governance Statement (**Statement**) outlines the key aspects of Atlas Arteria’s Corporate Governance Framework and practices for the year ended 31 December 2023. It has been approved by the Boards of Atlas Arteria Limited and Atlas Arteria International Limited (**Atlas Arteria Boards or Boards**).

The governance framework and related policies and practices are regularly reviewed and updated to ensure they remain consistent with legal and regulatory requirements as well as Atlas Arteria’s Vision and Values Statement and strategic objectives. Atlas Arteria’s governance policies and practices follow the recommendations outlined in the ASX Corporate Governance Council’s Principles and Recommendations 4th Edition (**ASX Principles and Recommendations**) as set out in this Statement.

Atlas Arteria comprises Atlas Arteria Limited (ACN 141 075 201) (**ATLAX**), an Australian public company, and Atlas Arteria International Limited (Registration No. 43828) (**ATLIX**), an exempted mutual fund company incorporated in Bermuda, both of which are listed on the Australian Securities Exchange (**ASX**). The securities of ATLAX and ATLIX are stapled and must trade, and otherwise be dealt with, together.

In addition, ATLAX and ATLIX have entered into a co-operation deed which provides for the sharing of information, adoption of consistent accounting policies and co-ordination of reporting to securityholders (**Atlas Arteria Co-operation Deed**).

Copies of the publicly available governance documents referred to in this Statement, including detailed information in respect of Atlas Arteria’s structure and constituent documents, can be found on the ‘[Corporate Governance](#)’ section of the Atlas Arteria website (www.atlasarteria.com).

Entity	Type of entity	Businesses
ATLAX	Australian public company	Chicago Skyway Dulles Greenway
ATLIX	Bermudian exempted mutual fund company	APRR, ADELAC, Dulles Greenway, Warnow Tunnel



1. THE BOARD OF DIRECTORS

Relevant governance documents



ATLAX and ATlix Board Charters

ATLAX and ATlix Conflicts of Interest (Directors) Policy



The above governance documents are available on Atlas Arteria's website atlasarteria.com

1.1 Roles and responsibilities of the Boards

Both ATLAX and ATlix have adopted formal Board charters, which, among other things, set out the roles and responsibilities of the Boards and identify those matters reserved for the Boards and those delegated to management.

The ATLAX and ATlix Board Charters set out the respective responsibilities of the Boards as follows.

Objective	Roles and Responsibilities of the Boards
Leadership and culture	<ul style="list-style-type: none">– Defines Atlas Arteria's purpose and approves its Vision and Values Statement.– Sets the tone for, and monitors, Atlas Arteria's corporate culture, ethical standards and legal compliance in line with its Vision and Values Statement.– Preparedness to challenge and hold management to account.
Strategy and performance	<ul style="list-style-type: none">– Oversees management's performance, including in its implementation of Atlas Arteria's strategic objectives and instilling Atlas Arteria's values.– Approves acquisitions, divestments, operating budgets and capital management activities.
Financial oversight	<ul style="list-style-type: none">– Approves annual and half yearly financial statements, the Directors' Report (including the Remuneration Report) and other material related disclosures.– Monitors Atlas Arteria's financial performance.– Monitors the integrity of the accounting and corporate reporting systems used for Atlas Arteria financial reporting, the integrity and effectiveness of internal controls and oversees the external audit.
Risk management	<ul style="list-style-type: none">– Identifies and monitors Atlas Arteria's material business risks and oversees how they are managed.– Oversees the Risk Management Framework in respect of Atlas Arteria's material business and operational risks (both financial and non-financial).– Sets the risk appetite within which management is expected to operate.– Monitors the operation of Atlas Arteria's Risk Management Framework and reviews Atlas Arteria's risks.
Governance	<ul style="list-style-type: none">– Oversees corporate governance and regulatory compliance.– Ensures that an appropriate framework exists for relevant information to be reported by management to the Boards.– Oversees the process for making timely and balanced disclosure of all material information concerning Atlas Arteria that a reasonable person would expect to have a material effect on the price or value of Atlas Arteria's securities.– Oversees communications with securityholders and regulators.– Approves key policies and targets relating to Atlas Arteria's operations, including monitoring progress towards targets relating to workplace health and safety, environment and sustainability (including climate).– Monitors the effectiveness of Atlas Arteria's governance practices.
People and remuneration	<ul style="list-style-type: none">– Ensures that Atlas Arteria's remuneration policies are aligned with Atlas Arteria's purpose, Vision and Values Statement, strategic objectives and risk appetite.– Appoints, reviews the performance of, and, when necessary, replaces the Chair, the Chief Executive Officer, the Chief Financial Officer, and the Company Secretary.

1. THE BOARD OF DIRECTORS

1.2 Board Delegation

In accordance with the ATLAX and ATLIX Board Charters, the Boards have implemented a Delegations of Authority Policy which identifies the matters specifically reserved for the decision of the Boards and those delegated to the CEO, who can then sub-delegate where appropriate. The Boards monitor the division of responsibilities between the Boards and the CEO to ensure they continue to be appropriate. The Delegations of Authority Policy is reviewed and approved by the Boards at least once every two years.

1.3 Board Meetings

Scheduled ATLAX and ATLIX Board meetings are held approximately 10-12 times each year, and any additional meetings are called as required. Directors are provided with Board packs in advance of Board meetings, which contain sufficient information to enable informed discussion of all agenda items.

Details of Board meetings held during the year and individual directors' attendance at these meetings can be found on page 42 of Atlas Arteria's 2023 Annual Report (**2023 Annual Report**), which is available on Atlas Arteria's website.

1.4 Board Composition

The ATLAX and ATLIX Board Charters set out the requisite composition and membership criteria for the Boards. In summary, the majority of directors must be independent, there must be independent Chairs' and the Boards must comprise directors with an appropriate mix of qualifications, skills, expertise and experience appropriate for Atlas Arteria's strategy and operations. There should also be sufficient diversity in line with Atlas Arteria's Diversity and Inclusion Policy and diversity objectives. To ensure an appropriate process of Board renewal, directors will generally retire after 10 years, but their term can be extended if considered of significant benefit to Atlas Arteria.

During 2023, Board renewal was a key focus to enhance the existing capabilities, ensure there is a diverse skill set and to continue to address Board succession planning. The appointments of John Wigglesworth, Ken Daley and Laura Hendricks to the ATLAX Board and the appointment of Kiernan Bell to the ATLIX Board in 2023 have added wide-ranging experience to the Boards.

ATLAX

The ATLAX Board comprises seven directors each with broad industry experience. Five of the Board members are independent non-executive directors and there is one non-executive director who is not independent and one executive director. Five directors are resident in Australia, one is resident in France and another is resident in the United States. Any non-executive director is required to stand for re-election at least once every three years in compliance with the ASX Listing Rules.

The current directors of the ATLAX Board are as follows:

- Debra (Debbie) Goodin (Chair), Independent Non-executive Director from 1 September 2017 and Chair since 1 November 2020 (Australia based);
- David Bartholomew, Independent Non-executive Director from 1 October 2018 (Australia based);
- Graeme Bevans, Managing Director and Chief Executive Officer (CEO) appointed 1 April 2019 (Australia based);
- Ken Daley, Non-executive Director from 30 May 2023 (Australia based);

- Jean-Georges Malcor, Independent Non-executive Director from 1 November 2018 (France based);
- Laura Hendricks, Independent Non-executive Director from 16 October 2023 (United States of America based); and
- John Wigglesworth, Independent Non-executive Director from 1 January 2023 (Australia based).

During 2023, the composition of the ATLAX Board changed as follows:

- John Wigglesworth was appointed to the Board of ATLAX from 1 January 2023 and was also appointed as Chair of the Audit and Risk Committee. Mr Wigglesworth was elected by securityholders at the 2023 Annual General Meeting (**AGM**).
- Ken Daley was elected to the Board of ATLAX at the 2023 AGM and was nominated by IFM Global Infrastructure Fund (**IFM GIF**), which is Atlas Arteria's largest securityholder.
- Laura Hendricks was appointed to the Board of ATLAX from 16 October 2023 and will stand for election at the 2024 AGM.

Refer to pages 39 to 40 of the 2023 Annual Report for ATLAX director profiles.

ATLIX

The ATLIX Board comprises four directors each with significant relevant experience. All members of the ATLIX Board are independent non-executive directors. A director must not hold office (without re-election) past the third Annual General Meeting after which the director was elected or re-elected, and at every AGM, one third of directors not otherwise up for election, must stand for re-election. In addition, as contemplated by the Atlas Arteria Co-operation Deed, the ATLIX Board includes a director of ATLAX (Debbie Goodin) to facilitate and promote co-operation and consultation between the ATLIX and ATLAX Boards.

The current directors of the ATLIX Board are as follows:

- Fiona Beck, Independent Non-executive Director from 13 September 2019 and Chair since 1 March 2023 (Bermuda based);
- Kiernan Bell, Independent Non-executive Director from 1 September 2023 (Bermuda based);
- Andrew Cook, Independent Non-executive Director from 26 November 2020 (Bermuda based); and
- Debbie Goodin, Independent Non-executive Director from 1 November 2020 (Australia based).

During 2023, the composition of the ATLIX Board changed as follows:

- Jeffrey Conyers retired as Chair and Director of ATLIX with effect from 1 March 2023, after the finalisation of an orderly succession process for the position of ATLIX Chair.
- Caroline Foulger retired as a Director of ATLIX with effect from 1 July 2023.
- Kiernan Bell was appointed to the Board of ATLIX from 1 September 2023.

Refer to page 41 of 2023 Annual Report for ATLIX director profiles.

1.5 Chairs

ATLAX has an Independent Non-executive Chair, Debbie Goodin. ATLIX has an Independent Non-executive Chair, Fiona Beck.

The Chairs do not exercise the role of CEO for ATLAX or ATLIX.

1. THE BOARD OF DIRECTORS

1.6 Nomination and Appointment of Directors

Prior to a director's appointment, appropriate checks as to the person's character, experience, education, criminal record and bankruptcy history are undertaken.

All material information known to Atlas Arteria that is relevant to a decision to elect or re-elect a director is provided to securityholders in the Notices of Meetings. This enables securityholders to make an informed decision on whether to elect or re-elect the candidate. Such information will include biography details, relevant qualifications and experience, the skills they bring to the relevant Board, details of any other material directorships, and a statement by the relevant Board as to whether it supports the election or re-election of the candidate.

Each new director of ATLAX and ATLIX is provided with a letter of appointment that details the key terms of his or her appointment.

In addition, non-executive directors are required to meet minimum securityholding requirements, which require them to increase their securityholdings in Atlas Arteria to an amount that is equivalent to 100% of their annual base director fees within three years from the date of their appointment.¹

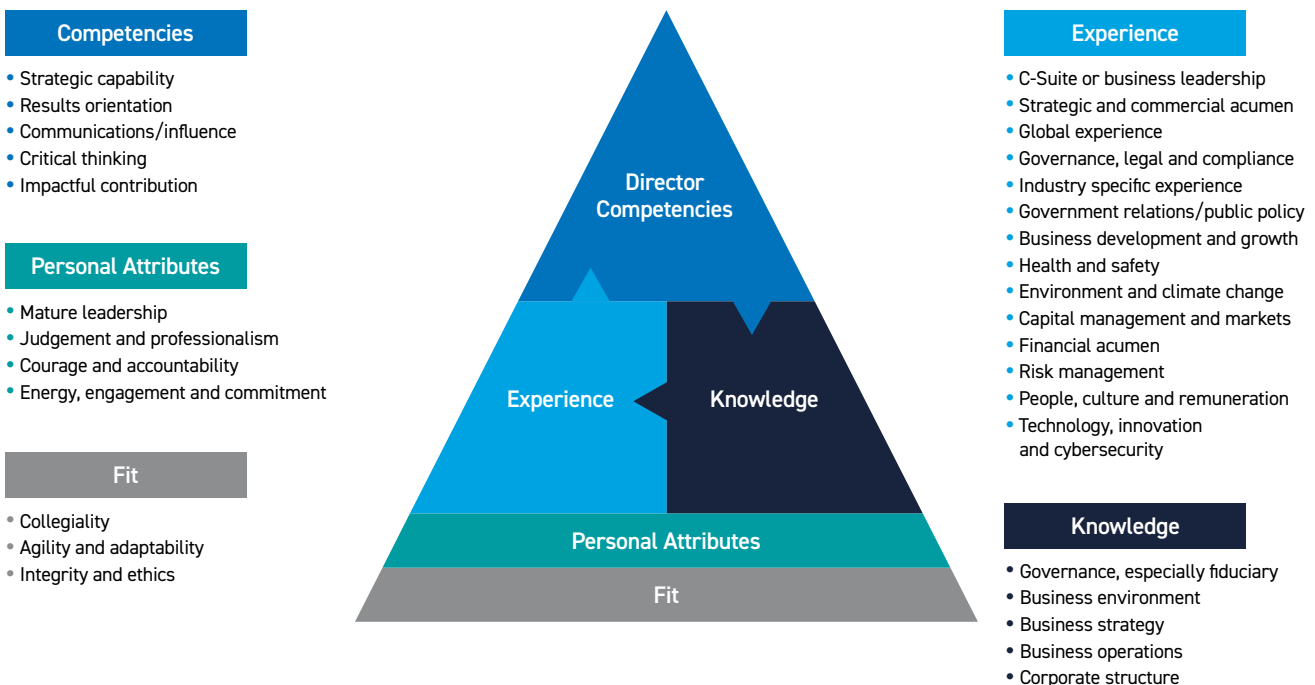
1.7 Board skills matrix (director skills and experience)

Atlas Arteria seeks to ensure that its Boards are comprised of directors with a diverse mix of skills, experience, backgrounds and perspectives relevant to Atlas Arteria's strategic objectives and operations, and which enable the Boards to discharge their obligations effectively. Accordingly, the Boards have developed and adopted a comprehensive 'Atlas Arteria Director Profile', comprising the five categories of competencies, personal attributes, fit, knowledge and experience. The Atlas Arteria Director Profile assists the Boards with:

- providing directors with an appropriate framework to assess their strengths and areas for development;
- improving board effectiveness;
- creating effective board development programs; and
- informing director recruitment and succession planning to enable Atlas Arteria to benefit from a diverse range of skills and experience, along with identifying the best possible fit with the Boards and the organisation.

A snapshot of the Atlas Arteria Director Profile is below.

Atlas Arteria Director Profile



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1. Minimum securityholding requirements also apply to the CEO and other key management personnel, which are detailed in the 2023 Remuneration Report.

1. THE BOARD OF DIRECTORS

In 2023, directors were asked to self-assess their competency against each skill listed in the below matrix as either expert, competent, somewhat familiar or not very familiar. The outcome of these self-assessments were then reviewed by the Boards as a whole for accuracy and reasonableness. Set out in the following matrix is a summary of key skills and experience considered as important for Atlas Arteria and the Boards' assessment of coverage against the requisite skills and experience.

Experience	Collective Assessment
 <p>C-suite or business leadership – Board, CEO and/or senior leadership experience in customer-facing operations, driving direction, organisational sustainability and change, strategic planning and managing rapid change and disruption.</p>	 <p>Not very familiar Expert</p>
 <p>Strategic and commercial acumen – Experience in developing, implementing and challenging strategic objectives using sound commercial judgement.</p>	 <p>Not very familiar Expert</p>
 <p>Global experience – International business experience, including doing business in France, Germany, Australia, Bermuda and the United States. – Current or prior service on boards/executive teams of global organisations. – Experience working with different cultures, and an understanding of business/organisational implications.</p>	 <p>Not very familiar Expert</p>
 <p>Governance, legal and compliance – ASX100 listed company experience. – Experience in implementing and providing direction on organisation-wide governance and compliance policies, systems and frameworks and training and education.</p>	 <p>Not very familiar Expert</p>
 <p>Industry specific experience – Experience within the infrastructure or transport sectors. – Experience in toll roads.</p>	 <p>Not very familiar Expert</p>
 <p>Government relations/public policy – Experience in working or interacting with government authorities, regulators and other key stakeholders, multiple stakeholder relations and community engagement.</p>	 <p>Not very familiar Expert</p>
 <p>Business development and growth – Transactional experience on mergers, acquisitions, debt financing and corporate restructures. – Business development including pursuing strategic opportunities, cultivating partnerships, or other commercial relationships, or identifying new markets for products or services.</p>	 <p>Not very familiar Expert</p>
 <p>Health and safety – Experience in developing policies, strategies and initiatives in relation to workplace health, safety and wellbeing.</p>	 <p>Not very familiar Expert</p>
 <p>Environment and climate change – Experience in developing policies, strategies and initiatives in relation to environment, climate change, sustainability and social responsibility.</p>	 <p>Not very familiar Expert</p>
 <p>Capital management and markets – Experience in capital management. – Understanding of demands and expectations of capital markets.</p>	 <p>Not very familiar Expert</p>
 <p>Financial acumen – Experience in financial analysis and management to provide financial expertise in overseeing the integrity of Atlas Arteria's financial reporting, internal controls and control environment.</p>	 <p>Not very familiar Expert</p>
 <p>Risk management – Experience in developing risk management policies and frameworks, an understanding of financial and non-financial risks and the ability to identify, manage and monitor material risks.</p>	 <p>Not very familiar Expert</p>
 <p>People, culture and remuneration – Experience in people matters including culture, talent management and development, succession planning and remuneration (including executive compensation structures and governance) and developing and implementing relevant frameworks, policies and practices.</p>	 <p>Not very familiar Expert</p>
 <p>Technology, innovation and cybersecurity – Experience in information systems, new technologies and innovation, digital disruption, data, privacy and cyber security.</p>	 <p>Not very familiar Expert</p>

1. THE BOARD OF DIRECTORS

Having completed and reviewed these assessments, the Boards consider that the skills, expertise and experience required for effective Board oversight of Atlas Arteria's operations, strategy and governance are well represented by the current directors.

In the event that the Boards or management do not possess the skills or experience required, external specialist assistance or advice will be obtained and will be a consideration for future board renewal.

In addition to the experience, knowledge and other attributes outlined in the above Atlas Arteria Director Profile, all directors strongly endorse Atlas Arteria's Vision and Values Statement and the underlying STEER principles of Safety, Transparency, Engagement, Environmental and Social Responsibility and Respect (as more fully described in Atlas Arteria's Vision and Values Statement). This includes bringing an active awareness of the importance of creating the right culture and modelling the right conduct.

1.8 Director independence

In determining the status of a director's independence, Atlas Arteria has adopted standards of independence that are in line with the ASX Principles and Recommendations. The full details of Atlas Arteria's independence criteria are set out in Appendix 1 to the ATLAX and ATLIX Board Charters. The independence of each non-executive director is considered prior to their appointment and then reviewed annually by the Boards.

Other than Mr Ken Daley, all ATLAX and ATLIX non-executive directors have been determined by the Atlas Arteria Boards to be independent and therefore the Boards consist of a majority of independent directors.

Mr Ken Daley was nominated to the ATLAX Board by IFM GIF, Atlas Arteria's largest securityholder. Mr Daley is a special adviser to IFM GIF and is therefore not considered an independent director.

The Boards also consider the independence of non-executive directors in the context of tenure and are satisfied in that regard, with the longest serving non-executive director having been a director for 6.5 years. The Boards consider that they are well served by non-executive directors with varying tenures to ensure that a deep understanding of the business is maintained, and fresh ideas and perspectives are brought to discussions. The tenure profile of the Boards can be seen in section 1.4 of this Statement.

1.9 Conflicts of interest

The Boards have adopted a Conflicts of Interest (Directors) Policy to assist directors in identifying and managing conflicts of interest. Directors are required to immediately notify their respective Board when they become aware of a conflict of interest or a material personal interest in any matter concerning Atlas Arteria.

In addition, on appointment, directors are required to provide a standing notice, which must include details of the nature and extent of any relevant interests. Monitoring of these interests is ongoing, and directors are required to keep these up to date.

The General Counsel and Company Secretary records all information reported to the Boards and monitors overall compliance with the Conflicts of Interest (Directors) Policy.

1.10 Review of performance

(a) Board performance

To ensure that the directors of ATLAX and ATLIX are properly discharging their duties and to evaluate the performance of the Boards, their committees and individual directors, the following procedures have been established.

- An annual performance review of each Board, its committees, each Chair and individual directors. This is conducted either internally through a process of questionnaires and/or face-to-face meetings and Board discussion, or with the assistance of an external facilitator, or through a combination of both.
- The performance of directors nominating for election/re-election at the next AGM is also assessed through discussion at Board meetings in the absence of the relevant director, to determine whether the relevant Board will endorse the director's election/re-election.
- An induction program for new directors is established and undertaken when a director joins the Boards.
- Access by directors to continuing education to update and enhance their skills and knowledge. This includes regular in-house briefing sessions on emerging issues for the business, relevant regulatory and governance developments, and general business issues relevant to Atlas Arteria.

This year's annual performance review of the Boards and committees was conducted using an external consultant for the Board and committee review, whilst individual director reviews have been conducted internally through questionnaires, meetings with the Chairs and discussion by the Boards.

The outcomes and recommendations of the 2023 review are being considered by the Boards and will include the development of action plans to address key recommendations. Feedback obtained during the review process concerning the performance of individual directors is discussed separately between the Chair and each director (and in the case of the Chairs, between the ATLIX Chair and the ATLAX Chair).

(b) Executive Team performance

At the commencement of the financial year, the Boards set the Key Performance Indicators (KPIs) for the CEO, and the CEO, in consultation with the Boards, sets the KPIs for each member of the Executive Team. Regular feedback on performance is provided to the CEO and Executive Team throughout the year.

At the end of the financial year, the CEO and each member of the Executive Team have their performance assessed against these KPIs and other relevant matters.

The formal performance review process has been completed for 2023 and more information in relation to the outcomes of the process for Executive Team members who are key management personnel can be found in the 2023 Remuneration Report at pages 56 to 84 of the 2023 Annual Report.

1. THE BOARD OF DIRECTORS

1.11 Director induction and professional development

The Nomination and Governance Committee oversees the induction procedures for new directors and the program for the ongoing training and education of directors.

Atlas Arteria's program for inducting new directors, includes introductory meetings with other directors and management, receipt of introductory company materials and detailed business briefings.

Atlas Arteria's provides ongoing training and education of ATLAX and ATLIX directors. This provides opportunities for directors to develop and maintain the skills and knowledge needed to effectively perform their role. The training and education program is monitored and reviewed at least annually by the Nomination and Governance Committee, including giving directors an opportunity to provide input on development and training topics. The program includes:

- briefings from management on key trends and issues facing Atlas Arteria;
- presentations at Strategy Days on relevant topics such as traffic forecasting, sustainability, stakeholder relations and risk management;
- site visits to Atlas Arteria's operations, including opportunities to meet with joint venture partners, staff and management;
- external briefings on relevant or topical matters; and
- encouraging directors to participate in external courses and conferences, including providing each director with an education reimbursement allowance.

1.12 Remuneration

The People and Remuneration Committee is responsible for overseeing the development of a formal, robust and transparent remuneration framework and policy for Atlas Arteria, and for recommending to the Boards the remuneration packages of Atlas Arteria's directors and Executive Team.

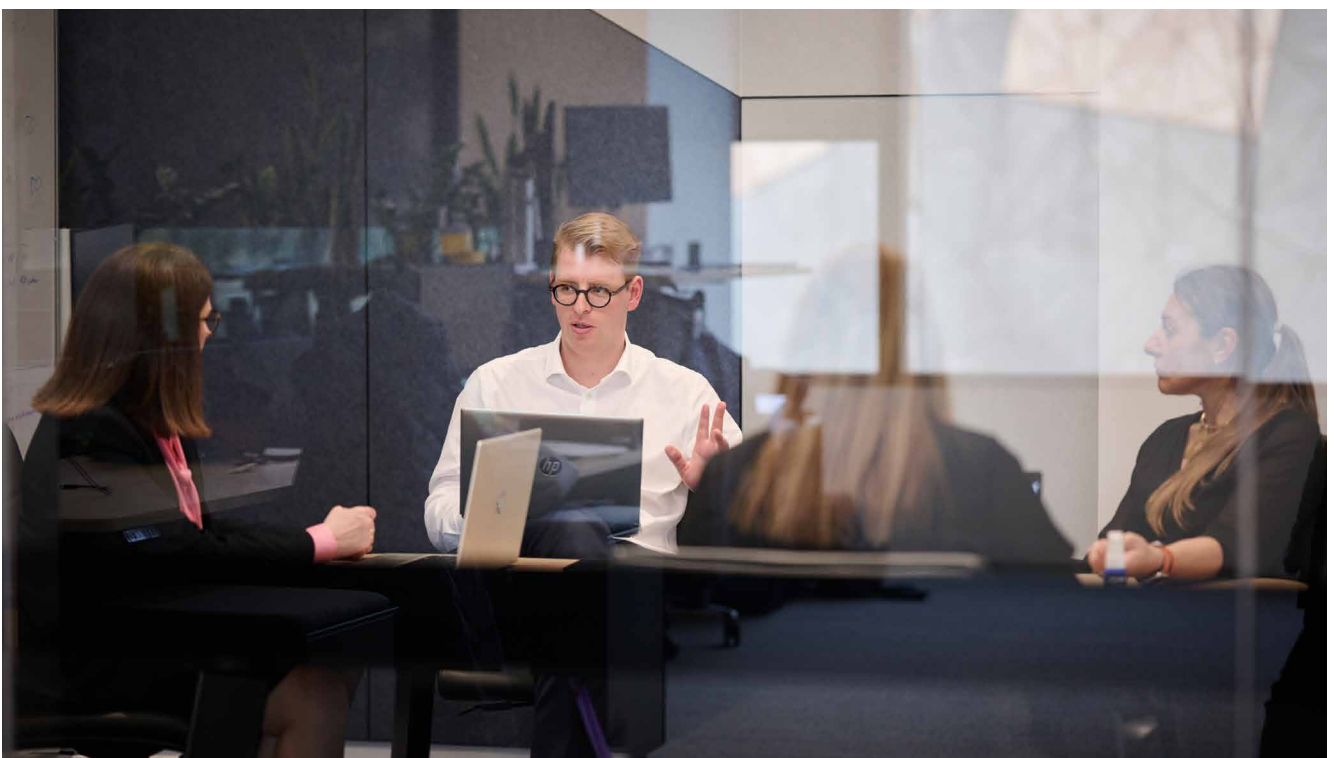
Atlas Arteria's policies and practices in relation to the remuneration of non-executive directors and the remuneration of the CEO and other key management personnel can be found in the Remuneration Report on pages 56 to 84 of the 2023 Annual Report.

1.13 Independent professional advice

The directors of ATLAX and ATLIX are entitled to obtain independent professional advice at the Company's cost, subject to the estimated costs being first approved by the relevant Chair as being reasonable.

1.14 Company Secretary

The Company Secretaries of ATLAX and ATLIX are each accountable directly to the Boards, through the ATLAX and ATLIX Chairs, on all matters to do with the proper functioning of the respective Board.



2. BOARD COMMITTEES

Relevant governance documents



Audit and Risk Committee Charter

People and Remuneration Committee Charter

Nomination and Governance Committee Charter



The above governance documents are available on Atlas Arteria's website atlasarteria.com

The ATLAX and ATLIX Boards have established three standing committees to assist the Boards in discharging their duties:

- Audit and Risk Committee (**ARC**);
- People and Remuneration Committee (**PRC**); and
- Nomination and Governance Committee (**NGC**).

During 2023, the ATLAX and ATLIX Boards reviewed the structure and processes of each Board's committees, with a particular focus on streamlining decision making and improving the overall efficiency of the Boards. A key outcome of this review was the implementation of a new joint committee structure, which resulted in the ATLAX and ATLIX Boards agreeing to consolidate their respective standing Board committees (being the ARC, PRC and NGC). As part of this review, the Boards approved new charters for the operation of each joint Board committee, which set out the objectives, duties and responsibilities, membership, decision making powers and other procedural requirements.

The charters include the right to interview management, meet with internal and external auditors (with or without management) and to seek advice from external consultants or specialists where it is considered necessary. The changes made to the Board committees became effective on 1 July 2023.

Committee papers and minutes are provided to all directors, and each committee Chair reports on the relevant committee's work at the next scheduled Board meeting. Directors are invited to attend any committee meeting, regardless of whether they are a member.

Information regarding the number of times the committees met throughout the 2023 financial year and the individual attendance of members at those meetings can be found at page 42 of the 2023 Annual Report.



2. BOARD COMMITTEES

The current membership, composition and a summary of the key responsibilities of each committee is set out in the table below.

Objective	Members	Composition	Key responsibilities
Audit and Risk Committee ²	John Wigglesworth (Chair) Andrew Cook Debbie Goodin Laura Hendricks Jean-Georges Malcor	A minimum of three members. A majority of members must be independent directors. At least one independent ATLAX Director (who is not also an ATLIX Director) and one independent ATLIX Director (who is not also an ATLAX Director). All Committee members shall be financially literate (able to read and understand financial statements). The Chair must be an independent director and must not be a Chair of the Boards.	Reviewing significant accounting and reporting issues and understanding their impact on financial reports. Overseeing financial reporting processes implemented by management and review of financial statements. Monitoring and reviewing the effectiveness of the internal control and operational Risk Management Frameworks, and compliance with key risk management policies. Monitoring and reviewing the processes for identifying, assessing, and responding to risks in a manner that is in accordance with the organisation's risk appetite. Monitoring and reviewing key governance policies, including the Code of Conduct, Whistleblower Policy and Anti Bribery and Corruption Policy. Overseeing external and internal audit, including reviewing significant audit findings and auditor independence.
People and Remuneration Committee	David Bartholomew (Chair) Kiernan Bell Debbie Goodin Laura Hendricks Jean-Georges Malcor	A minimum of three members. A majority of members must be independent directors. At least one independent ATLAX Director (who is not also an ATLIX Director) and one independent ATLIX Director (who is not also an ATLAX Director). The Chair must be an independent director.	Providing recommendations to the Boards in relation to non-executive director fees, executive remuneration policy and framework (including short-term and long-term incentive plans) and annual remuneration reviews for the CEO and senior executives. Assisting the Boards with reviewing senior executive performance, including the assessment of KPIs and 'at-risk' remuneration. Overseeing the development of personnel strategies and frameworks that support Atlas Arteria's business objectives, values and the attraction, retention and motivation of personnel. Reviewing and recommending to the Boards the Remuneration Report. Reviewing succession and development plans for senior executives. Reviewing the effectiveness of Atlas Arteria's Diversity and Inclusion Policy and initiatives.
Nomination and Governance Committee	Debbie Goodin (Chair) Fiona Beck David Bartholomew Laura Hendricks Jean-Georges Malcor John Wigglesworth	A minimum of three members. A majority of members must be independent directors. At least one independent ATLAX Director (who is not also an ATLIX Director) and one independent ATLIX Director (who is not also an ATLAX Director). The Chair must be an independent director.	Reviewing Board composition and succession planning and identifying and recommending suitable candidates for each Board. Reviewing and evaluating the Boards' Skills Matrix. Overseeing procedures for non-executive director induction and the periodic evaluation of the performance of the Boards, Board committees and individual directors. Reviewing Atlas Arteria's Corporate Governance Framework and relevant developments in corporate governance. Monitoring the independence of directors, considering possible conflicts of interest and reviewing existing behaviour and ethical guidelines for directors.

2. The qualifications and experience of the members of the Audit and Risk Committee are described in the 2023 Annual Report on pages 39 to 41.

3. DIVERSITY AND INCLUSION

Relevant governance documents

 Diversity and Inclusion Policy

 The above governance documents are available on Atlas Arteria's website atlasarteria.com

Atlas Arteria respects and values diversity, an inclusive culture and recognises that organisations with a diverse and inclusive workforce have been shown to be more successful, innovative, and agile.

Further, Atlas Arteria believes that a diverse and inclusive workforce and culture helps to attract and retain talent and provides a competitive advantage. Atlas Arteria aims to attract, develop, promote, and retain people who reflect the diversity of the customers, markets, and communities in which it operates. Atlas Arteria is committed to ensuring that all people in its business feel connected, engaged and valued so that the business can benefit from different voices and perspectives. Atlas Arteria is committed to providing a safe and healthy working environment, where everyone is treated with respect. As part of this commitment, we take seriously the responsibility to prevent and respond to issues of sexual harassment in the workplace. We have zero tolerance for unacceptable behaviour of any kind and have a performance gateway in place to ensure employees understand the consequences of behaviours and actions that fall short of our expectations.

In addition to gender diversity, Atlas Arteria values diversity of experience, perspective, skills and views brought about by such things as differences in age, nationality, cultural background, sexual orientation, ethnicity, neurodiversity, care giver status, work experience, disability and religious beliefs.

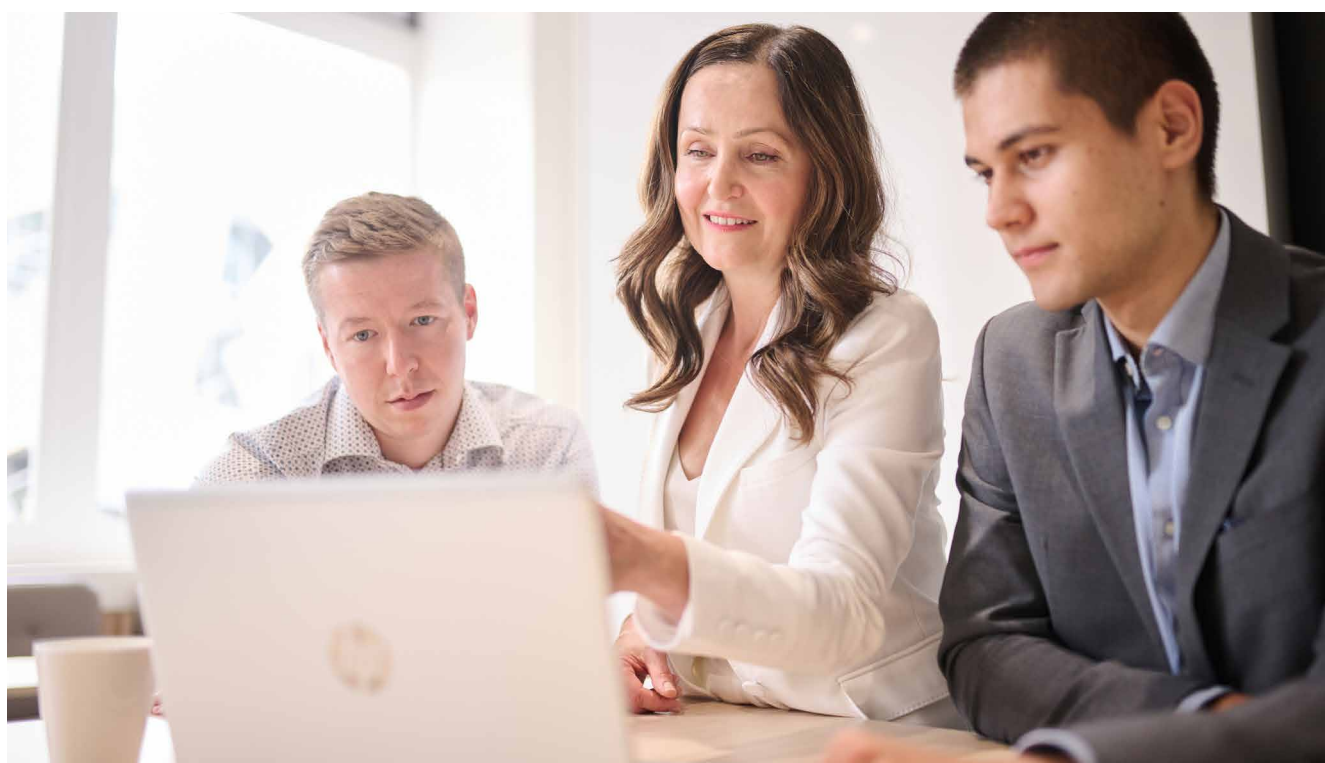
Atlas Arteria is an international business with corporate offices in Australia, Bermuda, Luxembourg and the United States and

it also operates in the United States, France and Germany with directors based in Australia, the United States, Bermuda and France. It is therefore important that the Atlas Arteria workforce is culturally diverse and reflects local customers, markets and communities. All of Atlas Arteria's wholly owned operations are managed by locally recruited executives, and Atlas Arteria's Boards and Executive Team comprise members with international background and experience.

Atlas Arteria's directors and staff are highly diverse in nationality, language and culture with over 10 different nationalities represented among the nine Non-executive Directors and 48 corporate employees. Atlas Arteria continues to foster an environment that celebrates the importance of cultural diversity across the business.

Atlas Arteria continues to review its Diversity and Inclusion Policy to ensure it adequately reflects the evolving expectations of the business, its communities and securityholders.

Atlas Arteria's Diversity and Inclusion Policy, sets out the diversity and inclusion commitments of the business, which are overseen and monitored by the Atlas Arteria People and Remuneration Committee. Atlas Arteria is proud that its priorities were informed in part by the results of its first Diversity Equity and Inclusion Diagnostic conducted in 2022. This process forms part of Atlas Arteria's commitment: to ensuring it understands the true breadth of diversity across its business; and holding itself to account against diversity commitments.



3. DIVERSITY AND INCLUSION

Gender diversity objectives

Atlas Arteria is committed to maintaining gender diversity and continues to work towards a balanced representation of men and women at all levels, and within all teams and geographies across the organisation. Atlas Arteria is also committed to finding ways to ensure that people feel comfortable to share information about their gender identity and feel safe and supported to do so.

The Atlas Arteria Boards have established measurable objectives in relation to gender diversity in the composition of its Boards, senior executives and workforce generally.

Atlas Arteria has a 40/40/20 (male/female/other) commitment and seeks to achieve or maintain (as the case may be) a gender balance of at least 40% men and 40% women across its combined Boards, within senior executive roles and across all employees. For this purpose, 'senior executives' is defined as Atlas Arteria Executive Team members, their direct reports in senior roles and CEOs of the wholly and majority owned businesses. The below tables confirm that Atlas Arteria's diversity targets were again met in 2023.

2023 Diversity objectives and performance

Target	Performance												
Board Gender Diversity	<p>Objective – 40%/40% male/female balance across independent non-executive directors.</p> <p>Performance – The proportion of men and women who are independent non-executive directors on the ATLAX and ATLIX Boards as at 31 December 2023 is outlined below:</p> <table border="1"> <thead> <tr> <th>ATLAX</th> <th>ATLIX</th> <th>Combined ATLAX/ ATLIX*</th> </tr> </thead> <tbody> <tr> <td>Male: 60%</td> <td>Male: 25%</td> <td>Male: 50%</td> </tr> <tr> <td>Female: 40%</td> <td>Female: 75%</td> <td>Female: 50%</td> </tr> <tr> <td>Other: n.a.</td> <td>Other: n.a.</td> <td>Other: n.a.</td> </tr> </tbody> </table> <p>* Debbie Goodin sits on both the ATLAX and ATLIX Boards so has only been included once in the combined calculation.</p>	ATLAX	ATLIX	Combined ATLAX/ ATLIX*	Male: 60%	Male: 25%	Male: 50%	Female: 40%	Female: 75%	Female: 50%	Other: n.a.	Other: n.a.	Other: n.a.
ATLAX	ATLIX	Combined ATLAX/ ATLIX*											
Male: 60%	Male: 25%	Male: 50%											
Female: 40%	Female: 75%	Female: 50%											
Other: n.a.	Other: n.a.	Other: n.a.											
Workforce Gender Diversity	<p>Objective – 40%/40% male/female balance across senior executives and across all employees of controlled entities (Permanent Workforce)</p> <p>Performance – The proportion of men and women in senior executive roles and across all employees of the Permanent Workforce as at 31 December 2023 is outlined below:</p> <table border="1"> <thead> <tr> <th>Permanent Workforce</th> <th>Senior Executives**</th> </tr> </thead> <tbody> <tr> <td>Male: 53%</td> <td>Male: 55%</td> </tr> <tr> <td>Female: 47%</td> <td>Female: 45%</td> </tr> <tr> <td>Other: n.a.</td> <td>Other: n.a.</td> </tr> </tbody> </table> <p>** Senior executives is defined above.</p>	Permanent Workforce	Senior Executives**	Male: 53%	Male: 55%	Female: 47%	Female: 45%	Other: n.a.	Other: n.a.				
Permanent Workforce	Senior Executives**												
Male: 53%	Male: 55%												
Female: 47%	Female: 45%												
Other: n.a.	Other: n.a.												

3. DIVERSITY AND INCLUSION

2024 diversity objectives

For 2024, Atlas Arteria will continue to set measurable objectives at Board, senior executive and overall workforce levels, targeting 40/40/20 male/female/other balance across its combined Boards, senior executives and across all employees of controlled entities. In addition, Atlas Arteria will pursue ways to manage and track through internal reports other diversity metrics including age and ethnicity. Given some of the data will rely on employees self-reporting, the initial focus will be to ensure transparency before committing to potential targets.

Evolving inclusion

Atlas Arteria is committed to creating a workforce culture that values inclusion and individuality, where discrimination, harassment, vilification, and victimisation will not be tolerated and where the views of others are welcomed and respected. Employees continue to be invited to complete their Herman Brain Dominance Instrument (**HBDI**) assessment to gain insight on their preferences, strengths and opportunities to enhance how they work with others. Embedding this process for all new starters has helped to facilitate important early conversations between managers and employees. It also assists with better understanding how to best leverage the strengths of team members.

In 2023, Atlas Arteria brought together staff for our first team offsite and used the opportunity to engage team members on critical areas of development. Team members explored elements of teamwork including leadership, decision making and improving how we communicate. As part of the session, employees were consulted on the design of an Employee Value Proposition (**EVP**) and their insight is being used to shape Atlas Arteria's EVP.

In 2023, the STEER³ Refresh program was launched which brought to life the next evolution of the core principles that underpin life at Atlas Arteria. The launch included a STEER in Action plan which invited all employees to get more involved in the way that we bring the STEER principles to life in the organisation. Early feedback has reinforced that these changes are having a positive impact and helping to ensure that all employees feel more connection to our STEER principles.

In 2023, our Senior Leaders Program focused on finding ways for our leaders to better understand their emotional intelligence and look for ways to leverage this more within their teams. The program continued to focus on strengthening the active feedback culture within teams. Atlas Arteria's Executive Team spent more dedicated time together this year focused on their own development and engagement as a team.

In 2023, a 'Building Trust' program was rolled out across the organisation in response to feedback provided by employees through the Diversity Equity and Inclusion diagnostic in 2022. The feedback reinforced the importance of ensuring trust to foster an inclusive environment where people felt safe to speak up, challenge ideas and ask questions. The impact of the program has seen a range of changes rolled out across the year within teams, and further commitment for change in 2024.

Gender and equity

Atlas Arteria continues to demonstrate its commitment to driving gender balance at all levels and is proud to have again met its targets in 2023. There is recognition that this commitment to diversity is critical – particularly at senior levels – as is the willingness to explore issues of equity related to remuneration. The annual remuneration review process operates under a rigorous and transparent remuneration framework. A full benchmarking of roles was completed earlier this year with the results used to inform the annual remuneration review. The design of these processes sought to remove gender bias and ensure a fair and consistent consideration of all employees.

In 2023, we have commenced the process to review our core people policies to ensure they remain contemporary and competitive and support the business's Employee Value Proposition. As part of the review, we have developed a new Appropriate Workplace Behaviour policy. This policy responds to our regulatory obligations and clearly outlines our expectations and the obligations of all employees.

We recognise that all employees have a critical role to play in helping to foster a safe, respectful, and inclusive workplace at Atlas Arteria. We expect all employees to role-model the right behaviours and feel safe to call-out any behaviours that fall short of our STEER principles and/or policies. We are committed to providing ongoing training and support to all employees to ensure they understand not only their obligations, but benefits created by driving greater inclusion across Atlas Arteria

Employee Value Proposition

Our draft EVP developed during 2023 will be tabled for Board endorsement in early 2024. Once endorsed, we will launch with a simple visual identity that we can use for both internal and external engagement related to talent management activities.

3. The STEER principles are defined on page 13 of this Statement.

4. ACTING ETHICALLY AND RESPONSIBLY

Relevant governance documents

 Vision and Values Statement	 Anti-Bribery and Corruption Policy
Code of Conduct	Securities Trading (Windows) Policy
Whistleblower Policy	Environmental and Social Responsibility Policy
Continuous Disclosure Policy	Modern Slavery Statement
External Communication Policy	Conflicts of Interest (Directors) Policy ⁴

 The above governance documents are available on Atlas Arteria's website atlasarteria.com

4.1 Atlas Arteria's Vision and Values Statement

Atlas Arteria expects all directors, employees, contractors and consultants to act lawfully, ethically and responsibly, and in line with Atlas Arteria's Vision and Values Statement.

The Vision and Values Statement is periodically revised and approved by Atlas Arteria's Boards as outlined in the ATLAX and ATLIX Board Charters. Senior management is responsible for instilling these vision and values across the organisation and this forms part of their performance evaluation.

Atlas Arteria's STEER values guide the behaviour and decisions made by its people as they work together towards the businesses' vision.

OUR VISION

Our vision is to benefit the communities in which we operate through reduced travel time, greater time certainty, reduced fuel consumption and carbon emissions and to provide an enjoyable travel experience.

OUR GUIDING VALUES

When we are guided by these values, we are acting in the best interests of one another, our securityholders, our customers and our communities. In this way, together, we're driving better outcomes.



Safety is at our heart

We care about our people, partners and customers and believe that their health, safety and wellbeing come first. We are proud to promote a culture of awareness and action where our people take accountability to identify opportunities for change. We want our workplaces to be safe places for all people.



Transparency in all we do

We are open, honest and straightforward in the way we communicate. Our people feel connected to what is happening across our businesses in the way we share information. We take a 'no surprises' approach to keeping people informed and trust each other to do the right thing. We understand the importance of cultivating a safe environment where people know they can speak up at any time.



Engage for better outcomes

We are committed to making meaningful connections that improve the way we work. We are open, curious and challenge constructively. We work hard to ensure that everyone feels heard and that feedback is welcome. We are connected to our purpose and strategy and are committed to working together to deliver.



Environmentally and socially responsible

We understand the responsibility we have to the environment, the community and each other, and we take our commitments seriously. We encourage our people to be curious and look for innovative ways to minimise adverse impacts no matter how big or small.



Respect in every interaction

We expect respect in every interaction. We value the time, perspective, and experience of others and demonstrate that in the way we treat them. We work hard to ensure a truly inclusive workplace where all people feel seen, heard, and valued. We know how important it is to do the right thing and ensure we act ethically, lawfully, and responsibly at all times.

4.2 Code of Conduct

The Atlas Arteria Code of Conduct (**the Code**) sets out the standard of behaviour expected of directors, employees, contractors and consultants and is reflective of Atlas Arteria's Vision and Values Statement. The Code requires that material breaches of the Code and company policies be notified to the Audit and Risk Committee. Non-compliance with the Code may result in appropriate and proportionate disciplinary action. During 2023, there were no material breaches of the Code reported to the Audit and Risk Committee.

Directors and the Executive Team are also expected to speak and act consistently with the Code. The Code, together with the Vision and Values Statement, are used to guide decision making.

4. Refer to page 6 of this Statement.

4. ACTING ETHICALLY AND RESPONSIBLY

Employees are provided with links to copies of the Code and other company policies on commencement of employment. All employees are required to undertake training on the Vision and Values Statement and the Code, along with certain other 'Atlas Foundation' compliance training courses on a periodic basis. New starters must complete the training within the first 45 days of commencing their employment.

4.3 Whistleblower Policy

As evidenced in its Vision and Values Statement, Atlas Arteria has a Whistleblower Policy that demonstrates its commitment to the highest standards of ethical practice and honest relationships, and to the protection of individuals who report actual or suspected wrongdoing. The Whistleblower Policy has been adapted to cater for the different jurisdictions where Atlas Arteria operates. The policy applies to all current and former employees, directors and associates of, and any supplier of goods or services to an Atlas Arteria entity. Compliance with the Whistleblower Policy is overseen by the Audit and Risk Committee.

Under the Whistleblower Policy, employees are encouraged to speak up about unlawful, unethical or improper behaviour or conduct that may be inconsistent with the Code or Atlas Arteria's other policies in an environment free from victimisation. The policy outlines the process for reporting any wrongdoing and requires that such matters are investigated and appropriate action is taken.

The policy outlines the persons to whom a report may be made, including the Whistleblower Protection Officers who are appointed by the Boards and are responsible for protecting a whistleblower. The policy also provides details of the external Atlas Arteria Whistleblower Service that enables a whistleblower to make a report on an anonymous or identified basis. The policy requires the Whistleblower Protection Officers to disclose all reports to the Audit and Risk Committee. In addition, findings of any investigation are required to be documented and reported to the Audit and Risk Committee. During 2023, there were no reports made to the Audit and Risk Committee in accordance with the Policy.

4.4 Continuous Disclosure Policy

Atlas Arteria has a Continuous Disclosure Policy that supports compliance with ASX listing rule 3.1. Under the policy, Atlas Arteria is required, subject to certain exceptions, to disclose to the ASX immediately any information that a reasonable person would expect to have a material effect on the price or value of its securities. This ensures that all stakeholders receive equal and timely access to material information. ATLAX and ATLIX are contractually obliged under the Atlas Arteria Co-operation Deed to exchange relevant information and coordinate ASX releases and financial reporting.

The Continuous Disclosure Policy includes protocols for:

- the reporting of potentially price sensitive information to Disclosure Officers;
- responding to market speculation and rumours;
- the approval of ASX announcements, including specifying the matters that require Board approval; and
- approval for urgent disclosures where it is not possible to convene full Board meetings in a timely manner.

In addition, it is a requirement of the Continuous Disclosure Policy that the ATLAX and ATLIX Boards are provided with copies of all market announcements promptly after they have been made.

4.5 External Communications Policy

Atlas Arteria's External Communications Policy outlines the various ways Atlas Arteria communicates important information to investors and other key stakeholders.

The policy also provides additional guidance to Atlas Arteria directors, employees, contractors and consultants to ensure compliance with the disclosure requirements in the ASX Listing Rules and sets out roles and responsibilities in that context.

In line with the ASX Principles and Recommendations, Atlas Arteria's External Communications Policy requires that, if Atlas Arteria gives a new and substantive investor or analyst presentation, Atlas Arteria should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

4.6 Securities Trading (Windows) Policy

The Boards have adopted a policy on securities dealings, which provide that Atlas Arteria's directors and staff may only trade Atlas Arteria securities, at the discretion of the Boards, during the four week windows following:

- (i) the release of Atlas Arteria's half-yearly and yearly financial results;
- (ii) the AGM; and
- (iii) lodgement with ASIC and ASX of a disclosure document or a cleansing statement for a capital raising.

A special trading window may also be determined by the Boards at other times.

The policy contemplates that Atlas Arteria's employees may be granted Atlas Arteria securities or security rights as part of their remuneration. Employees who hold unvested or restricted Atlas Arteria securities: (i) must comply with the terms of those securities; and (ii) must not enter any transaction that limits the economic risk of holding unvested or restricted securities. This includes a restriction on entering any transaction to manage the risk of the timing, likelihood or manner of vesting, or unrestricted vesting, of any unvested Atlas Arteria securities.

4.7 Anti Bribery and Corruption Policy

Atlas Arteria's Anti Bribery and Corruption Policy applies to all of Atlas Arteria's directors, employees, contractors and consultants. Compliance with the policy is overseen by the Audit and Risk Committee.

Atlas Arteria's Anti Bribery and Corruption Policy, among other things, prohibits the giving of bribes or other improper payments or benefits to public officials. Suspected or actual instances of bribery or corruption must be reported to Atlas Arteria's General Counsel or through the whistleblower channels, in accordance with the process outlined in Atlas Arteria's Whistleblower Policy.

The policy also includes controls relating to the giving and receiving of gifts and entertainment to avoid perceived or actual conflicts of interest.

The Audit and Risk Committee must be notified of any breaches of the Anti Bribery and Corruption Policy. No breaches were reported during 2023.

4.8 Environmental and Social Responsibility (ESR) Policy

Atlas Arteria's approach to ESR management (including climate-related issues) is set out in Atlas Arteria's Environmental and Social Responsibility Policy and is discussed further in Section 5 below.

4.9 Modern Slavery Statement

Atlas Arteria publishes its Modern Slavery Statement annually. The Modern Slavery Statement outlines the steps Atlas Arteria has taken, and the work it will continue to do, to ensure that it does not inadvertently support, nor contribute to Modern Slavery.

5. RISK MANAGEMENT AND CORPORATE REPORTING

Relevant governance documents

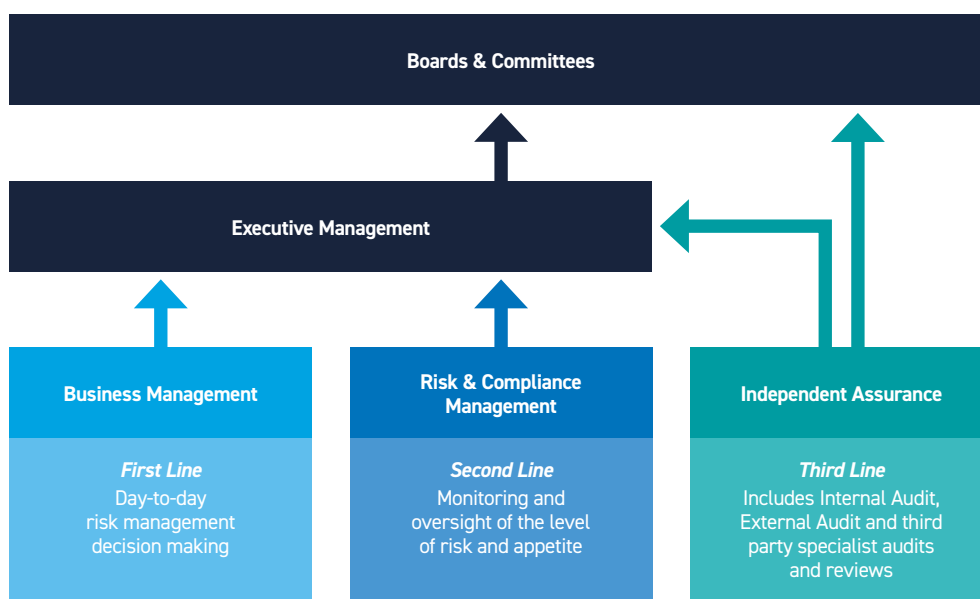
-  Risk Management Policy
- Environmental and Social Responsibility Policy
- Workplace Health and Safety Policy
- Auditor Independence Policy
- 2023 Annual Report
- Modern Slavery Statement
- 2023 Sustainability Report (to be published in April 2024)

 The above governance documents are available on Atlas Arteria's website atlasarteria.com

5.1 Risk management oversight

Due to the nature of its business activities, Atlas Arteria is exposed to a variety of strategic risks which it actively monitors and reviews, in accordance with its Risk Management Policy and Framework.

While ultimate responsibility for Atlas Arteria's Risk Management Framework rests with the Boards, the Audit and Risk Committee assists the Boards with the design and implementation of, and in monitoring compliance with, the Risk Management Framework.



Atlas Arteria's Risk Management Policy outlines its approach to risk management and the responsibilities of Atlas Arteria's staff in the identification, management and mitigation of risks.

Atlas Arteria has two key mechanisms to assist with the identification and management of its key risks: the Risk Appetite Statement and Risk Management Framework.

(a) Risk Appetite Statement

Atlas Arteria's Risk Appetite Statement provides parameters around the:

- nature and amount of risk that Atlas Arteria is willing to accept in pursuit of an appropriate and resilient long-term return on capital; and
- risks Atlas Arteria is not willing to accept.

In addition, supporting processes have been established to ensure that risk tolerances are set at an appropriate level and the risks accepted are consistent with risk appetite.

(b) Risk Management Framework

Atlas Arteria is committed to ensuring that risk management practices are embedded in all its business activities. A strong risk management culture is critical to Atlas Arteria achieving its organisational objectives and in executing its strategy.

To facilitate this, Atlas Arteria has implemented an integrated Risk Management Framework which delivers a consistent approach to risk management practices across all levels of the organisation. The framework supports a consistent approach to the identification, classification and assessment of risks, depending on their nature and potential impact across various consequence categories, ensuring risk management is an inherent part of Atlas Arteria's business and strategic processes.

Atlas Arteria has adopted the 'three lines' model of risk management to support effective risk management practices and oversight, referring to these as the 'three lines of accountability'. This language emphasises that risk is something that should be actively managed, not necessarily prevented or minimised, recognising that risk can present opportunities as well as threats.

5. RISK MANAGEMENT AND CORPORATE REPORTING

The first line is the corporate functions and businesses, which are accountable for the management of risk and responsible for identifying, assessing, managing, monitoring and mitigating the risks in their business processes.

The second line is the risk and compliance management function, which is accountable for 'review and challenge' of the first line, setting risk management and compliance policies, providing advice on, and overseeing their implementation, as well as providing analysis and reporting on risk management and compliance performance to the Boards and Audit and Risk Committee. The second line also includes detailed risk reviews and peer reviews, which serve a key 'review and challenge' role that is particularly important in managing and assessing growth risks and the continual improvement of governance, risk management and internal control processes.

The third line is accountable for providing independent assurance of the effectiveness of the governance, risk management and controls in place. This role is performed by Atlas Arteria's Internal and External Audit functions.

Atlas Arteria has engaged the services of a third-party provider to undertake internal audits, which provides independent assurance in the evaluation of the effectiveness of its governance, risk management and internal control processes.

Atlas Arteria's Risk Management Framework includes the Risk Management Policy and Risk Appetite Statement, which are reviewed annually to ensure that risks continue to be appropriately managed. In respect to 2023, the Audit and Risk Committee has reviewed Atlas Arteria's risk management framework and is satisfied that it continues to be sound and effective, and that Atlas Arteria is operating with due regard to the risk appetite set by the Boards.

5.2 Environmental and social responsibility (including climate change)

Atlas Arteria recognises the importance of maintaining responsible and sustainable business practices and continuing to monitor sustainability challenges including how they may impact business operations and the portfolio over the long-term.

Atlas Arteria's environmental, social and governance risks are managed through its broader Risk Management Framework, with supporting policies including the Risk Management Policy and Environmental and Social Responsibility Policy.

Atlas Arteria has identified four priority areas that encompass its most significant ESG risks: safety; customers and community; people; and the environment. Associated risks, actions, performance and metrics are reported against each priority area in the Sustainability Report, providing insight into the management of each.

Climate change presents potential risks to each of the four priority areas. In 2021, Atlas Arteria undertook to begin aligning our approach to climate reporting with the Taskforce on Climate-related Financial Disclosures (TCFD). A gap analysis was undertaken and a roadmap was developed that has helped shape Atlas Arteria's sustainability and climate strategy and enabled continuous improvement in its climate disclosures. Aligning to the TCFD framework facilitated the identification and analysis of potential risks and opportunities and the definition of governance structures to support, monitor and oversee those risks. The work undertaken to date has also helped ensure the Company is well prepared for future sustainability reporting.

During 2023, Atlas Arteria reviewed the previously identified potential physical and transition risks and opportunities relevant to the business, which also included a formal assessment of the particular climate-related risks and mitigation activities for Chicago Skyway. This included climate scenario analysis to help

assess the strategic implications of climate change over the short, medium and long term.

For further detail on Atlas Arteria's associated risk and performance across each of the ESG priority areas and Atlas Arteria's progress on the implementation of the TCFD recommendations, refer to the 2023 Sustainability Report (due to be published on Atlas Arteria's website in April 2024).

Integrity of corporate reports

(a) CEO/CFO declaration

Concurrently with the half year and full year financial statements presented to the Boards for their approval, the CEO and CFO provide the Atlas Arteria Boards with a declaration that, in their opinion, the financial records of Atlas Arteria have been properly prepared and maintained in accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**), and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of Atlas Arteria. The declaration also confirms that their opinion has been formed based on a sound system of risk management and internal control, which is operating effectively.

(b) Auditor independence

The Audit and Risk Committee have adopted the Auditor Independence Policy that includes the following to ensure the independence of the external auditor:

- the external auditor must remain independent from Atlas Arteria at all times and must comply with APES 110: Code of Ethics for Professional Accountants;
- the external auditor must comply with the auditor independence requirements of the Corporations Act (Division 3, 4 and 5 of Part 2M.4) and provide a written declaration to the Boards under Section 307C of the Corporations Act and APES 110 with respect to the half and full year audit of Atlas Arteria that it has remained independent;
- any non-audit assignments must not compromise auditor independence and must meet Atlas Arteria's guidelines for permissible assignments as set out in the Policy;
- non-audit assignments awarded to the external auditor must be approved in advance by the CFO, Audit Risk Committee Chair and/or Audit and Risk Committee in accordance with the requirements of the Policy;
- all non-audit assignments are to be reported by the principal external auditor to the Boards in the six months ending 30 June and 31 December, within two months of the respective dates; and
- the Atlas Arteria audit engagement partner and review partner must be rotated every five years unless the Boards grant approval to extend the term for a further two years.

Atlas Arteria's auditor for the 2023 financial year is PricewaterhouseCoopers (**PwC**), and Mr Ben Gargett is the current signing partner assigned to Atlas Arteria.

The auditor attends Atlas Arteria's AGMs and is available to answer securityholder questions relevant to the audit, such as questions relating to the conduct of the audit and the preparation and content of the auditor's report.

(c) Corporate reporting validation

For periodic corporate reports that are not audited, Atlas Arteria adopts a validation process to verify the integrity of such reports. The validation process usually involves matters in those reports being verified against source data including externally audited data, a review by subject matter experts and, where appropriate, a further review and sign-off by responsible members of management. External assurance processes conducted by independent third parties are also adopted where appropriate.

6. ENGAGEMENT WITH SECURITYHOLDERS

Relevant governance documents

External Communications Policy

The above governance documents are available on Atlas Arteria's website atlasarteria.com

Atlas Arteria provides comprehensive information about its business and governance to investors via its website (www.atlasarteria.com), including:

- an overview of Atlas Arteria's operations, history and legal structure;
- names, photographs and brief biographical information for each of the Atlas Arteria directors and the Executive Team;
- the ATLAX and ATLIX Constitutions, Board Charters and charters of each of the committees;
- corporate policies (or summaries of them) referred to in this Statement;
- annual reports and financial statements;
- ASX announcements;
- notices of meetings of securityholders and accompanying documents;
- prospectuses and other offering documents;
- investor reference packs and presentations;
- coming key dates, including for results and the AGMs;
- current analyst coverage; and
- disclosure about Atlas Arteria's operational and governance arrangements in the form required by ASIC Regulatory Guide 231 applying to listed infrastructure funds.

Market-sensitive information, including annual and interim financial results announcements and other presentations made to investors and analysts, is lodged with the ASX and placed on Atlas Arteria's website as soon as practically possible. Investors may also register via the Atlas Arteria website to receive notification of significant ASX announcements.

Atlas Arteria also has an investor relations program that facilitates two-way communication with investors and includes:

- holding regular domestic and international roadshows with institutional investors, which usually coincide with the release of annual and interim financial results;
- presentations at conferences and relevant industry forums; and
- engagement with investors and proxy advisors prior to AGMs.

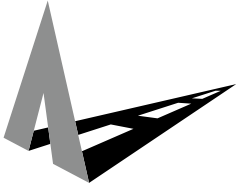
Analyst and roadshow presentations are released to the ASX prior to such presentations being delivered and are included on Atlas Arteria's website.

Atlas Arteria has a dedicated email address to facilitate communication between its investors and its Investor Relations team. In addition, Atlas Arteria's securities registrar, Computershare, facilitates communications between Atlas Arteria and its securityholders. Securityholders can make a choice about how they wish to receive communications from Atlas Arteria and can elect to receive information such as notices of meetings, annual reports, dividend advice and other correspondence electronically.

Each of ATLAX and ATLIX is required to hold an AGM. The External Communications Policy sets out how Atlas Arteria facilitates and encourages securityholder participation at the AGMs, including by:

- inviting securityholders to submit questions prior to or during the meeting;
- including in the Notices of Meetings explanatory notes on the items of business that are clear and accurate;
- clearly informing securityholders and other stakeholders of the format of the meeting, time, location and business to be considered at least 28 days prior to the event;
- investing in accessible webcast technology to enable a maximum number of securityholders and other stakeholders to view meetings live (meetings from 2020 onwards can also continue to be viewed any time after the event);
- encouraging the use of proxies by securityholders who are unable to attend a meeting in person, including the use of online proxy forms; and
- ensuring that all substantive resolutions are decided by a poll rather than by a show of hands.

Atlas Arteria will follow similar practices, as appropriate, to those outlined above for any other securityholder meetings. In addition, details about how securityholders can participate at meetings are provided in the Notices of Meetings.



atlas**Arteria**