



Bank Governance and Treasury Policy

Atlas Arteria Limited
Atlas Arteria International Limited

December 2021

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1. Bank Governance and Treasury Policy

1.1 Introduction

For the purposes of this document, Atlas Arteria means Atlas Arteria Limited ACN 141 075 201 (ATLAX) and Atlas Arteria International Limited Registration No. 43828 (ATLIX).

This policy establishes the arrangements by which Atlas Arteria and its controlled entities (the "Group") effectively manage and control treasury and banking arrangements.

1.2 Purpose

To establish a framework for the governance of treasury matters including bank accounts within the Group.

This policy is expected to:

- Provide Authorised Personnel with the necessary authority for them to effectively carry out their respective duties, responsibilities and functions
- Provide a sound basis for internal control and oversight of the Group's bank accounts.

1.3 Application

This policy applies to all officers, employees and contractors of the Group.

This policy is in addition to other policies that exist at Dulles Greenway, APRR and Warnow investment vehicles.

2. Responsibility

The CFO is responsible for the management of the policy, ensuring it is effectively applied and recommending any changes to this policy over time.

3. Review of this Policy

This policy will be reviewed no less than once every two years however, the Board may change or modify this policy at any time.

4. Applicable Policies

Other applicable policies are:

- Delegations of Authority
- Accounts Payable Policy

Bank Governance and Treasury Procedures also support the implementation of this policy.

5. Liquidity

The Group (excluding the portfolio operating companies) should be able to meet all of its liquidity obligations during a 12 month period of liquidity stress and liquidity, in the form of cash, liquid assets or access to committed finance, needs to be sufficient to cover a twelve month stress scenario.

A stress scenario is a 12 month period where the Group receives no distributions from its portfolio companies.

6. Capital Structure

The Group must have an appropriate capital structure.

It will not have excessive gearing or concentrated debt maturity risk.

As a general principle, debt positions will be managed such that there is not debt classified as a Current Liability on the balance sheet which is not capable of being refinanced using approved Board documentation, such as an existing debt program.

These policy positions will be achieved through:

- Board approval and oversight of the financial strategy and plan (including debt management)
- Active management of financial performance by the Atlas Arteria CEO and CFO
- Strong relationship management of key institutional investors and financial institutions by the Atlas Arteria CFO or relevant executive
- Holding operating businesses in separate legal entities
- The debt borrowed by the operating vehicles will be non recourse to other Group entities (unless otherwise agreed with the Board)
- An assessment of the financial risk and control framework associated with each borrowing package will be made prior to execution.

It will not have excessive gearing or concentrated debt maturity risk.

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7. Counterparty Exposure Limits

The Group manages Counterparty Risk by maintaining exposure to Financial Institutions based on their individual credit rating. The limits provided in the table below reflect the maximum exposure to any one counterparty (S&P credit rated or equivalent).

Financial Institution Rating Based on S&P short term funding rating or equivalent	Deposit Amount
A-1+ rated	A\$125M
A-1 rated Australian Banks	A\$100M
A-1 rated Non-Australian Banks	A\$50M

8. Hedging Limits

Speculative hedging will not be undertaken.

The Group will seek to reduce interest rate and foreign exchange risk through appropriate levels of hedging. Appropriate levels will be determined given the risks associated with the cashflows.

Maximum hedging positions will be 100% of interest rate or foreign exchange exposures.

9. Subsidiary Borrowings

All borrowing or refinancing at Group entities will require review by the following parties to support Delegated Authorities.

Role	Position	Purpose
Review 1	Director Commercial Finance	Financial impact analysis and confirmation
Review 2	Director Finance and Reporting	Noting for accounting impacts
Review 3	Group CFO	Confirmations

Covenant calculations will be undertaken in the local jurisdiction where possible and confirmed as follows:

Role	Position	Purpose
Review 1	Director Commercial Finance	Correct methodology
Review 2	Director Finance and Reporting (or delegate)	Correct calculations

10. Bank account creation and closure

The Delegations of Authority sets out the delegated authority to open new and close existing bank accounts for head office accounts.

Operating subsidiaries may have separate delegations, however, will align with those of head office, subject to review by the Group CFO.

11. Authorised signatories

To ensure segregation of duties, the responsibility to initiate payments will reside separately from the bank reconciliation and oversight responsibilities.

In addition to the delegations provided in the Delegations of Authority, the following will apply for head office. Separate arrangements may be developed for operating entities, however, will align to the requirement for separation of duties:

Access Rights	Role
Enter Payments / View / Download Statements	Financial Accountant or equivalent
View / Download Statements	Financial Reporting Manager or equivalent

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For MIBL Finance, the accounts payable processes and bank payment initiation are outsourced (currently to Alter Domus in Luxembourg) in line with the Accounts Payable Policy. The additional delegations which relate to the MIBL Finance bank accounts are set out in the table below.

MIBL - Alter Domus and Atlas Arteria Access Rights	Role
Enter Payments / View / Download Statements	Alter Domus Officer 1
View	Alter Domus Officer 2
View / Download Statements	Financial Reporting Manager

For MIBL Finance, the payroll processes and bank payment initiation are outsourced (currently to BDO in Luxembourg) in line with the Payroll Procedures. The additional delegations which relate to the MIBL Finance bank accounts for payroll are set out in the table below.

MIBL – BDO Access Rights	Role
Enter Payments / View / Download Statements	BDO Officer 1
View	BDO Officer 2

Delegations are attached to the position or role and not to the particular individual employee occupying that position or role other than for BDO Luxembourg and Alter Domus for whom delegations are vested in individuals named within the respective engagement letters.

12. Bank reconciliation

The Group Financial Controller is responsible for ensuring all bank accounts across the Group have adequate controls and are reconciled at a minimum on a weekly basis.

Any unreconciled balances which remain unreconciled for twice the minimum reconciliation period, must be escalated to the Group CFO.

13. Version

Version	Prepared by:	Signed by:
1.1	E. Stepcic	N Lennie
	8-Mar-2019	
Changes: Initial implementation of Policy		
1.2	E. Stepcic	N Lennie
	23-Jul-2019	
Changes: Changes to Access rights for MIBL		
1.3	E. Stepcic	N Lennie
	10-Dec-2020	
Changes: Changes to A-1+ rated Counterparty Exposure Limits		
1.4	E. Stepcic	N. Lennie
	9-Dec-2021	
Changes: Changes to the policy review period		