

# ASIC Regulatory Guide 231 – Infrastructure Entities: Improving Disclosure for Retail Investors

“ASIC Regulatory Guide 231 – Infrastructure entities: Improving disclosure for retail investors” has set out the following benchmarks for infrastructure entities. An overview of the benchmarks and the Atlas Arteria response is set out below.

Benchmark Disclosure Requirement	Atlas Arteria Statement and Explanation
<p>1. Corporate structure and management</p> <p>Corporate governance policies and practices should conform with the principles and recommendations in ASX Listing Rules Guidance Note 9, Disclosure of Corporate Government Practices.</p>	<p>The benchmark is met.</p> <p>Atlas Arteria publishes a corporate governance statement on its website which sets out detailed disclosures in respect of compliance with the ASX Corporate Governance Principles and Recommendations.</p>
<p>2. Remuneration of management</p> <p>Incentive-based remuneration paid to management for the infrastructure entity is derived from the performance of the infrastructure entity and not the performance of other entities within its consolidated group, except where the infrastructure entity is the parent of the consolidated group.</p>	<p>The benchmark is met.</p> <p>Atlas Arteria publishes a remuneration report in the Atlas Arteria Annual Report. A copy of the most recent Atlas Arteria Annual Report can be found within the Investor Centre at <a href="http://www.atlasarteria.com">www.atlasarteria.com</a></p>
<p>3. Classes of units and shares</p> <p>All units or shares are fully paid and have the same rights.</p>	<p>The benchmark is met.</p>
<p>4. Substantial related party transactions.</p> <p>Compliance with ASX Listing Rule 10.1 for substantial related party transactions.</p>	<p>The benchmark is met for substantial related party transactions between Atlas Arteria and entities outside the Atlas Arteria group. Shareholder approval would be sought as required under Listing Rule 10.1 for substantial transactions with related parties.</p> <p>The benchmark is not met for substantial related party transactions between the stapled entities which comprise Atlas Arteria and their controlled entities. As is usually the case with stapled entities, Atlas Arteria has obtained ASX waivers to permit transactions (without the need to comply with the related party</p>

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	transaction requirements of the ASX listing rules or Corporations Act) between the Atlas Arteria stapled entities and their controlled entities given that they are part of a self contained economic group with the same shareholders.
<p>5. Cash flow forecast</p> <p>The infrastructure entity has, for the current financial year, prepared and had approved by its directors:</p> <ul style="list-style-type: none"> <li>(a) a 12-month cash flow forecast for the infrastructure entity and has engaged an independent suitably qualified person or firm to provide, in accordance with the auditing standards: <ul style="list-style-type: none"> <li>(i) negative assurance on the reasonableness of the assumptions used in the forecast; and</li> <li>(ii) positive assurance that the forecast is properly prepared on the basis of the assumptions and on a basis consistent with the accounting policies adopted by the entity; and</li> </ul> </li> <li>(b) an internal unaudited cash flow forecast for the remaining life, or the right to operate (if less), for each new significant infrastructure asset acquired by the infrastructure entity.</li> </ul>	<p>This benchmark is not currently met.</p> <p>However, Atlas Arteria produces a 5 year cash flow forecast which is reviewed by the boards on a regular basis. This forecast is also reviewed by Atlas Arteria's auditors in the process of determining the appropriateness of preparing financial statements under the going concern methodology. The directors regard this as adequate in the context of routine operations.</p> <p>With regard to paragraph (b), Atlas Arteria maintains internal unaudited cash flow forecasts for each of its toll roads.</p>
<p>6. Base-case financial model</p> <p>Before any new material transaction, and at least once every three years, an assurance practitioner performs an agreed-upon procedures check on the infrastructure entity's base-case financial model that:</p> <ul style="list-style-type: none"> <li>(a) checks the mathematical accuracy of the model, including that: <ul style="list-style-type: none"> <li>(i) the calculations and functions in the model are in all material respects arithmetically correct; and</li> <li>(ii) the model allows changes in assumptions, for defined sensitivities, to correctly flow through to the results; and</li> </ul> </li> </ul>	<p>The benchmark is met.</p> <p>An assurance practitioner is engaged to perform a model audit (which includes an agreed-upon procedures check) on Atlas Arteria's base-case financial model at least every 3 years.</p>

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<p>(b) includes no findings that would, in the infrastructure entity's opinion, be materially relevant to the infrastructure entity's investment decision.</p>	
<p>7. Performance and forecast</p> <p>For any operating asset developed by the infrastructure entity, or completed immediately before the infrastructure entity's ownership, the actual outcome for the first two years of operation equals or exceeds any original publicly disclosed forecasts used to justify the acquisition or development of that asset.</p>	<p>Not applicable to Atlas Arteria. This is because this benchmark only applies to an infrastructure entity which has operating assets developed by that infrastructure entity, or completed immediately before that infrastructure entity's ownership of the relevant asset, and the operating asset is in the first two years of operation.</p>
<p>8. Distributions</p> <p>If the infrastructure entity is a unit trust, it will not pay distributions from scheme borrowings.</p>	<p>As a listed entity, this is not applicable to Atlas Arteria.</p>
<p>9. Updating unit prices</p> <p>If the infrastructure entity is unlisted and a unit trust, after finalising a new valuation for an infrastructure asset, the infrastructure entity reviews, and updates if appropriate, the unit price before issuing new units or redeeming units.</p>	<p>As a listed entity, this is not applicable to Atlas Arteria.</p>