

## FACSIMILE

**MAGELLAN**  
FINANCIAL GROUP LIMITEDMLC Centre  
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ABN: 59 108 437 592

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FROM: 02 9235 4800

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DATE: 4 July 2018 PAGES (including cover): 5

SUBJECT: Form 604 : Notice of change of interests of  
substantial shareholder

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder****To Company Name/Scheme** Atlas Arteria Limited**ACN/ARSN** ACN 141 075 201**1. Details of substantial holder (1)****Name** Magellan Financial Group Limited (MFG) and its related bodies  
corporate in Annexure A ("Magellan")**ACN/ARSN (if applicable)** See Annexure AThere was a change in the interests of the  
substantial holder on 02/07/2018The previous notice was given to the company on 08/06/2018The previous notice was dated 06/06/2018**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Dual stapled securities	33,576,325	5.01%	33,692,285	4.93%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Refer to Annexure A					

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Refer to Annexure B					

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

**6. Addresses**

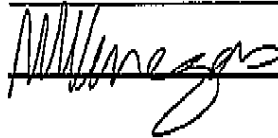
The addresses of persons named in this form are as follows:

Name	Address
Magellan	MLC Centre, Level 36, 19 Martin Place, Sydney NSW, 2000

**Signature**

print name **Marcia Venegas** capacity **Chief Compliance Officer**

sign here



date **04/07/2018**

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.



## Annexure A

### 1. Details of substantial holder

#### Magellan:

Magellan Financial Group Limited (ACN 108 437 592)

Magellan Asset Management Limited (ACN 120 593 946)

#### Nature of relevant interests

Magellan Financial Group Limited is the parent entity of Magellan Asset Management Limited. Magellan Asset Management Limited has the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to acquire/dispose of securities in its capacity as responsibility entity of various managed investment schemes; as investment manager (as provided for under its investment mandates); or as sub adviser (as provided for under its subadvisory agreements).

### 3. Changes in relevant interests

Security Description	Trans Type	Trade Date	Consideration (Cash AUD)	Quantity	Class
ATLAS ARTERIA	Purchase	7/06/2018	6.2706	12,574	Dual stapled securities
ATLAS ARTERIA	Purchase	7/06/2018	6.2706	16,058	Dual stapled securities
ATLAS ARTERIA	Purchase	7/06/2018	6.2706	688	Dual stapled securities
ATLAS ARTERIA	Purchase	15/06/2018	6.6009	16,376	Dual stapled securities
ATLAS ARTERIA	Purchase	26/06/2018	6.6068	11,426	Dual stapled securities
ATLAS ARTERIA	Purchase	2/07/2018	6.3995	77,926	Dual stapled securities
				<b>Purchase Trades</b>	<b>135,048</b>

Security Description	Trans Type	Trade Date	Consideration (Cash AUD)	Quantity	Class
ATLAS ARTERIA	Sale	12/06/2018	6.2770	18,267	Dual stapled securities
ATLAS ARTERIA	Sale	12/06/2018	6.2770	821	Dual stapled securities
				<b>Sell Trades</b>	<b>19,088</b>
				<b>NET Purchase</b>	<b>115,960</b>

**Annexure B****4. Present relevant interest**

Registered holder of securities	Number of securities	Class of securities
Bureau of Labor Funds, Ministry of Labor	1,047,172	Dual stapled securities
Bureau of Labor Funds, Ministry of Labor	5,702,770	Dual stapled securities
Frontegra Asset Management Inc	434,003	Dual stapled securities
Workcover Corporation of South Australia	137,819	Dual stapled securities
Colonial First State Investments Limited	1,089,469	Dual stapled securities
Magellan Core Infrastructure Fund	189,620	Dual stapled securities
Energy Industries Superannuation Scheme Pty Ltd	190,477	Dual stapled securities
Magellan Infrastructure Fund (Currency Hedged)	1,266,880	Dual stapled securities
Insurance Commission of Western Australia	2,189,775	Dual stapled securities
Magellan Infrastructure Fund	11,089,821	Dual stapled securities
Magellan Infrastructure Fund Unhedged	4,765,251	Dual stapled securities
Kaiser Permanente Retirement Plans Investment Committee	2,126,651	Dual stapled securities
Kaiser Foundation Hospitals	1,612,220	Dual stapled securities
Mercer Global Investments Europe Ltd	1,353,655	Dual stapled securities
MFG Investment Fund Plc	406,382	Dual stapled securities
Westpac Financial Services Ltd	90,320	Dual stapled securities

Signed by:



Marcia Venegas

Chief Compliance Officer

4 July 2018

