ASX RELEASE

atlasArteria

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Chair Succession

Atlas Arteria (**ASX:ALX**) today announces the retirement of Debbie Goodin as the independent Non-executive Chair of Atlas Arteria Limited (ATLAX) and an independent Non-executive Director of Atlas Arteria International Limited (ATLIX), with effect from 7 July 2026.

In April 2026, Ms Goodin publicly stated that she did not intend to complete a full three-year term following her re-election at the 2026 Annual General Meetings and committed to ensuring an orderly and well-planned transition to a new ATLAX Chair. Consistent with this position, Ms Goodin believes the close of IFM Global Infrastructure Fund's (IFM) takeover offer on 7 July 2026 represents an appropriate time for her to retire from the Atlas Arteria Boards.

Current independent Non-executive ATLAX Director John Wigglesworth will be appointed Interim Chair of ATLAX and a Non-executive Director of ATLIX, effective upon Ms Goodin's retirement. Mr Wigglesworth, who joined the ATLAX Board in 2023, is an experienced board director and is currently Chair of the Atlas Arteria Audit and Risk Committee.

Supported by an external search firm, the Boards will accelerate the process already underway to identify a new independent Chair of ATLAX, consistent with the requirements of the Directors Representation Agreement (**DRA**) with IFM. Both internal and external candidates will be considered.

Ms Goodin said "With the pending close of the IFM takeover offer and the Boards' continued recommendation that securityholders reject the bid, it is crucial that we move swiftly to ensure that there is no distraction from Atlas Arteria's focus on optimising performance and delivering value for all investors. I believe the end of the offer is the right time to further progress an orderly Chair succession process.

"It has been a privilege to serve as a director and Chair of Atlas Arteria. At all times during my tenure, I have been focused on protecting and growing value for all our investors, and every decision has been taken with the interests of all securityholders in mind. Today's announcement, which is intended to further advance an orderly succession, is absolutely in line with that focus. I thank securityholders for their strong support and remain confident regarding the underlying strength of Atlas Arteria's global toll road portfolio."

In 2024, IFM and ATLAX entered into the DRA, under which IFM committed not to take actions that would prevent Atlas Arteria from complying with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. This includes maintaining independent chairs of ATLAX and ATLIX and the ATLAX and ATLIX Boards individually and in aggregate comprising a majority of independent Non-executive Directors. The DRA will continue to bind both parties after IFM's takeover offer closes.

Mr Wigglesworth said "On behalf of the Boards, I want to thank Debbie for her strong leadership and commitment to Atlas Arteria since joining as a director. Her contribution has been outstanding, and we wish her well for the future. The period ahead is a critical time for Atlas Arteria and a smooth transition supports the ongoing stability and independence of the Boards. I am committed to working in the interests of all securityholders."

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This announcement has been authorised for release by the Board of Atlas Arteria Limited 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.

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