



atlas**Arteria**

# MODERN SLAVERY STATEMENT 2021





This is Atlas Arteria's second Modern Slavery Statement.

At Atlas Arteria, we respect human rights, and seek to uphold and not adversely impact human rights through our business activities. Doing our part to identify and eradicate modern slavery is a core element of this.

While Atlas Arteria is not a 'reporting entity' under the *Modern Slavery Act 2018* (Cth) (the **Act**), we believe it's important to be transparent about, and report on, our actions and progress in this area, using the criteria under the Act as a guide.

Our operations, and the vast majority of our immediate supply chain, are located in countries considered to be at lower risk of modern slavery. However, we recognise that supply chains are complicated and extensive networks, and that modern slavery is likely to exist in the supply chains of all organisations. We just need to delve deeper.

Over the last year we have continued to develop how we seek to identify, monitor and manage potential modern slavery risks, both in our own operations and in our supplier network. We have taken steps to improve our due diligence process, deepened our engagement with higher-risk suppliers, and begun the process of investigating the second tier of our supplier network.

Separately, since the invasion by Russia in February 2022, more than six million people have fled Ukraine for neighbouring countries, while eight million people are displaced inside the war-torn country itself. We recognise that the threat of modern slavery and human trafficking is high and as such, we will closely monitor the risks going forward and take any appropriate action.

Our 2022 commitments outline the efforts we will continue to make in the near term, to improve our modern slavery governance and risk management.

There is more work to be done and more roads to travel. We are committed to continuing to strengthen our processes as we go forward.

**Graeme Bevans,**  
CEO and Managing Director, Atlas Arteria

1. 'Tier 1' suppliers are our direct suppliers.  
2. 'Tier 2' suppliers provide goods or services to our Tier 1 suppliers.

## 2021 HIGHLIGHTS

- **Enhanced supplier screening:** Introduced a third-party due diligence supplier screening tool which provides us with a 'Profile' risk score and a 'Reputational' screening score. This has improved the depth, consistency and auditability of our supplier due diligence process.
- **Refreshed Supplier Code of Conduct:** Completed a detailed review of our Supplier Code of Conduct to 'raise the bar' on our Tier 1<sup>1</sup> suppliers in relation to their compliance with modern slavery laws and supply chain due diligence on our 'Tier 2'<sup>2</sup> suppliers.
- **Enhanced supplier investigations:** Commenced investigations into the hiring and engagement practices of Tier 1 corporate level, Dulles Greenway and Warnow Tunnel suppliers.
- **Adoption of Modern Slavery Key Performance Indicators (KPIs):** Developed a set of KPIs to evaluate and track Atlas Arteria's performance in mitigating modern slavery risks.

## 2022 COMMITMENTS

- Map potential modern slavery risks posed by our corporate level Tier 2 suppliers.
- Focus on the out-sourcing and offshoring activities by our financial and professional suppliers and information technology suppliers for, Dulles Greenway, Warnow Tunnel and corporate offices.
- Develop a Human Rights Policy.
- Develop internal guidelines for responding to any reports of modern slavery in our supply chain.
- Test internal whistleblowing/reporting processes.

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**We are Atlas Arteria. We are a global owner, operator and developer of toll roads. We work to create long-term value for our investors through considered and disciplined management and sustainable business practices.**

## OUR VISION

To provide the communities in which we operate with high quality, well maintained infrastructure and associated amenities that:

- enhance safety;
- provide economic benefits through reduced travel time and greater time certainty;
- improve environmental outcomes through reduced fuel consumption and carbon emissions; and
- provide a positive customer experience.

## OUR VALUES

Our values guide the decisions we make and the way we behave as we work together towards our vision.

In living our values, we aim to create strong growth for securityholders and better outcomes for our customers, our communities and our people.

To us, great performance is as much about the way we get there as it is about the result. That's why our people's success is evaluated against our five values, along with their role responsibilities.

## OUR GUIDING VALUES

When we are steered by these values, we are acting in the best interests of one another, our securityholders, our customers and our communities. In this way, together, we're driving better outcomes.



### Safety is at our heart

We are always focused on delivering safe outcomes for our employees, contractors, customers and visitors to our offices and roads; because nothing is so important that we cannot take the time to do it safely.



### Transparency in all we do

We are honest about what we do and how we do it. We are accountable for our actions. If we make a mistake, we will be open about it, learn and improve from it.



### Engage for better outcomes

We engage with one another and our stakeholders with a spirit of curiosity and with a learning mindset. We seek to understand people's needs so we can deliver better outcomes. We are open and adaptable to change and committed to continuous improvement.



### Environmentally and socially responsible

We care for our communities and the environment. We are committed to enhancing our communities and are proactive in reducing environmental impacts by embedding responsible and sustainable business practices.



### Respect in every interaction

We are respectful of everyone in every situation. We celebrate diversity. We know that a culture of inclusion and diversity breeds success. We respect the rules and the spirit of the law and will always act ethically, lawfully and responsibly.

**Our Vision and Values guide our management of modern slavery risks.** Our Boards set the tone, by implementing and overseeing a robust risk management framework across our operations and supply chain. The **'Safety'** of our employees is paramount. We **'Respect'** and adhere to all workplace laws and implement policies and procedures to reinforce and protect employees' workplace rights. Our employees **'Engage'** regularly with senior management and our human resource function, through informal discussions, quarterly check-ins and formal feedback processes. We promote (via training and informational posters) a range of formal and informal grievance reporting channels (including an external Whistleblowing service). This helps us to foster an environment where people feel safe to 'speak up'. This statement seeks to provide **'Transparency'** on our actions and the progress we have made regarding modern slavery risk management in our operations and supply chains.

# THE ATLAS ARTERIA BUSINESS

Atlas Arteria is a global owner, operator and developer of toll roads, with a portfolio of four toll roads in France, Germany and the United States. We are focused on ensuring our customers, and the communities in which we operate, are all well served by the transport links we provide.



## 1 France

### APRR

Ownership: 31.14%  
2,318km motorway network  
in Eastern France  
2035 concession expiry<sup>1</sup>

### ADELAC

Ownership: 31.17%  
20km commuter road connecting  
Annecy to Geneva  
2060 concession expiry

## 2 Rostock, Germany

### WARNOW TUNNEL

Ownership: 100%  
2.1km road and tunnel in  
Rostock, Germany  
2053 concession expiry

## 3 Virginia, United States

### DULLES GREENWAY

Ownership: 100%<sup>2</sup>  
22km commuter route into the  
greater Washington DC area  
2056 concession expiry

1. APRR concession expires in November 2035, AREA concession expires in September 2036.

2. 100% economic ownership.

# ABOUT US

Atlas Arteria Limited (ACN 141 075 201) (**ATLAX**) and Atlas Arteria International Limited (Registration No. 43282) (**ATLIX**) (together **Atlas Arteria**) trade on the Australian Securities Exchange as a stapled security under the ticker code ALX. ATLAX is limited by shares incorporated and domiciled in Australia. ATLIX is an exempted mutual fund company incorporated and domiciled in Bermuda with limited liability. There is a Board of Directors for both ATLAX and ATLIX. Atlas Arteria has directors located in Australia, Bermuda and France.

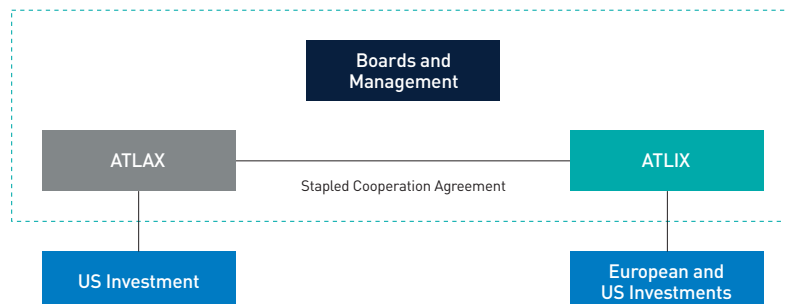
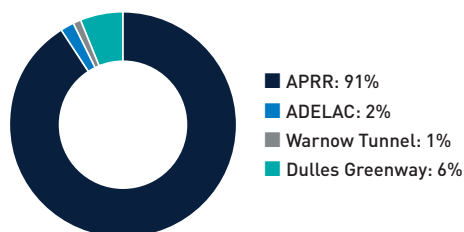
Atlas Arteria's corporate offices are located in Australia, the United States and Luxembourg. The Board of ATLAX sits in Australia. The Board of ATLIX sits in Bermuda.

Atlas Arteria has two controlled businesses, Dulles Greenway (owning a 100% economic interest) and Warnow Tunnel (owning 100% economic and equity interest). Atlas Arteria's corporate operations provide support and have oversight of the financial and operating policies and decisions of our controlled businesses.

Atlas Arteria holds a strategic non-controlling interest in the APRR and ADELAC toll roads in France (31.4% and 31.17% respectively) which provide the majority of Atlas Arteria's revenue (see image below). A controlling interest in those roads (approximately 52%) is owned by Eiffage S.A., an entity listed on the French stock exchange (see further details on page 15).

## Atlas Arteria

Revenue contribution to Atlas Arteria in 2021:



Atlas Arteria maintains a close working relationship with both Eiffage S.A. and APRR management and appoints Board representatives to operating and joint venture entities. Through these positions and relationships, Atlas Arteria promotes and supports the implementation of good governance practices at APRR and ADELAC.

This statement sets out Atlas Arteria's stance in relation to modern slavery across our network, and the steps we have taken (and will continue to take) to mitigate the risk of our business inadvertently supporting or directly contributing to any form of modern slavery.

### The entities and businesses this statement covers

This statement is prepared for Atlas Arteria and reports on the activities and operations of our corporate offices and controlled businesses, Dulles Greenway and Warnow Tunnel. This statement also includes high level information on the relevant procedures and practices of Atlas Arteria's non-controlled joint venture, APRR.

All parts of our business work together to manage modern slavery risks and have contributed to the preparation of this statement.

### Modern slavery risk areas for Atlas Arteria

There are many forms of 'modern slavery'. Although the risk of modern slavery in our operations, controlled businesses and supply chains is low, using guidance published on the Act, we have undertaken a process of 'ranking' and evaluating specific activities constituting modern slavery (see diagram below). We have used this ranking to evaluate Atlas Arteria's risk management practices in relation to modern slavery and to develop our new KPIs.





# 2021 IN REVIEW



# EVALUATION OF PROGRESS ON MODERN SLAVERY COMMITMENTS

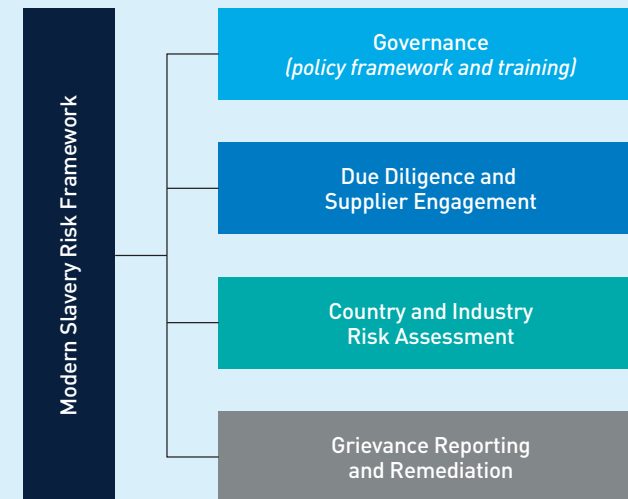
In our previous statement, we committed to continuing to improve our modern slavery governance and reporting program. The table below sets out the progress we made in 2021.

Commitment	Governance review	Roll out due diligence process to wholly owned businesses	Supplier Code of Conduct on wholly owned businesses' websites	Continuing to refine training program on all relevant policies
<b>Progress</b>	<ul style="list-style-type: none"> <li>Investment due diligence screening plan prepared.</li> <li>Comprehensive review of Supplier Code of Conduct completed. Training on supplier due diligence process delivered to corporate employees.</li> <li>Obtained and actioned feedback on supplier due diligence process, resulting in the implementation of the new due diligence screening tool.</li> </ul>	<ul style="list-style-type: none"> <li>On-boarded new third party screening tool to streamline due diligence.</li> <li>All 2021 Corporate, Dulles Greenway and Warnow Tunnel suppliers with spend &gt;\$10,000 screened for risks.</li> </ul>	Complete.	<ul style="list-style-type: none"> <li>Updated Whistleblower Policy.</li> <li>Whistleblower, Code of Conduct and modern slavery training delivered to key personnel at Dulles Greenway and Warnow Tunnel.</li> <li>100% completion rate for corporate employees on all corporate policies including Whistleblower Policy and specific modern slavery module through 'Atlas Foundation' training modules.</li> </ul>
<b>Further actions to complete</b>	<ul style="list-style-type: none"> <li>Obtain formal feedback on modern slavery training.</li> <li>Integrate investment due diligence procedures into M&amp;A practices.</li> </ul>	<ul style="list-style-type: none"> <li>Access to third party due diligence platform to be rolled out to Dulles Greenway and Warnow Tunnel.</li> </ul>	N/A	<ul style="list-style-type: none"> <li>Review policies and procedures, as necessary, against new and upcoming legislation.</li> <li>Undertake face-to-face (or video conference) follow up sessions on key policies (such as Whistleblower Policy) and training on how to identify indicators of modern slavery.</li> <li>Refine training to focus on 'country-specific' modern slavery risks or potential human rights violations to each controlled business.</li> </ul>
<b>Self-Assessment</b>				



# MODERN SLAVERY GOVERNANCE, PROCESSES AND REMEDiation

Atlas Arteria recognises that modern slavery risks may exist within our operations as well as across our supply chain. Atlas Arteria's Modern Slavery Risk Framework comprises:



We accept that there can never be a guarantee that our operations and supply chains are free from modern slavery and that workers may not feel comfortable making reports or do not fully understand how to report. However, we are confident that a combination of our policies, comprehensive training program, due diligence processes, supplier engagement practices and country and industry risk assessments provide us with a strong basis from which to identify, prevent and mitigate modern slavery risk in our operations and supply chains.

# GOVERNANCE

Atlas Arteria has a robust governance and policy framework, supported by strong values and regular training.

## Governance and Policy Framework

Each year, Atlas Arteria publishes a Corporate Governance Statement. This provides general information on the governance and risk management structures and processes in our business. Atlas Arteria's Audit and Risk Committees oversee the companies' risk management framework and our approach to key risks, including human rights and modern slavery. Ultimate responsibility for risk management at Atlas Arteria rests with the Boards.

Our Vision and Values and Code of Conduct set out the standards of personal and professional behaviour that we expect of our employees and those with whom we do business. Employees and suppliers are encouraged to report any actual or suspected modern slavery instances to senior management through formal whistleblowing channels.

We ensure that our corporate employees are aware of and understand their rights and obligations under our corporate policies through our training programs.

We work closely with management at Dulles Greenway and Warnow Tunnel to ensure that their policies and procedures closely align with Atlas Arteria's standards and expectations. Personnel at Dulles Greenway and Warnow Tunnel have access to Atlas Arteria's corporate policies (in relevant languages) and receive training on these policies periodically.

The following policies are relevant to the protection of human rights in our operations, controlled businesses and supply chain (all of these policies are on our website):



We review and update these policies regularly. In addition, we monitor emerging governance issues to evaluate the need to amend existing policies, implement new policies and/or training, to continuously improve our governance framework.

In 2021, our Supplier Code of Conduct was reviewed and updated. Our expectations in relation to the prevention of modern slavery were expanded. Suppliers are now required to cooperate with our supply chain due diligence efforts. This includes a requirement to conduct their own due diligence on our Tier 2 suppliers and to ensure that their supply chains comply with a range of applicable laws including laws relating to human rights issues and modern slavery.

We seek to negotiate the requirement to comply with our Supplier Code of Conduct into new supply contracts and also when renewing supply contracts. A material breach of our Supplier Code of Conduct has the potential to result in the termination of our engagement with a supplier. The Supplier Code of Conduct is accessible on the websites of Atlas Arteria, Dulles Greenway and Warnow Tunnel.

In 2022, Atlas Arteria will develop a human rights policy to articulate our commitment to protecting and promoting human rights.

## Training Programs

'Atlas Arteria Foundations' training program is provided to all corporate office employees on an on-going basis. It is also part of our new starter welcome pack and must be completed by all new corporate employees within 45 days of their commencement.

The training encompasses key corporate policies (such as our Code of Conduct and Whistleblower Policy) and includes a dedicated program on modern slavery. Our modern slavery training explains to our employees what modern slavery is, where it may typically exist and how it can be identified and reported.

In 2021, Warnow Tunnel and Dulles Greenway received in-person training on modern slavery (among other topics and policies) and the importance of proper supplier due diligence. At Warnow Tunnel, we worked with management to identify any gaps between Australian and German requirements.

## DUE DILIGENCE AND SUPPLIER ENGAGEMENT

We understand that we may inadvertently cause or contribute to modern slavery through our supply chain by dealing with suppliers that engage in modern slavery practices and who take advantage of vulnerable people.

Our due diligence and supplier engagement process generally involves a combination of the tasks outlined in the table below. Where we are not satisfied (after completing our due diligence and supplier engagement process) that a risk or risks can be explained or mitigated, we will either not engage or terminate our relationship with the supplier.

<b>Reputational Screening</b>	<p>All corporate level, Dulles Greenway and Warnow Tunnel supplier entities on whom we have spent above \$10,000 have been risk screened in our new third party due diligence tool.</p> <p>This tool provides a two-level risk assessment for each supplier as follows:</p> <ul style="list-style-type: none"> <li>• <b>Profile Score:</b> weighted risk assessment based on a number of factors including the type or industry of the supplier, Corruption Perception Index value and contract value and country risk, among others. Score outcome of either low, medium, or high risk is provided (note this risk rating is separate to our Country and Industry based risk assessment outlined on page 11).</li> <li>• <b>Reputational Screening Score:</b> Supplier is screened across a risk intelligence database for real time sanctions, politically exposed persons and adverse media results. This tool screens suppliers across a database of over 200,000 global resources, for indicators relevant to their reputation and performance, including modern slavery and human rights specific risks (e.g. human trafficking). The screening outcome follows a traffic light risk assessment of green, yellow or red.</li> </ul> <p>This due diligence tool continuously monitors our suppliers' 'Reputational Score' and we are alerted about any adverse reports.</p>
<b>Desktop audit</b>	<p>We conduct further checks of publicly available information if suppliers return a high or medium Profile Score and/or yellow or red Reputational Screening score or the supplier operates in a medium/high risk country or an industry considered at 'risk' (see our Country and Industry risk assessment outlined on page 11).</p>
<b>Questionnaires</b>	<p>Depending on the nature of the risk(s) identified, we may seek further information and assurance by issuing a bespoke questionnaire. This will seek specific information from suppliers to identify any indicators of modern slavery practices such as forced labour, debt bondage and human trafficking (e.g., by asking whether the supplier retains original identity documents of its personnel, the nature of the relationship between the supplier and its personnel, confirmation that the supplier's personnel are paid at or above minimum wage etc).</p>
<b>Contractual Clauses</b>	<p>If we identify a supplier with elevated modern slavery risk, and we still consider engagement appropriate, we manage that risk by including specific contractual clauses (including access to information and rights to audit) and conduct performance reviews. Where we consider that the risk is not manageable, we will not engage that supplier.</p>
<b>Consultation</b>	<p>We open dialogue with a supplier when we identify potential risks. These discussions can range from informal communications to more formal information requests (i.e our questionnaires). The purpose of these consultations is to better understand a supplier's hiring practices and workplace policies and, where necessary, we may provide education about risks of modern slavery in their own supply chains.</p>

# COUNTRY AND INDUSTRY RISK ASSESSMENT

## Country-based risk

We have assessed the specific 'country risk' posed by the jurisdictions in which we operate and the countries in which our suppliers are based or from which they supply. We have evaluated this risk against a set of metrics which we have identified as being relevant to a country's risk of modern slavery:

	Low risk based on selected Global Slavery Index 2018 metrics	Basic worker rights legislation	Anti-slavery or supply chain legislation	Established judicial system	Overall assessment
Australia	✓	✓	✓	✓	Low
Austria	✓	✓	✓	✓	Low
Bermuda	✗	✓	✓	✓	Low-Medium
France	✓	✓	✓	✓	Low
Germany	✓	✓	✓	✓	Low
Luxembourg	✓	✓	✓	✓	Low
Netherlands	✓	✓	✓	✓	Low
Singapore	✗	✓	✓	✓	Low-Medium
United Kingdom	✓	✓	✓	✓	Low
United States	✓	✓	✓	✓	Low

This '**Country Risk Analysis**' suggests that Atlas Arteria's operations and supply chain are largely in countries which present a low risk of modern slavery. Bermuda and Singapore represent the only potential exceptions to this, being assessed as low-medium risk.

## Industry-based risk

The majority of our purchases comprise services acquired locally within the country of operation, or from large multinational professional services firms who reportedly apply high standards across their operations. However, we are conscious that modern slavery may nevertheless be more prevalent in some industries than others and that we may inadvertently cause or contribute to modern slavery by engaging suppliers in these industries.

The construction and cleaning sectors are considered 'at-risk' for modern slavery practices such as forced labour.<sup>1</sup> It is also generally accepted that there is an elevated risk of workers in these industries being susceptible to debt bondage, servitude, and poor working conditions. With increasing globalisation, our work may be in-sourced or out-sourced by our suppliers to other, lower cost countries where there may exist a higher risk of modern slavery (either directly or in their supply chains).

In our supply chains, we have also identified financial and professional services firms (in addition to construction providers and cleaning suppliers) as posing a heightened modern slavery risk because of their offshoring and out-sourcing arrangements relating to compliance and data entry work.

By engaging suppliers in the industries noted above, we may inadvertently cause or contribute to modern slavery (for example, because of a supplier subjecting its personnel to modern slavery practices). We have described the outcomes of our investigations into the suppliers in these industries in our modern slavery risk assessment for our corporate, Warnow Tunnel and Dulles Greenway supply chains (as applicable) set out at pages 18–19, 20 and 21–22 respectively.

We will progressively expand our focus on these industries across our businesses (as indicated in the plan set out in the table below):

	2022	2023
Industry (scope)	Construction (Dulles Greenway) Cleaning services (Dulles Greenway) Financial Professional Services (Dulles Greenway and Warnow Tunnel) Information Technology (Corporate Level)	Maintenance and Operations suppliers (Dulles Greenway and Warnow Tunnel) Information Technology (Dulles Greenway and Warnow Tunnel)

1. International Labour Office and the Walk Free Foundation, '*Forced Labour and Forced Marriage*', [2017] ([https://www.ilo.org/wcmsp5/groups/public/---dgreports/---dcomm/documents/publication/wcms\\_575479.pdf](https://www.ilo.org/wcmsp5/groups/public/---dgreports/---dcomm/documents/publication/wcms_575479.pdf)); *Global Slavery Index 2018 Dataset*, Walk Free, available from: [www.globalslaveryindex.org](http://www.globalslaveryindex.org)

# GRIEVANCE REPORTING AND REMEDIATION

## Feedback

Atlas Arteria's value of transparency is embodied by the practice of open and regular communication between employees and senior management. This is important to our ability to detect instances of human rights abuse, including modern slavery, in our business. Employees are encouraged to provide feedback at any time including by informal discussion or formal feedback processes or 'manager-team member' meetings.

## Whistleblower Services

Atlas Arteria relies on our training programs, whistleblowing processes and practice of open and regular communication between employees and management to ensure that any instance of modern slavery is identified, reported and appropriately managed.

Our employees and suppliers are strongly encouraged to report all violations or suspected violations of our policies. A dedicated and secure external whistleblower service called 'Speak Up', provided by Deloitte, is available in a range of relevant languages. This service allows anonymous reports to be made by phone, post, email or web portal. An analyst from Deloitte reviews the information submitted and provides the report to one of the designated Whistleblower Protection Officer appointed by Atlas Arteria for review and investigation in accordance with Atlas Arteria's Whistleblower Policy.

Whistleblower reports can also be made anonymously and confidentially directly to dedicated Atlas Arteria Whistleblower Protection Officers.

Suppliers are also provided with details of our external whistleblower service and internal process in the Supplier Code of Conduct.

All corporate level and relevant personnel at our controlled business receive training on our Whistleblower Policy and associated services. Explanatory posters with information on our external whistleblowing channel, together with contact details, are displayed in the offices and work sites of Dulles Greenway and Warnow Tunnel.

Atlas Arteria's Audit and Risk Committees are notified of all whistleblower reports, with any material reports being notified immediately.

We have submitted a test report to our external whistleblowing service. This test confirmed that reports can be made, and that Atlas Arteria is notified of a report in a timely manner.

In 2022, we will conduct a hypothetical scenario assessment of our internal whistleblower reporting process to verify that it operates efficiently and complies with all applicable laws.

## Remediation

In the event our operations or suppliers are directly linked to or have caused or contributed to adverse human rights outcomes, including modern slavery practices, we will investigate the matter and consult with all relevant stakeholders to fully understand the issues. After this process, we will take all available and lawful steps to remove this risk from our business. This may include declining to deal with or terminating our relationship with a supplier if they are found (or we strongly suspect them) to have caused or contributed to human rights violations.

Any established incidents involving the identification of modern slavery within our business, or our supply chains will be reported to Atlas Arteria's Boards within 24 hours.

In 2022, we will begin to develop guidance to ensure our people are clear on how to deal with and manage reports of modern slavery practices occurring in our supply chain.



This is the English version of the whistleblower poster which is displayed at our corporate offices, and Dulles Greenway.






This is the German version of the whistleblower poster which is displayed at Warnow Tunnel.




# ATLAS ARTERIA'S STRUCTURE AND OPERATIONS



	Atlas Arteria: Corporate Offices	Dulles Greenway	Warnow Tunnel
Controlled Business			
Overview	<p>Atlas Arteria is a global owner, operator and developer of toll roads. We are focused on ensuring our customers, and the communities in which we operate, are well served by the transport links we provide.</p> <p><a href="#">See website</a></p> <p>Atlas Arteria is a stapled structure comprised of an Australian and Bermudian holding company. Each holding company has a Board of Directors. Atlas Arteria has directors in Australia, Bermuda and France.</p>	<p>Located in Virginia, United States. Road opened in 1995. 22 kilometres long.</p> <p><a href="#">See website</a></p>	<p>Located in Rostock, Germany. Road opened in 2003. 2.1 kilometres long.</p> <p><a href="#">See website</a></p>
Typical activities performed by personnel	<ul style="list-style-type: none"> <li>• Finance</li> <li>• Accounting</li> <li>• Legal</li> <li>• Human Resources</li> <li>• Business Development/Strategy</li> <li>• Investor Relations</li> <li>• Traffic Forecast</li> <li>• Risk Management</li> <li>• Operational Support</li> </ul>	<ul style="list-style-type: none"> <li>• Finance</li> <li>• Road repair</li> <li>• Toll collection and traffic monitoring support</li> <li>• Construction</li> <li>• Electronic tolling services</li> <li>• Maintenance services</li> <li>• Debt recovery services</li> <li>• Local management, including accounting, business oversight etc.</li> <li>• Community engagement</li> </ul>	<ul style="list-style-type: none"> <li>• Finance</li> <li>• Road repair</li> <li>• Toll collection and traffic monitoring support, including toll booth operation</li> <li>• Construction</li> <li>• Electronic tolling services</li> <li>• Maintenance services</li> <li>• Debt recovery services</li> <li>• Local management, including accounting, business oversight etc.</li> <li>• Community engagement</li> </ul>
Number of employees 2021	46 (employed in Australia, Luxembourg and United States)	15 (employed in the United States)	38 (employed in Germany)
Labour Hire workers	0	25 (long-term labour hire contracts)	0



APRR Group	
Non-Controlled Businesses	
Overview	<p>APRR (together with its subsidiaries AREA and ADELAC) is France's second-largest toll road network and Europe's fourth-largest motorway group, employing over 3,000 people. APRR builds, maintains and operates its motorway network under concession contracts entered into with the French State.</p> <p>APRR, as part of the Eiffage SA group of companies ('Eiffage') is subject to Eiffage's duties, policies and procedures relating to modern slavery. Eiffage is France's third-largest construction and concessions company and holds an equity interest of approximately 52% in APRR.</p> <p>Under the 2017 French 'Corporate Duty of Vigilance' Law, Eiffage is required to effectively prevent human rights violations and environmental risks, both within the company itself, but also in its controlled subsidiaries, subcontractors and suppliers. The law requires companies to establish, implement and publish an annual 'Duty of Care Plan' (<i>plan de vigilance</i>) corresponding with the United Nations' human rights due diligence procedure outlined in the Principles on Business and Human Rights.</p> <p>Eiffage's Duty of Care Plan, developed collaboratively between the relevant departments and divisions of the group (including APRR), is based on the values and principles set out in its Ethics &amp; Commitments booklet which compiles the elements of Eiffage's ethical approach.</p> <p>As a signatory to the Global Compact since 2005, the respect of human rights, labour standards, environment and the fight against corruption are strongly embedded into Eiffage's global corporate strategy, policies and procedures through the:</p> <ul style="list-style-type: none"> <li>• commitment to uphold the fundamental conventions of the International Labour Organisation on forced labour, child labour, discrimination and freedom of association and right to organise;</li> <li>• implementation of a responsible purchasing strategy to engage suppliers and subcontractors in a manner consistent with Eiffage's social and environmental commitments;</li> <li>• assessment of subcontractors and suppliers (current or new), through specialised due diligence tools;</li> <li>• insertion of clauses in all supplier contracts which detail the standards expected to be upheld by suppliers (including clauses concerning human rights and labour standards) as well as control and sanction measures in the event of non-compliance;</li> <li>• conducting internal campaigns to raise employee awareness of internal control and rules around supplier engagement; and</li> <li>• reinforcement of the whistleblowing system, with the launch of a confidential, out-sourced whistleblowing platform where employees can securely report any concerns related to ethical misconduct, serious breaches of human rights, fundamental freedoms, environmental protection or health and safety.</li> </ul>



# MODERN SLAVERY RISKS IN OUR OPERATIONS

In 2021, no instances of modern slavery were identified in Atlas Arteria's operations. Overall, we have assessed the risk of modern slavery practices occurring in our operations as low.

Atlas Arteria recognises that modern slavery risks may exist within our own operations and that we may cause or contribute to those risks if our employee hiring practices (including the use of a labour hire provider) do not comply with applicable employment laws.

We have reviewed and evaluated our direct workforce (being those employed or contracted to provide on-going personal service at the corporate level and in our controlled businesses) from this perspective.

This process involved consultation with relevant personnel across the business and included a review of employee profiles, hiring practices and workplace policies and procedures. We also investigated whether any issues had arisen that may indicate modern slavery risks. None were identified.

Broadly, our determination of low risk in our operations is based on the following:

- all employees at corporate headquarters, Warnow and Dulles Greenway are employed in accordance with laws and employment contracts (where applicable);
- direct engagement with human resources personnel at Atlas Arteria, Dulles Greenway and Warnow Tunnel to gain insight into the employee hiring practices. No indication of modern slavery risks were revealed;
- we are located in countries with comprehensive, well enforced labour laws, to which we strongly adhere;
- our values, training programs and comprehensive policies (which are consistently applied) ensure that our workers know their rights and where and how to report any misconduct; and
- no reports of any human rights issues or violations, including modern slavery, were made through our grievance or whistleblower channels.

➤ See our [Sustainability Report](#) for further detail about how we care for our people and the range of initiatives we have implemented to support their wellbeing.





# MODERN SLAVERY RISKS: SUPPLY CHAINS





# CORPORATE SUPPLY CHAIN AND MODERN SLAVERY RISK

We have assessed the risk of modern slavery in our corporate supply chains as low.  
No reports of modern slavery or human rights related violations were flagged as a result of our due diligence.

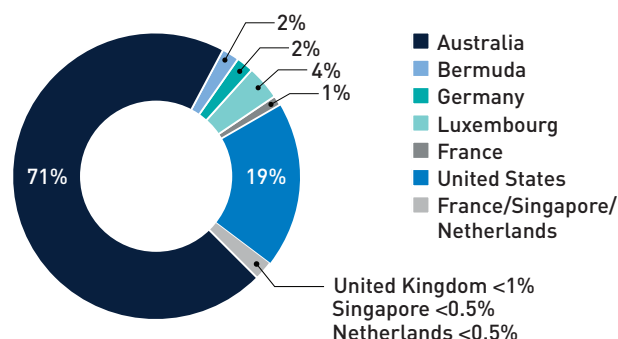
## Overview

At a corporate level in 2021, Atlas Arteria engaged 100 suppliers which attracted a spend in excess of \$10,000. 96% of corporate level spend was in the same countries in which our corporate operations are located.

The in focus 'at-risk' industries (i.e., construction and cleaning services) combined to attract 7% (approximate) of our total corporate supplier spend.

Risk Profile	Rating
Overall due diligence risk assessment	Low
Country risk assessment	Low
2021 Industry risk focus	Cleaning Construction

## Supply chain country spend



## Country risk

Overall, the modern slavery risk in the countries in which our corporate suppliers operate is low. Approximately 90% of total corporate spend is on suppliers based in or supplying from Australia and the United States.

Our 'Country Risk Analysis' assessed suppliers engaged in Bermuda and Singapore as 'low-medium' risk.

The suppliers operating in Bermuda provide professional services (such as legal and company secretarial services) and account for around 2% of our overall corporate supplier spend. We screened these suppliers through our third-party due diligence tool, undertook additional desktop due diligence and consulted with a supplier in relation to its hiring and supplier engagement practices. This process indicated that the suppliers had strong governance procedures in place. We were satisfied that these suppliers presented low modern slavery risk.

Only one supplier was engaged in Singapore, attracting less than 1% of our total corporate level spend. This was a one-off recruitment service for a corporate employee position within Atlas Arteria. We were satisfied that the supplier was low risk given the nature of the service provided and after completing our due diligence process.

## Supply chain category spend

Category	No. of Tier 1 Suppliers	Jurisdiction (number of suppliers)	Overall % Spend (approx.)
Consultant	20	Australia (14), Bermuda (1), Germany (1), United States (4)	17%
Construction	2	Australia (1), Luxembourg (1)	6%
Financial/Accounting Services	19	Australia (9), Bermuda (2), Germany (2), Luxembourg (2), United Kingdom (2), United States (2)	19%
Information Technology/Software	10	Australia (8), Netherlands (1), United States (1)	4%
Insurance	3	Australia (2), Germany (1)	28%
Investment Bank	1	France (1)	<1%
Legal Services	15	Australia (3), Bermuda (1), Luxembourg (2), Germany (1), United States (8)	8%
Recruiters	13	Australia (9), Singapore (1), United States (3)	6%
Office Support or Administration	13	Australia (9), Luxembourg (2), United Kingdom (1), United States (1)	8%
Registry Services	1	Australia (1)	1%
Telecommunications	2	Australia (1), Luxembourg (1)	<1%
Cleaning Services	1	Australia (1), Luxembourg (1)	<1% <sup>1</sup>

1. Note the cleaning service is provided through our landlord who is already included as a Tier 1 supplier in the 'Office Support and Administration' category. That said, the cleaning cost is included in this category.

# CORPORATE SUPPLY CHAIN AND MODERN SLAVERY RISK (CONTINUED)

## Industry risks

We recognise that we may inadvertently contribute to modern slavery by engaging with certain suppliers operating in at-risk industries. Set out below is a summary of the due diligence and investigations we have conducted in respect of such at-risk suppliers:

- **Construction providers:** These services comprised one-off office fit outs for our Melbourne and Luxembourg corporate offices which are now complete. Our due diligence process did not identify any indicators of modern slavery practices.
- **Cleaning services – Melbourne office:** Cleaning services are provided by our landlord, a large publicly listed entity which is required to report under the Act. The landlord's statement details the measures it puts in place to protect the personnel that perform the cleaning services, particularly around the heavy workloads associated with COVID-19 related cleaning. We consulted with the landlord and completed our due diligence process, with no modern slavery risks revealed.
- **Cleaning services – Luxembourg office:** The provider is a large multinational and publicly listed entity with strict reporting and governance obligations. Required to report under the Act, it has detailed the efforts it takes to ensure that it is exceeding global legal requirements in respect of supply chain due diligence and risk management. Its Supplier Code of Conduct specifically outlines its stance against human rights violations and forced labour.
- **Financial and Professional Services:** We investigated whether any work undertaken for us by our professional services firms was sent offshore. Our investigations so far reveal two firms sent work offshore in 2021, to India and the Philippines. The firms have confirmed that they have policies and procedures in place to protect the labour rights and conditions of the workers providing these offshore support services. We will continue to monitor and engage with these firms to better understand their governance procedures.



# WARNOW TUNNEL SUPPLY CHAIN AND MODERN SLAVERY RISK

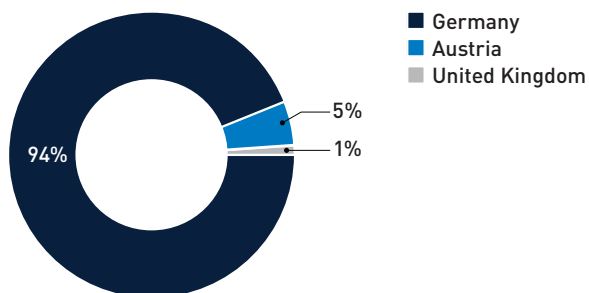
We have assessed Warnow Tunnel's Tier 1 supplier network as low risk for modern slavery.

## Overview

The Warnow Tunnel engaged 14 suppliers which attracted a spend in excess of \$10,000. The majority of these suppliers serve us through their German based operations, accounting for 94% of Warnow Tunnel's total supplier spend.

Risk Profile	Rating
Overall due diligence risk assessment	Low
Country risk assessment	Low
2021 Industry risk focus	Cleaning, Construction

## Supply chain country spend



## Country risk assessment

Warnow Tunnel's suppliers are based in Germany, Austria and the United Kingdom. We consider each of these countries to be low risk based on our Country Risk Analysis.

## Industry risk assessments

We recognise that there is a risk that we may be indirectly contributing to or causing modern slavery practices by engaging suppliers in certain industries that typically employ at-risk people. We investigated two suppliers for modern slavery risks:

- **Cleaning service provider:** We commenced a consultation process with this supplier and issued a questionnaire in relation to its hiring practices and workplace policies. We are still working through this process with the supplier. We note that our third-party due diligence tool assessed this supplier as 'low' risk.
- **Road maintenance & operation services:** Following our due diligence process, this supplier was assessed as posing a medium risk, flagging it for further investigation. Preliminary investigations revealed that the corporate group of which this supplier is a part has links to alleged human rights violations. Further investigations using publicly available sources revealed that the supplier's parent company has been cleared of and/or denied the links and has taken steps to positively address modern slavery risk in its operations. We will continue to monitor any developments in relation to the allegations against this supplier and related entities.

## Supply chain category spend

Category	No. of Tier 1 Suppliers	Jurisdiction (supplier no.)	Overall % spend (approx.)
Information Technology	2	Germany	26%
Insurance	1	Germany	20%
Road Operations and Maintenance	5	Austria (1), Germany (4)	35%
Utilities	1	Germany	11%
Financial/Accounting Services	3	Germany (2), United Kingdom (1)	6%
Cleaning Services	1	Germany	1%
Marketing and Advertising	1	Germany	<1%

# DULLES GREENWAY SUPPLY CHAIN AND MODERN SLAVERY RISK

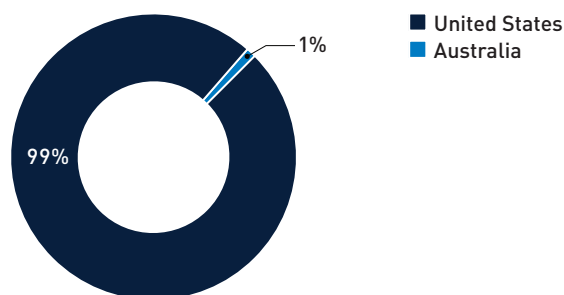
We have assessed our supplier network for Dulles Greenway as low risk.

## Overview

Dulles Greenway has 70 suppliers which attracted a spend in excess of \$10,000. All suppliers but one (which operates in Australia) supply us from the United States.

Risk Profile	Overall rating
Overall due diligence risk assessment	Low
Country risk assessment	Low
2021 Industry risk focus	Cleaning, Construction Operations and Maintenance and information technology. <sup>1</sup>

## Supply chain country spend



1. Although the 'operations and maintenance' and 'information technology' industries were not specific areas of focus in 2021, certain suppliers in these industries were flagged as posing a potential modern slavery risk following due diligence.

## Country risk assessment

We rate the country risk for Dulles Greenway's supplier network as low given all of its supplier spend is on suppliers based in or operating in low-risk countries.

## Industry risk assessments

Atlas Arteria identified eight suppliers across the construction, cleaning services, operations and maintenance (See Toll Workers Case Study) and information technology industries that could be associated with risks of modern slavery. We sent tailored questionnaires to each of these suppliers which focused on their hiring and employment practices and workplace health and safety policies and procedures. These suppliers demonstrated a strong level of engagement with the process. Their responses enabled us to better understand the suppliers' approach to managing modern slavery risks. In some cases, we conducted follow up discussions with these suppliers in relation to their engagement of our Tier 2 suppliers. Notably, our investigations did not identify anything that would indicate that the suppliers' personnel were at risk of modern slavery. In response to our questionnaires, the suppliers reported, among other things, their employees are above minimum working age, that they pay their personnel above or in line with minimum wage legislation and do not retain any original identity documents. Atlas Arteria will continue to monitor these suppliers and conduct periodic 'check-ins'.

## Supply chain category spend

Category	No. of Tier 1 Suppliers	Jurisdiction (supplier no.)	Overall % spend
Consultant	4	United States	6%
Construction	5	United States	28%
Cleaning Services	1	United States	>0.5%
Debt Collection Agency	1	United States	>0.5%
Equipment Suppliers	4	United States	1%
Financial/Accounting	8	United States	21%
Information Technology/Software	7	United States (6), Australia (1)	2%
Insurance/Healthcare	5	United States	9%
Maintenance and Operations (including materials for treating roads i.e. snow removal)	17	United States	25%
Marketing and Advertising	1	United States	1%
Legal Services	4	United States	1%
Office Support/Administration	9	United States	3%
Telecommunications	1	United States	2%
Utilities	3	United States	>1%



## Case study

## DULLES GREENWAY TOLL WORKERS

### Overview

Labour hire toll workers at our Dulles Greenway business were identified as being at a relatively higher risk of modern slavery practices compared with other parts of the business. This is because of the nature of the work they undertake (manual labour with no advanced education or formal qualification requirements and a lower pay scale compared to other roles at Dulles Greenway); and due to the fact that a higher proportion of these workers come from immigrant communities where English may not be the primary language.

The toll workers assist in toll collection, lane walking (i.e. assisting motorists having issues paying tolls), and control room management.

### Consultation

We have consulted with representatives of the relevant labour hire supplier and have spoken with the toll workers themselves. Through this process we have identified that our labour hire supplier:

- does not retain any original identity documents;
- pays each of the toll workers directly (i.e. no payment is made to any other intermediary); and
- does not provide accommodation on which the toll workers are dependent, and that the toll workers are:
  - free to resign from their employment at will; and
  - paid above minimum wage, are of legal working age and receive worker entitlements (i.e. annual leave, health insurance etc).

Additionally, in conversations with individual toll workers they reported that they feel their pay is fair, the working conditions are safe and that they understand the various grievance reporting channels at both Dulles Greenway and Atlas Arteria.

### Whistleblowing

Posters which set out details of the various whistleblower channels are displayed in office areas in which the toll workers work and to which they have access.

### Next Steps

We will continue our consultation with the toll workers to increase their awareness of our position on modern slavery and our whistleblower protection procedures.





## TIER 2 SUPPLIER INVESTIGATIONS

In 2021, we began investigations into Tier 2 suppliers for our corporate offices, Dulles Greenway and Warnow Tunnel.

To do this, our investigations focused on Tier 1 suppliers which attracted a spend of above \$50,000.

Initially a desktop review was undertaken to assess whether the Tier 1 supplier had:

Commitments in place in relation to the prevention of modern slavery or the protection of human rights in their supply chains.

Due diligence procedures to vet their suppliers for modern slavery risk and other human rights violations.

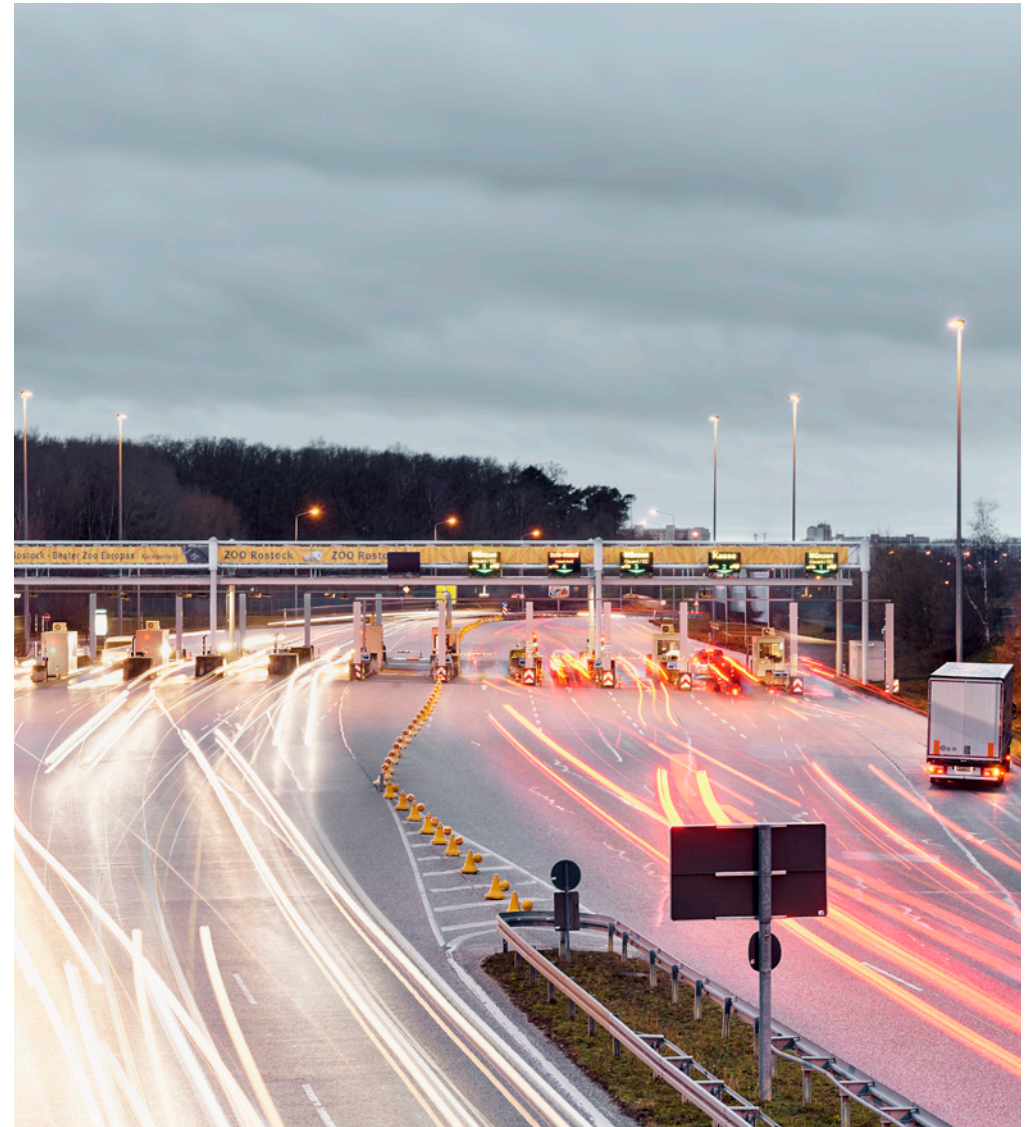
Articulated clear expectations of their suppliers in relation to human rights and workers' rights and protections, through a published Supplier Code of Conduct (or similar).

In addition to this desktop review, we took into account 'country' and 'industry' risk factors in accordance with our Modern Slavery Risk Framework.

Where this could not be established via a desktop review, we commenced a consultation process with suppliers that we intend to have an ongoing relationship with or over whom we had 'spend' leverage, to request a response to our questions.

This process resulted in us engaging with one corporate level supplier, three Dulles Greenway suppliers and one Warnow Tunnel supplier to better understand their supplier engagement practices and human rights and modern slavery commitments. This process did not reveal any indications of modern slavery.

Each year, we will conduct similar investigations of any new suppliers (or if the risk assessment of a current supplier changes) and report on the outcome of these investigations as part of our KPIs.





# HOW EFFECTIVE ARE OUR SYSTEMS?



# OUR APPROACH TO EVALUATING PERFORMANCE

Atlas Arteria's 'Three Lines of Accountability' risk management model (as set out in our Risk Management Policy) provides effective monitoring, oversight and accountability of all risks across our operations. We use formal and informal feedback to refine our risk management and governance processes to improve our management of all risks, including modern slavery.

In 2021, we introduced a number of KPIs to measure our performance in respect of our modern slavery risk management. We will monitor and report against these each year. Critically, these KPIs will enable us to further mature, refine and improve our Modern Slavery Risk Framework, deepen our understanding of the inherent risks in our operations and supply chains, and enhance the overall quality of our reporting.

## Methods of Evaluation



## Three Lines of Accountability

### First line

Atlas Arteria's CEO and staff in the underlying businesses are responsible for identifying risks and confirming that risks in their business processes are being monitored and managed appropriately.

### Second line

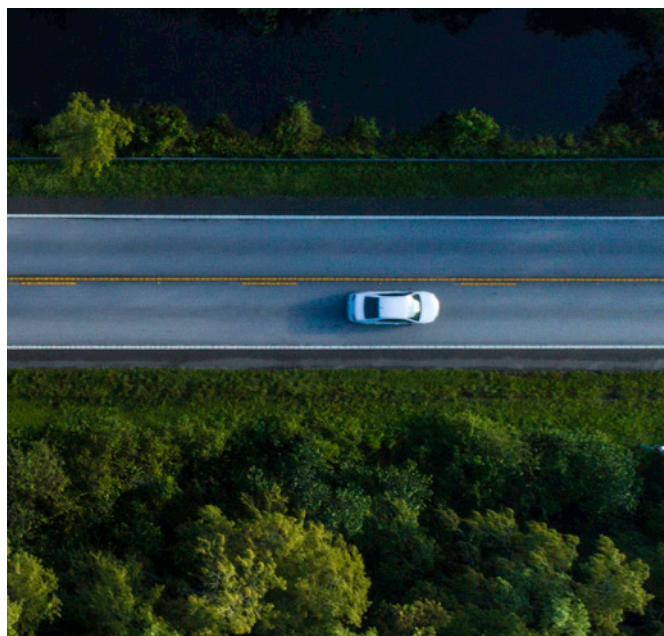
Risk management and compliance functions are responsible for, among other things, reviewing and challenging the first line and providing analysis and reporting on risk management and compliance performance to the Boards and Audit and Risk Committees.

### Third line

Atlas Arteria's Internal and External Audit functions are accountable for providing independent assurance of the effectiveness of governance, risk management and controls in place.

## KPIs for 2021:

KPI (all metrics reported over a 12-month period)	Outcomes for FY2021	
<b>Employee training:</b> Percentage of employees who are in positions needing to identify modern slavery risks trained on modern slavery risks and/or due diligence.	<b>Corporate Level:</b>	100%
	<b>Dulles Greenway:</b>	100%
	<b>Warnow Tunnel:</b>	100%
<b>Medium/High risk Tier 1 supplier due diligence:</b> Percentage of suppliers with spend above \$10,000 identified as medium/high risk subject to enhanced (i.e. questionnaires/consultation) due diligence.	<b>Corporate Level:</b>	100%
	<b>Dulles Greenway:</b>	100%
	<b>Warnow Tunnel:</b>	100%
<b>Tier 2 investigations:</b> Number of Tier 1 suppliers with spend above \$50,000 assessed in relation to their own supplier engagement practices.	<b>Corporate Level:</b>	100%
	<b>Dulles Greenway:</b>	100%
	<b>Warnow Tunnel:</b>	100%
<b>Grievance/incident reporting:</b> Number of modern slavery incidents or grievances reported through internal or external whistleblowing channel.	<b>Corporate Level:</b>	0 reports in FY2021
	<b>Dulles Greenway:</b>	0 reports in FY2021
	<b>Warnow Tunnel:</b>	0 reports in FY2021



# APPROVAL

## Consultation with Controlled Entities

Our Human Resources, ESG and Legal functions are responsible for preparing this statement.

Key personnel from our corporate offices have been involved in developing and implementing Atlas Arteria's Modern Slavery Risk Framework as well as preparing this statement.

The management teams at Warnow Tunnel and Dulles Greenway have also been consulted in the modern slavery risk assessment and the development of this statement. This has included seeking comments and suggestions from these businesses about how best to report our modern slavery risk governance and ways to improve the quality of our reporting. Key personnel from Warnow Tunnel and Dulles Greenway have also been actively involved in training on our policies and engaging with suppliers in relation to modern slavery risk management.

Drafts of this statement have been circulated to the relevant management at the corporate offices and at each of the businesses for comment and input, prior to its publication.

This statement has been reviewed by Atlas Arteria's Audit and Risk Committees prior to being considered and approved by Atlas Arteria's Australian and Bermudian Boards.

This statement was approved at a meeting of the Boards on 21 June 2022.



Graeme Bevens,  
CEO and Managing Director, Atlas Arteria



# APPENDIX 1: MANDATORY CRITERIA FOR MODERN SLAVERY STATEMENTS

CRITERIA	PAGE(S)
Identify the reporting entity	Pages 4–5
Describe the structure, operations and supply chains of the reporting entity	Pages 13–15, 17–21
Describe the risks of modern slavery practices in the operations and supply chains of the reporting entity, and any entities that the reporting entity owns or controls	Pages 16–22
Describe the actions taken by the reporting entity and any entity that the reporting entity owns or controls, to assess and address those risks, including due diligence and remediation processes	Pages 8–12
Describe how the reporting entity assesses the effectiveness of such actions	Page 25
Describe the process of consultation with any entities that the reporting entity owns or controls	Page 26
Include any other information that the reporting entity, or the entity giving the statement, considers relevant	Pages 1, 3, 5, 7, 23





**ATLAS ARTERIA LIMITED**

Level 1, 180 Flinders Street  
Melbourne VIC 3000  
Australia

Telephone (Australia): 1800 621 694  
Telephone (International): +61 (0) 438 493 692  
Email: [investors@atlasarteria.com](mailto:investors@atlasarteria.com)  
Website: [www.atlasarteria.com](http://www.atlasarteria.com)

**ATLAS ARTERIA INTERNATIONAL LIMITED**

4th Floor, Cedar House  
41 Cedar Avenue  
Hamilton HM12 Bermuda

**Photography Credits:**

Page 6 – Warnow Tunnel: Trent Perrett Photography  
Page 13 – Dulles Greenway: David Madison Photography  
Page 15 – APRR/Leimdorfer Gilles  
Page 17 – APRR/Photec  
Page 19 – APRR/CHABERT Xavier  
Page 22 – Dulles Greenway: David Madison Photography  
Page 23 – Warnow Tunnel: Trent Perrett Photography  
Page 24 – APRR/Leimdorfer Gilles