



# External Communications & Continuous Disclosure Policy

**Atlas Arteria Limited**  
**Atlas Arteria International Limited**

## External Communications & Continuous Disclosure Policy

### Introduction

This policy applies to the directors on the boards of Atlas Arteria (**ALX**) and to employees, contractors and consultants of ALX (**ALX Staff**).

For the purposes of this document ALX means Atlas Arteria Limited ACN 141 075 201 (**ATLAX**) and Atlas Arteria International Limited Registration number 43828 (**ATLIX**) and their controlled entities.

### Policy

ALX believes that investors, regulators, rating agencies and the investment community generally, should be informed of all major facts that influence ALX in a clear, timely and widely available manner. In particular, ALX recognises its continuous disclosure obligations under the Australian Securities Exchange (ASX) Listing Rules and the Corporations Act 2001 (Cth) (**Corporations Act**).

All external communications (e.g. to investors, regulators, counterparties, etc) by ALX will:

- be factual and subject to internal vetting and authorisation before issue;
- not omit material information; and
- be timely and expressed in a clear and objective manner.

Further, any price sensitive material for public announcements including annual and interim profit announcements, release of financial reports and presentations to investors and analysts and other prepared investor briefings will be:

- lodged with the ASX, promptly without delay and before external disclosure elsewhere; and
- posted on ALX's website as soon as practical (ideally same day) after lodgement with the ASX.

### Responsibility

ALX directors have the overarching responsibility for ensuring that ALX complies with its continuous disclosure obligations but may delegate authority in this regard to an appropriate committee or senior management staff. Accordingly the ALX boards have delegated day-to-day responsibility to the Chief Executive Officer (**CEO**) for ensuring that ALX's continuous disclosure obligations are met but stipulated that in respect of significant events board approval must be sought for the relevant ASX releases. The CEO is also responsible for speaking with the media in respect of ALX matters.

<sup>1</sup> Note information for release to the market must be given to ASX's company announcement office via ASX-Online. (Listing Rule 3.1 and 15.7 – disclose to ASX first, receive acknowledgement from ASX that information released to market and then entity itself can disclose to market).

### Continuous Disclosure

ALX, as a listed entity, is subject to an obligation under ASX Listing Rule 3.1 (subject to certain carve-outs set out in ASX Listing Rule 3.1A) to disclose to the ASX<sup>1</sup>, information concerning it that a reasonable person would expect to have a material effect on the price or value of ALX's securities.

This policy is designed to meet this obligation and also to ensure that where ALX does disclose price sensitive information, it does so in a non-selective (i.e. public) manner to ensure the market as a whole is fully informed and in the same position regarding information about ALX.

All ALX staff are responsible for **immediately** passing information for their respective areas (operations, asset management, tax, finance and legal/compliance) that they think should or may need to be disclosed under the continuous disclosure obligation, to the CEO or Company Secretary.

The CEO will have primary responsibility for deciding what, if any, information should be disclosed and how this information should be presented in consultation with the internal approvers (see section 3 *ASX disclosures* below).

The CEO must also ensure the ALX boards are consulted and their approvals obtained in respect of material disclosures (see section 3 *ASX disclosures* below) unless the making of the disclosure is time critical and it is impracticable to seek board approval. In this case approval must be sought from the ALX Chairmen and as many of the other directors as practical and subsequent ratification of the disclosure by the full ALX boards must be sought.

### General Disclosures on ALX Matters

#### 1. ALX information

In general, public comments relating to ALX's activities such as its results, the outlook for its earnings, the market for its securities, investments/divestments and capital raisings, should only be made by the ALX Chairmen, CEO, Chief Financial Officer (**CFO**), the Company Secretary or Investor Relations.

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Other senior management personnel may discuss publicly available ALX information with investors and analysts, provided that the procedures in section 6 are followed.

No personnel other than the ALX Chairmen, CEO, CFO and Corporate Communications may discuss ALX matters or provide ALX information to the media (see Media below).

### 2. Confidential information

Staff must not make unauthorised disclosures of confidential information or use it for purposes other than those for which it was disclosed except as required by law. Requirements imposed by a confidentiality agreement or undertaking with a client or other person or under securityholder or bidding arrangements, imposed by law, or specified in internal policies, procedures or rules must be followed.

Where confidential information is to be provided to another party, staff must ensure that measures are in place to maintain the confidentiality of that information and prevent premature disclosure, such as a legally binding confidentiality agreement.

### 3. ASX disclosures

#### *Approval Requirements*

Approval of the ALX boards must be obtained in respect of ASX disclosures for significant matters such as (but not limited to):

- Matters with the potential to have a material impact on the reputation of ALX;
- Changes to investment criteria or financial risk management
- Strategic reviews
- Restructures
- Control transactions
- Capital raisings
- Significant developments at key assets
- Financial reporting and associated presentations and other information
- Distribution guidance
- Formal securityholder meeting materials
- Investor presentations containing previously undisclosed information
- Material litigation
- Responses to ASX queries
- Trading halt requests and the lifting of those requests

The Company Secretary may approve the following standard ASX disclosures required by Listing Rules::

- Initial, Change and Final Director's Interest Notices
- Applications for quotations of additional securities (DRP, , placements, rights issues)
- Daily Share Buy Back Notices
- Meeting results
- Copies of shareholder communications

All other ASX disclosures including, but not limited to:

- Routine reporting such as traffic information
- Factual asset updates
- Annual report and any other communications sent to investors
- Changes to constituent documents
- Updated presentations for roadshows and conferences (unless changes are material)

can be approved by the CEO, and must be provided to the ALX boards prior to release.

In the event that the CEO is not available at the time an ASX disclosure is required to be made, the ATLAS or the ATLAS Chairman have the same authority as the CEO to approve such disclosures.

#### *Consultation Requirements*

In addition to these approval requirements, all ASX disclosures and any formal written investor or analyst communications are to be discussed with and reviewed by the CEO, General Counsel & Company Secretary, CFO and Head of Corporate Affairs & Investor Relations.

### 4. Asset reporting protocols

To the extent possible, based on the level of ownership and influence, ALX in conjunction with the management of each of its assets will adopt a set of reporting protocols. These protocols outline the information which asset management must provide to ALX including 'delivery' dates and the executive/s responsible for delivery. This assists in ensuring that ALX will receive notification of any price sensitive information being generated by the asset and in turn fulfil its own continuous disclosure obligations.

### 5. Leaks and rumours

Generally, it is ALX's policy not to comment on speculation, particularly that in respect of prospective investments (unless required by the relevant Listing Rule), which, however innocent, has the potential to influence security price and reputation. **Staff should not be drawn into a discussion of leaks and rumours.** Staff should refer enquiries to the CEO, CFO or Company Secretary, or in the case of media enquiries, the Head of Corporate Affairs and Investor Relations.

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Comments on analyst reports are to be limited to correcting errors in factual information and underlying assumptions.

### 6. Roadshows and other meetings with analysts and investors

ALX will usually host briefing sessions for investors and analysts on their interim and full-year results immediately following release of the results to the ASX. In addition, as part of ALX's commitment to keep its investor base informed, management presents at various investment conferences and conducts "roadshows" and investor visits throughout the year. All material presentations and other disclosures must be lodged with the ASX and made available on ALX's website, prior to the sessions.

Staff must not make selective disclosure of price sensitive information to any third parties including investors, analysts, advisers and investment managers. If any price sensitive information has been inadvertently disclosed, staff must immediately inform the CEO, CFO or Company Secretary so that the information can be announced to the ASX.

### 7. Use of ALX name by external parties

If a third party (counterparty or asset) approaches ALX seeking to use the ALX's name in a media release, advertisement or marketing material, it must be approved by the CEO and the General Counsel prior to its distribution or publication.

### 8. Quiet period

Without precluding continuous disclosures that must be made under ASX Listing Rule 3.1, including associated investor communications, ALX will observe a quiet period commencing 1 month prior to the announcement of the financial results for the full and half year. The fundamental concept is that ALX should avoid selective disclosure of potentially material non-public information. The rationale behind imposing a quiet period is simply to help management avoid inadvertent disclosure of material information pertaining to the results prior to the formal announcement of the financial results, or the perception thereof.

### 9. Distribution Reinvestment Plan (DRP)

Where a DRP is in operation, consideration should be given prior to the DRP election cut off dates and pricing periods as to whether there is any price sensitive information which, though subject to the LR 3.1 carve-outs, should be disclosed to the market to ensure investors are making properly informed elections or relevant information is priced into the DRP security price. If a decision is taken

not to disclose such information then consideration should be given to suspending the operation of the DRP or moving the price period and date for distribution of the securities if practicable. Ideally, the pricing period should occur as close as possible to the distribution date for securities.

## Communications with Investors

### 1. Investor communications

Any material investor communications which are mailed to investors must also be lodged with the ASX at the same time as being mailed to investors and approved in accordance with the requirements of section 3 ASX *disclosures* above.

### 2. Reports to securityholder and analysts

ALX produces two sets of reports with financial information for securityholders annually:

- the Interim Financial Report for the six months to 30 June; and
- the Annual Financial Report for the year to 31 December.

ALX produces an Annual Report for investors at least one month prior to ALX's Annual General Meeting containing the annual review of operations during the year. ALX may also publish other newsletters throughout the year.

Investors may elect to be sent the Annual Report automatically by mail. They may also choose instead to be notified by email when these documents are available from ALX's website.

### 3. Annual general meetings

ALX holds its annual general meeting (**AGM**) before the end of the 5 month period following year end. The date, time and venue of the AGM each year is notified to ASX no later than the date when the Annual Report is lodged.

The notice of meeting will be accompanied by explanatory notes on the items of business and together they will seek to clearly and accurately explain the nature of business of the meeting. A full copy of the most recent Notice of Meeting will be placed on ALX's website.

ALX securityholders are encouraged to attend the AGM by ALX by:

- Clearly informing investors and other stakeholders of the time, location and business to be considered at least 28 days prior to the event.

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- Investing in accessible webcast technology to enable a maximum number of investors and other stakeholders to view live presentations free of charge (presentations can also continue to be viewed any time up to 12 months after the event).
- Ensuring that resolutions are drafted as clearly as possible within legal boundaries.
- Encouraging the use of proxies by investors who are unable to attend a meeting in person, including the use of online proxy forms.

ALX will request its auditor to attend each AGM and be available to answer questions about the conduct of the audit and the preparation and contents of the auditor's report.

ALX will follow similar practices, as appropriate, for any other general meetings which may be held.

#### 4. Website and email notifications

ALX will maintain a website providing information on its businesses, as well as information useful to securityholders and market participants. The ALX website ([www.atlasarteria.com](http://www.atlasarteria.com)) contains an Investor Centre which directs securityholders to information likely to be of interest to them.

ALX will post all recent information material to its securityholders and market participants on its website, including (as applicable):

- An overview of ALX's operations and stapled structure.
- Names, photographs and brief biographical information for each of its directors and senior executives.
- The ATLAX and ATLIIX constitutions, board charters and charters of each of their committees.
- Corporate Governance Statement and policies (or summaries of them) referred to in the statement.
- Copies of Annual Report and financial statements since listing.
- Copies of ASX announcements since listing.
- Copies of Notices of Meetings of securityholders and accompanying documents.
- Copies of prospectuses.
- Analyst packs.
- Copies of investor presentations.
- Disclosure about ALX's operational and governance arrangements in the form required by ASIC Regulatory Guide 231 applying to listed infrastructure funds.
- Details on how to make a complaint.

The website is maintained by the Investor Relations team.

Investors and other interested parties are invited to register to receive ASX releases electronically at the same time they are posted on ALX's website.

ALX will consider the use of other reliable communications technologies as they become widely available.

#### 5. Investor queries

Investors with questions about their holdings of ALX securities should be dealt with by ALX's share registry. Questions about ALX, its performance and other general investor enquiries should be directed to Investor Relations.

Contact details for the share registry and Investor Relations, including email and facsimile contacts, are provided on ALX's website and in the Annual Report.

#### Media Management

Only the ATLAX Chariman, ATLIIX Chairman, CEO and the CFO (where authorised by the CEO) are authorised to have interviews with the media. Other staff may provide information to the media with the approval of the CEO..

#### Policy Review

This policy will be reviewed annually and updated as appropriate, to reflect regulatory, community and investor requirements.