

20 July 2026

Close of the IFM Takeover Offer – Notice under Listing Rule 3.4.2

Atlas Arteria (**ASX:ALX**) refers to the off-market takeover offer by Diamond Infraco 1 Pty Ltd, a wholly owned subsidiary of IFM Global Infrastructure Fund (**IFM Takeover Offer**). The IFM Takeover Offer closed at 7:00pm (Sydney) on 7 July 2026.

As required under Listing Rule 3.4.2 attached is a copy of:

- a distribution schedule of Atlas Arteria securityholders; and
- the names of, and percentages held by, the 20 largest securityholders of Atlas Arteria's ordinary securities.

Also attached is a schedule of substantial securityholders.

As at the close of the IFM Takeover Offer, Diamond Infraco 1 Pty Ltd's voting power in Atlas Arteria was 67.43% including acceptances which may be settled up to 21 days after the close of the IFM Takeover Offer as set out in the Bidder's Statement dated 27 April 2026.

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This announcement has been authorised for release by Hugh Wehby, CEO of Atlas Arteria.



ATLAS ARTERIA

STAPLED UNITS (Total)

Range of Units As Of 7/17/2026

Composition : ORD,STI,ST1

Range	Total holders	Units	% Units
1 - 1,000	7,881	2,717,209	0.19
1,001 - 5,000	5,431	14,144,375	0.97
5,001 - 10,000	1,879	13,581,282	0.94
10,001 - 100,000	1,461	31,316,389	2.16
100,001 Over	66	1,389,498,470	95.74
Rounding			0.00
Total	16,718	1,451,257,725	100.00



ATLAS ARTERIA

Top Holders (Ungrouped) As Of 7/17/2026

Rank	Name	Units	% Units
1	DIAMOND INFRACO 1 PTY LTD C/- THE TRUST COMPANY LTD	881,335,456	60.73
2	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	243,614,334	16.79
3	CITICORP NOMINEES PTY LIMITED <DOMESTIC HIN A/C>	98,539,610	6.79
4	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	88,979,742	6.13
5	BNP PARIBAS NOMS PTY LTD	17,816,733	1.23
6	DIAMOND INFRACO 1 PTY LTD	12,275,601	0.85
7	BNP PARIBAS NOMINEES PTY LTD <AGENCY LENDING A/C>	6,426,915	0.44
8	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED-GSCO ECA	3,995,826	0.28
9	BNP PARIBAS NOMINEES PTY LTD BARCLAYS	3,634,641	0.25
10	DIAMOND INFRACO 1 PTY LTD	3,584,039	0.25
11	BNP PARIBAS NOMINEES PTY LTD <HUB24 CUSTODIAL SERV LTD>	2,940,787	0.20
12	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED <NT-COMNWLTH SUPER CORP A/C>	2,370,190	0.16
13	BNP PARIBAS NOMS (NZ) LTD	2,285,608	0.16
14	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	1,693,577	0.12
15	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	1,652,281	0.11
16	NETWEALTH INVESTMENTS LIMITED <WRAP SERVICES A/C>	1,511,805	0.10
17	WARBONT NOMINEES PTY LTD <UNPAID ENTREPOT A/C>	1,458,621	0.10
18	BNP PARIBAS NOMINEES PTY LTD <AGENCY LENDING COLLATERAL>	1,380,748	0.10
19	BNP PARIBAS NOMS PTY LTD <GLOBAL MARKETS>	1,270,383	0.09
20	BUTTONWOOD NOMINEES PTY LTD	1,213,243	0.08
Totals: Top 20 holders of STAPLED UNITS (Total)		1,377,980,140	94.95
Total Remaining Holders Balance		73,277,585	5.05

Details of substantial securityholders:

Holder	Date of most recent substantial holder notice	Number of securities	% of issued securities
Diamond Infraco 1 Pty Ltd (IFM Group)	8 July 2026	978,589,492	67.43%*
Lazard Asset Management	10 September 2025	127,337,405	8.78%

* The notice also discloses that a further 0.97% of securities are held on behalf of clients in Listed Equities Funds and Diamond Infraco 1 Pty Ltd has no relevant interest or voting power in the securities held by or on behalf of the Listed Equities Funds.

About Atlas Arteria

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

Today the Atlas Arteria Group consists of toll road businesses in France, Germany and the United States. In France, we currently own a 30.8% interest in the 2,424km motorway network located in the country's east, comprising APRR, AREA, A79 and ADELAC. In the US, we own a 66.67% interest in the Chicago Skyway, a 12.5km toll road in Chicago and have 100% of the economic interest in the Dulles Greenway, a 22km toll road in the Commonwealth of Virginia. In Germany, we own 100% of the Warnow Tunnel in the north-east city of Rostock.

www.atlasarteria.com

Important Notice:

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

In addition, investors should note that neither of the Atlas Arteria entities has been, or will be, registered under the U.S. Investment Company Act of 1940, as amended (the "Investment Company Act"), in reliance on the exception in Section 3(c)(7) from the definition of "investment company".

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

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

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

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