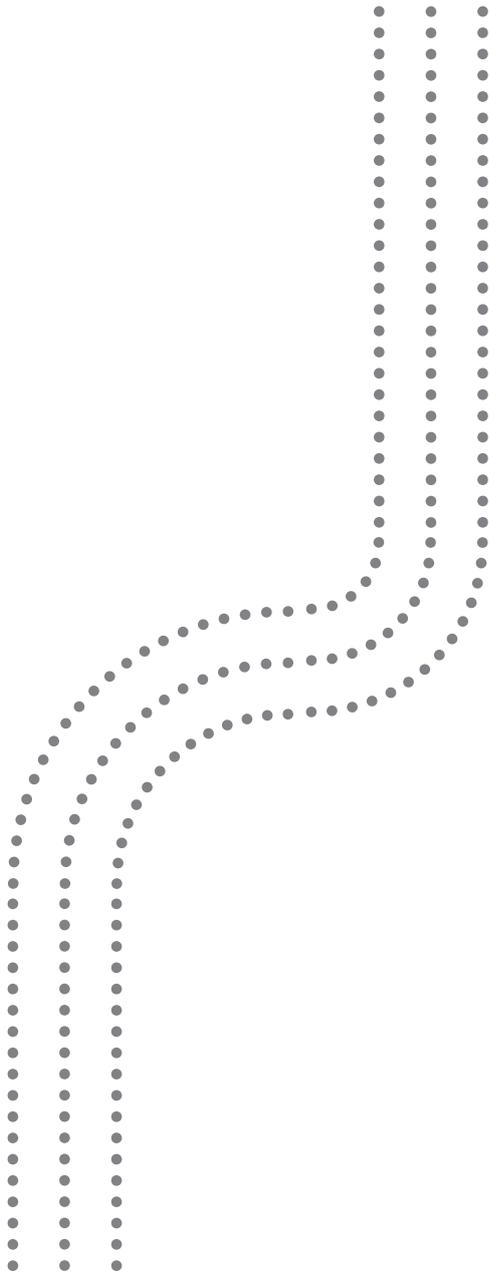




**Sydney Airport** 

# NOTICES OF MEETING 2016



ASX-listed Sydney Airport comprises  
Sydney Airport Limited and Sydney Airport Trust 1

# 1. Annual General Meeting

The Sydney Airport Annual General Meeting (**AGM**) will be held on 20 May 2016. The AGM will comprise concurrent meetings of the two entities that make up ASX-listed Sydney Airport, namely Sydney Airport Limited (ACN 165 056 360) (**SAL**) and Sydney Airport Trust 1 (ARSN 099 597 921) (**SAT1**). The Trust Company (Sydney Airport) Limited (ACN 115 967 087) (AFSL 301162) (**TTCSAL**) is the responsible entity of SAT1.

Section 2 explains the business of the meetings and the notices of meeting are contained in section 3. Voting information is contained in section 4 and proxy forms accompany this document. Proxies can also be lodged online at [investorvote.com.au](http://investorvote.com.au).

Consistent with Sydney Airport's usual practice, voting on all resolutions will be conducted by poll and the results announced to the ASX and made available on the Sydney Airport website as soon as they are known.

The Chairman intends to cast undirected proxies in favour of all resolutions subject to the voting exclusions set out below.

This document is important and requires immediate attention. It should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your stockbroker, solicitor, accountant or professional adviser without delay.

## 2. Explanatory Notes to AGM business

### 2.1 Consideration of Reports

In accordance with the *Corporations Act 2001 (Cth)* (the **Act**), the Financial Report, Directors' Report and Auditor's Report of SAL and its controlled entities for the financial year ended 31 December 2015 will be put before investors. These Reports are in Sydney Airport's 2015 Annual Report and can be accessed on our website at [www.sydneyairport.com.au/investors](http://www.sydneyairport.com.au/investors).

This item does not require a formal resolution and, accordingly, no vote will be held on this item. Investors will, however, be given a reasonable opportunity to ask questions on these Reports during discussion on this item.

### 2.2 Adoption of Remuneration Report – (SAL Resolution 1)

SAL's Remuneration Report for the period ending 31 December 2015 is set out on pages 19-29 of the Sydney Airport Financial Report for the year ended 31 December 2015 (pages 75-85 of the 2015 Annual Report) and is also available on our website at [www.sydneyairport.com.au/investors](http://www.sydneyairport.com.au/investors).

The Remuneration Report includes an explanation of SAL's remuneration principles, policy and structure, the role of the Nomination and Remuneration Committee and the remuneration arrangements for directors and key management personnel (**KMP**).

In accordance with the Act, the vote on the adoption of SAL's remuneration report for the financial year ended 31 December 2015 is advisory only and does not bind the directors or SAL.

The directors will, however, take the outcome of the vote into account when considering future remuneration policy for directors and KMP of Sydney Airport.

### Voting exclusion statement

SAL will disregard any votes cast on SAL Resolution 1:

- by or on behalf of a member of KMP, details of whose remuneration are included in the Remuneration Report;
- by or on behalf of a 'closely related party' (as defined in section 9 of the Act) of a member of KMP; and
- as a proxy by a member of KMP or a KMP's closely related party,

unless the vote is cast:

- as proxy for a person entitled to vote, in accordance with the directions on the proxy form; or
- by the Chairman of the meeting as proxy for a person entitled to vote, in accordance with an express authority to vote undirected proxies as the Chairman sees fit (even though the resolution is connected directly or indirectly with the remuneration of a member of KMP).

*The board of Sydney Airport Limited unanimously recommends that investors vote in favour of adopting the Remuneration Report.*

### 2.3 Appointment of Directors (SAL Resolutions 2, 3 and 4)

To pass the resolution to appoint a director more than 50% of the votes cast by investors must be in favour of the resolution. SAL Resolutions 2, 3 and 4 will be put as ordinary resolutions.

### Directors standing for re-election

In accordance with the SAL constitution and the ASX Listing Rules, Mr Michael Lee and Mr John Roberts retire by rotation. Mr Lee and Mr Roberts offer themselves for re-election to the board of SAL.

As required by the SAL constitution and the ASX Listing Rules, Mr Grant Fenn also stands for election to the SAL board following his appointment to the board on 1 October 2015.

## 2. Explanatory Notes to AGM business (continued)

### **Michael Lee BSc, BE, FIE Aust**

Mr Lee was appointed as a Sydney Airport director in June 2003. He is the Chairman of the Safety, Security and Sustainability Committee and a member of the Audit and Risk Committee, Nomination and Remuneration Committee and Western Sydney Airport Committee. He is the Chairman of Communications Alliance, the peak communications industry body. He is a former director of ASX-listed DUET Group, Superpartners, National Film and Sound Archive and former Chair of the NSW TAFE Commission Board. Mr Lee served in the Australian Parliament for 17 years and held a number of senior positions in both government and opposition, including serving as Minister for Tourism, Communications and the Arts.

Mr Lee is 59 years old and is an Australian citizen. The board of Sydney Airport Limited considers Mr Lee to be an independent director.

In December 2015 the board conducted a review of the performance of the board, the directors and the committees to which they are appointed. Consistent with the result of those reviews, the re-election of Mr Lee is supported by the board.

*The board of Sydney Airport Limited (with Mr Lee abstaining) recommends that investors vote in favour of Mr Lee's re-election.*

### **John Roberts LLB**

Mr Roberts was appointed as a Sydney Airport director in October 2009. He is the Chairman of the Audit and Risk Committee and a member of the Western Sydney Airport Committee. He is a director of ASX-listed Macquarie Atlas Roads Limited and non-executive Chairman of Macquarie Infrastructure and Real Assets (MIRA) and continues to serve on a number of boards and investment committees within MIRA, a division that has around \$100 billion of assets under management. He previously served for just over 10 years as both a director and Chair of ASX-listed DUET Group. Mr Roberts joined Macquarie Group in 1991 and over the following 22 years held executive roles including Head of Macquarie Group Europe, Joint Head of Macquarie Capital Advisers, Global Head of Macquarie Capital Funds (prior to it being renamed MIRA), Chairman of NYSE listed Macquarie Infrastructure Company and Executive Chairman of Macquarie Funds Group.

Mr Roberts is 57 years old and is an Australian citizen. The board of Sydney Airport Limited considers Mr Roberts to be an independent director.

In December 2015 the board conducted a review of the performance of the board, the directors and the committees to which they are appointed. Consistent with the result of those reviews, the re-election of Mr Roberts is supported by the board.

*The board of Sydney Airport Limited (with Mr Roberts abstaining) recommends that investors vote in favour of Mr Roberts' re-election.*

### **Grant Fenn BEc, CA**

Mr Fenn was appointed as a Sydney Airport director in October 2015. He is a member of the Western Sydney Airport Committee. Mr Fenn has been the Managing Director and Chief Executive Officer of ASX-listed Downer EDI Limited since 2010. He is a Chartered Accountant with over 25 years' experience in senior executive roles in major Australian corporations covering operational and financial management and strategy development. Mr Fenn was a member of the Qantas Executive Committee for over ten years, Chairman of Star Track Express and a director of Australian Air Express. He held a number of senior executive roles at Qantas including responsibility for Strategy and Investment and Associated Businesses, which included the Airport, Freight, Flight Catering and Qantas Holidays businesses. Prior to Qantas, Mr Fenn spent eight years with accounting firm KPMG.

Mr Fenn is 51 years old and is an Australian citizen. The board of Sydney Airport Limited considers Mr Fenn to be an independent director.

Mr Fenn was appointed as a director on 1 October 2015 after an extensive search process conducted with the assistance of a non-executive director recruitment specialist. Extensive reference checks were conducted before his appointment. A disclosure of interest form was provided by Mr Fenn and notified to the board as part of directors' standing interest disclosures.

*The board of Sydney Airport Limited (with Mr Fenn abstaining) recommends that investors vote in favour of Mr Fenn's election.*

### **2.4 Approval for the CEO Long Term Incentives for 2016 (SAL Resolution 5)**

Investors are being asked to approve the equity component of Ms Mather's remuneration package for 2016, which relates to the proposed grant of Rights, being rights to acquire Sydney Airport stapled securities subject to the satisfaction or waiver of certain performance conditions, under the Sydney Airport Long Term Incentive Plan (the **LTI Plan**).

## 2. Explanatory Notes to AGM business (continued)

### Why is the approval of investors being sought?

As stapled securities allocated under the LTI Plan to satisfy vested grants of Rights are expected to be bought on-market in future upon satisfaction of the vesting conditions, Sydney Airport is not required by law to seek investor approval.

The Board has, however, determined that in the interests of transparency and good governance, investor approval for equity-based allocations to the CEO will be sought for 2016.

Details of the terms of the LTI Plan and the proposed grant of Rights to the CEO are set out in the Appendix to this document.

### What is the board's recommendation?

In the non-executive directors' view, it is in the best interests of investors to approve the grant of Rights to the CEO because vesting of the Rights will be subject to performance hurdles that appropriately align the CEO's remuneration with investor returns.

*The board of Sydney Airport Limited (with the CEO, Ms Mather, abstaining) recommend that investors approve the grant and the CEO's continuing participation in the LTI Plan.*

### Voting Exclusions

#### Resolution 5 – Approval for the CEO Long Term Incentives for 2016

SAL will disregard any votes cast on SAL Resolution 5:

- by or on behalf of Kerrie Mather or her closely related parties, or her associates; and
- as a proxy by a member of KMP or a closely related party of a member of KMP,

unless the vote is cast:

- as proxy for a person entitled to vote, in accordance with the directions on the proxy form; or
- by the Chairman of the meeting as proxy for a person entitled to vote, in accordance with an express authority to vote undirected proxies as the Chairman sees fit (even though the resolution is connected directly or indirectly with the remuneration of a member of KMP).

### 2.5 Appointment of Director – (SAT1 Resolution 1)

To pass the resolution to appoint the director more than 50% of the votes cast by investors must be in favour of the resolution.

#### Director standing for election

In accordance with the TTCSAL constitution and the ASX Listing Rules, Ms Gillian Larkins stands for election as a director of the responsible entity of SAT1 following her appointment which took effect in April 2016

#### **Gillian Larkins BCom, Grad Dip (Acc & Fin), MBA, CA, GAICD**

Ms Larkins was appointed as a TTCSAL director in April 2016. Ms Larkins joined Perpetual as Group Executive Transformation Office in October 2012, and assumed the role of Chief Financial Officer in January 2013. Ms Larkins has approximately 20 years of experience in finance, strategy and management roles across a number of industries. Most recently, she was Chief Financial Officer, Managing Director of Westpac Institutional Bank, responsible for Finance and Strategy, and prior to that, Chief Financial Officer Australia & New Zealand of Citigroup. Ms Larkins has also served on the board of Hastings Fund Management as a non-executive director from 2009 to 2011. As a member of the Executive Leadership Team reporting to the CEO, Ms Larkins heads Perpetual's Finance, IT, and Risk functions, which include Audit, Legal and Company Secretariat.

Ms Larkins is 44 years old and a New Zealand citizen. Whilst the board of TTCSAL has in place governance arrangements requiring that the composition of its board reflect a majority of independent directors, since Ms Larkins is an employee of the parent company of TTCSAL, she is not considered by the board of TTCSAL to be an independent director.

*The board of The Trust Company (Sydney Airport) Limited (with Ms Larkins abstaining) recommends that investors vote in favour of Ms Larkins' election.*

## 3. Notices of Meeting

### NOTICE OF GENERAL MEETING

#### Sydney Airport Limited (ACN 165 056 360)

Sydney Airport Limited gives notice that a meeting of the shareholders of the company will be held on 20 May 2016 at 11.00am (Sydney time) at The Hyde Park Ballroom, Doltone House, Level 3, 181 Elizabeth Street, Sydney NSW 2000 to transact the following business:

#### 1. Financial Statement and Reports

To receive and consider the Financial Report of Sydney Airport Limited and its controlled entities for the financial year ended 31 December 2015, together with the statements and reports of directors and auditors forming part of the Financial Report.

#### 2. SAL Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That the Remuneration Report, which forms part of the Directors’ Report for the year ended 31 December 2015, be adopted.”

Note: In accordance with the Act, the vote on the adoption of the Company’s remuneration report for the financial year ended 31 December 2015 is advisory only and does not bind the directors or SAL

#### 3. SAL Resolution 2 – Re-election of Michael Lee

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Michael Lee be re-elected as a director of Sydney Airport Limited.”

#### 4. SAL Resolution 3 – Re-election of John Roberts

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That John Roberts be re-elected as a director of Sydney Airport Limited.”

#### 5. SAL Resolution 4 – Election of Grant Fenn

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Grant Fenn be elected as a director of Sydney Airport Limited.”

#### 6. SAL Resolution 5 – Approval for the CEO Long Term Incentives for 2016

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That approval be given for the acquisition by the CEO of Sydney Airport, Ms Kerrie Mather, of 166,816 Rights under the Sydney Airport Long Term Incentive Plan (**LTI Plan**), and stapled securities of Sydney Airport on the future vesting of all or some of those Rights, on the basis described in the Explanatory Notes to the Notice convening this meeting.”

Terms and expressions used in this Notice of Meeting have, unless otherwise defined, the same meanings set out in section 1 or section 2.

BY ORDER OF THE BOARD OF SYDNEY AIRPORT LIMITED



**Jamie Motum**

Company Secretary

15 April 2016

### 3. Notices of Meeting (continued)

#### NOTICE OF GENERAL MEETING

#### Sydney Airport Trust 1 (ARSN 099 597 921)

The Trust Company (Sydney Airport) Limited (ACN 115 967 087) gives notice that a meeting of the unitholders of Sydney Airport Trust 1 will be held on 20 May 2016 at The Hyde Park Ballroom, Doltone House, Level 3, 181 Elizabeth Street, Sydney NSW 2000 to transact the following business:

#### 1. SAT1 Resolution 1 - Election of Gillian Larkins

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That the election of Gillian Larkins as a director of The Trust Company (Sydney Airport) Limited by its shareholder be approved.”

Terms and expressions used in this Notice of Meeting have, unless otherwise defined, the same meanings set out in section 1 or section 2.

BY ORDER OF THE BOARD OF THE TRUST COMPANY (SYDNEY AIRPORT) LIMITED



**Jamie Motum**

Company Secretary

15 April 2016

## 4. Voting information

### Voting

You can vote in either of two ways:

- attending the meetings and voting in person or, if you are a corporate member, by corporate representative voting for you; or
- appointing a proxy to attend and vote for you, using the enclosed proxy form or by completing and lodging a proxy form online at [www.investorvote.com.au](http://www.investorvote.com.au).

### Voting in person

If you plan to attend the meetings, we ask that you arrive at the meeting venue at least 30 minutes prior to the time designated for the meeting so that we may check your security holding against our register of members and note your attendance. **The meetings will be held on Friday, 20 May 2016 at 11.00am (Sydney time) at The Hyde Park Ballroom, Doltone House, Level 3, 181 Elizabeth Street, Sydney NSW 2000.**

### Voting by corporate representative

If a corporate member plans to attend, it must appoint a person to act as its representative and the appointed person must bring appropriate written evidence of the appointment to the meeting signed under the corporation's common seal or in accordance with section 127 of the Act.

### Voting by proxy

If you do not intend to attend the meeting and are entitled to vote on the resolution, you may select a representative or the Chairman of the meeting to act as your proxy to attend and vote for you. A representative must be a natural person, but otherwise can be any person you choose and need not be a Sydney Airport security holder. Your proxy can be appointed in respect of some or all of your votes. If you are entitled to cast two or more votes at the meeting, you may appoint two proxies each to exercise a specified proportion of your voting rights. Proxy lodgement details are:

By internet: Log on to [www.investorvote.com.au](http://www.investorvote.com.au).

If you are a custodian and an Intermediary Online subscriber, you can log on to [www.intermediaryonline.com](http://www.intermediaryonline.com)

By post: Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne, Victoria 3001  
Australia

By fax: (within Australia) 1800 783 447  
(outside Australia) +61 3 9415 2555

By hand: Computershare Investor Services Pty Limited  
Level 4, 60 Carrington Street, Sydney NSW

### Entitlement to vote

Sydney Airport has determined that for the purpose of entitlement to vote at the meetings, shares in SAL and units in SAT1 will be taken to be held by those persons recorded on the register as at 7.00pm (Sydney time) Wednesday, 18 May 2016.

### Timing

For the appointment of a proxy to be effective, you must ensure that your proxy form (and, if applicable, a certified copy of the relevant authority under which it is signed) is received by the registry, Computershare Investor Services Pty Limited, **no later than 11.00am (Sydney time) Wednesday, 18 May 2016.**

### More information

If you have any questions, please contact the Sydney Airport Investor Relations team on 1800 181 895 or +61 2 9667 9871 (if calling from outside Australia), Monday to Friday between 9.00am and 6.00pm (Sydney time).

# Appendix

## Background

Ms Mather was appointed as Sydney Airport's Managing Director and Chief Executive Officer in July 2011.

As the CEO, Ms Mather receives fixed remuneration and can earn variable remuneration through short and long term incentive arrangements. The fixed component of her remuneration (inclusive of superannuation) is \$1.8 million per annum. She also participates in a short term performance scheme pursuant to which she will be eligible to receive a variable short term incentive award based on her individual performance and Sydney Airport's performance over the annual performance review period. For the year commencing 1 January 2016, Ms Mather's short term performance award is up to, \$1.8 million, subject to meeting certain targets, a portion of which is subject to a two year service condition. Further information on the short term incentive component of Ms Mather's remuneration is detailed in the Remuneration Report within the Annual Report for the year ended 31 December 2015.

In respect of the long term incentive component of Ms Mather's remuneration for the year commencing 1 January 2016, SAL will, subject to obtaining the necessary investor approval, allocate to her that number of Rights determined based on the formula  $\frac{\$1,080,000}{\text{notional value of a Right}}$  calculated at 16 March 2016 (the **Allocation Date**), rounded down to the nearest whole number (**New Rights**). The notional value of a New Right as at the Allocation Date is calculated using the volume weighted average price of Sydney Airport stapled securities traded on the ASX over twenty trading days commencing on the date of release of Sydney Airport's 2015 full year results.

The amount of New Rights allocated to Ms Mather is 166,816.

SAL intends that the long term incentive component of Ms Mather's remuneration package will involve the annual grants of Rights, which would be subject to performance conditions.

The performance conditions, Test Date, Allocation Date and other vesting conditions applying to the New Rights will be the same as those that apply to any other senior executives participating in the LTI Plan in respect of the year commencing 1 January 2016.

The actual value that Ms Mather will receive from this award cannot be determined until after the end of the three-year performance period, as it will depend on whether the performance conditions are achieved and the price of Sydney Airport's stapled securities at the time.

The key terms relating to the New Rights are as described below. For further information on the LTI Plan, refer to the Remuneration Report in the Annual Report for the year ended 31 December 2015, in particular pages 77, 78 and 82.

## Date the securities will be provided

If approved by investors, the New Rights will be provided to Ms Mather as soon as practicable after the AGM.

## Maximum number of securities to be provided

The maximum number of New Rights that may be acquired by Ms Mather under the LTI Plan pursuant to SAL Resolution 5 is determined based on the formula  $\frac{\$1,080,000}{\text{notional value of a Right}}$  calculated at the Allocation Date.

## The price of the securities, vesting conditions and other matters

### No exercise price

No amount is payable on the grant of the New Rights.

### Underlying securities

For each New Right that vests, Ms Mather will be entitled to receive one Sydney Airport stapled security.

If the Company undertakes a variation of the issued capital of the Company (such as a capitalisation or rights issue, bonus issue, sub-division, consolidation or reduction of share capital) or certain other corporate actions (such as a demerger or the payment of a special dividend), the Board may vary the performance conditions, adjust the number of Rights or the number of shares the subject of the Rights or issue further Rights (or any combination of these things), in each case subject to the ASX Listing Rules.

## Conditions of vesting

### Performance Conditions

The performance conditions set by the Board for the proposed grant of Rights to Ms Mather are as follows:

- for one third of the Rights granted (**TSR tranche**), a market comparative Total Shareholder Return (**TSR**) performance condition;
- for one third of the Rights granted (**CPS tranche**), a cash flow per stapled security (**CPS**) performance condition; and
- for one third of the Rights granted, a non-financial performance condition.

For the TSR tranche and the CPS tranche, satisfaction of the performance condition is subject to the vesting scale outlined below.

All performance conditions are measured over the three year period ending 31 December 2018. The performance conditions are not retested if not met and any Rights in respect of which the performance conditions are not met will lapse, subject to the waiver of conditions to the extent permitted under the LTI Plan.

## Appendix (continued)

### (a) TSR performance condition

Broadly, TSR measures the return received by investors from holding securities in an entity over a particular period. TSR is calculated by taking into account the change in an entity's security price over the relevant measurement period as well as the distributions received (and assumed to be reinvested back into the entity's securities) during that period.

The TSR performance condition for the proposed grant of Rights to Ms Mather compares Sydney Airport's TSR performance over the performance period against the TSR performance over the same period of a group of comparator companies (comprising S&P/ASX 100 companies as at 1 January 2016).

A minimum TSR ranking for Sydney Airport at the 50th percentile measured against the comparator companies is required for any Rights in the TSR tranche to vest. All of the TSR tranche will vest if Sydney Airport's TSR ranking is at or above the 75th percentile measured against the comparator companies. Vesting will occur progressively on a pro rata basis up to 100% of the TSR tranche for a TSR ranking for Sydney Airport between the 50th percentile and the 75th percentile.

The table below sets out the percentage of the relevant tranche of Rights that will vest depending on Sydney Airport's relative TSR ranking as at the end of the Performance Period.

TSR ranking	Percentage of relevant rights that will vest
Below the 50th percentile	0% of relevant Rights will vest
At the 50th percentile	50% of relevant Rights (rounded up to the nearest whole number) will vest
At or above the 75th percentile	100% of relevant Rights will vest
Above the 50th percentile and below the 75th percentile	An additional 2% of relevant Rights (rounded up to the nearest whole number) will vest for each 1 percentile increase above the 50th percentile

### (b) CPS performance condition

CPS is the cash flow per stapled security for a particular financial year, and is derived by dividing the Net Operating Receipts (as disclosed in the audited financial statements for Sydney Airport for the relevant financial year) by the average number of stapled securities on issue during the financial year.

In relation to the proposed grant of Rights to Ms Mather, the CPS tranche will vest (wholly or in part) upon Sydney Airport attaining a compound annual CPS growth rate

equal to or greater than 8% over the performance period, relative to the 2015 financial year. A compound annual CPS growth rate equal to or greater than 12% over the performance period will result in 100% of the Rights in the CPS tranche vesting. Vesting will occur progressively on a pro rata basis up to 100% of the CPS tranche for a compound annual CPS growth rate between 8% and 12% over the performance period.

The table below sets out the percentage of the relevant tranche of Rights that will vest depending on the annual compound growth in CPS over the relevant period.

CPS growth	Percentage of relevant rights that will vest
Below 8%	0% of relevant Rights will vest
8%	50% of relevant Rights (rounded up to the nearest whole number) will vest
At or above 12%	100% of relevant Rights will vest
Above 8% and below 12%	Additional relevant Rights will vest on a pro rata basis (rounded up to the nearest whole number), based on the amount of the increase in annual compound CPS growth as between 8% and 12%

### (c) Non-financial performance condition

The Board, in its absolute discretion, will decide what proportion (if any) of the Rights that are subject to the non-financial performance condition will vest. In doing so, the Board may have regard to Ms Mather's performance (and that of the Sydney Airport group as a whole) against one or more of the following matters.

#### • Organisation

Operational aspects of Sydney Airport's performance, including:

- process/operational excellence (for example, productivity improvements, the effective and innovative use of technology or the re-engineering of operational processes, and cleanliness and appearance of the airport);
- corporate image, including Sydney Airport's management of relationships with government, regulatory entities, airlines and the broader community;
- occupational health and safety; and
- regulatory and compliance, including compliance with existing rules and regulations.

## Appendix (continued)

- **People & Leadership**

The advancement of Sydney Airport's people capabilities, the creation of an environment that is conducive to high performance and the development of Sydney Airport's employees, employee morale, and staff retention.

- **Customers**

The enhancement of customer satisfaction and other customer-related objectives.

- **Delivery of financial outcomes**

Contribution to delivery of Sydney Airport's financial outcomes and the sustainability of those outcomes (including the successful implementation of marketing initiatives and business growth strategies) and the delivery or progress of strategic projects.

The Board may review the performance conditions applicable to future grants of Rights on an annual basis.

### Lapse of New Rights

New Rights that have not vested on the Test Date will ordinarily lapse.

### Cessation of employment

Upon termination of employment, all unvested New Rights will lapse immediately, subject to certain exceptions. Those exceptions are where (in broad terms) Ms Mather: (i) retires (where she will retain a pro rata number of New Rights based on the proportion of the performance period served); (ii) is retrenched (where she will retain a pro rata number of New Rights based on the proportion of the performance period served, subject to certain exceptions); or (iii) dies or is permanently disabled (where she will retain a pro rata number of New Rights based on the proportion of the performance period served, subject to certain exceptions).

The retained Rights will remain subject to the performance-based conditions and will be tested at the same time as testing would have occurred if employment had continued. Retained Rights that vest may be cash settled at the discretion of the Board. Those Rights that are not retained will lapse.

These arrangements are subject to the general discretion of the Board to determine how unvested Rights are to be dealt with upon cessation of employment before the end of the performance period (subject to the Act and the ASX Listing Rules).

### Directors who have received Rights under the LTI Plan

Ms Mather is the only director or associate of a director who has received Rights under the LTI Plan since the LTI Plan was put in place in April 2015.

191,403 Rights were issued to Ms Mather on 22 April 2015. In accordance with the LTI Plan, as described in the Notices of Meeting for the 2015 Sydney Airport Annual General Meeting.

### Directors who are eligible to participate in the LTI Plan

Under the LTI Plan, grants may be made to any employee of a member of the Sydney Airport group. However, the present intention of the board of SAL is to restrict participation to the CEO and a limited number of senior executives who are considered to have the ability to impact the group's performance.

### No loan scheme

No loan will be provided in connection with the New Rights.

# Corporate Directory

## Sydney Airport Limited

ACN 165 056 360

## The Trust Company (Sydney Airport) Limited

ACN 115 967 087 / AFSL 301162

Central Terrace Building  
10 Arrivals Court  
Sydney International Airport NSW 2020  
Investor Relations: +61 2 9667 9871  
Toll free: 1800 181 895  
[www.sydneyairport.com.au/investors/](http://www.sydneyairport.com.au/investors/)

The Trust Company (Sydney Airport) Limited is the responsible entity of Sydney Airport Trust 1

## Directors of Sydney Airport Limited

Trevor Gerber (Chairman)  
Michael Lee  
John Roberts  
Stephen Ward  
Ann Sherry  
Grant Fenn  
Kerrie Mather

## Directors of The Trust Company (Sydney Airport) Limited

Russell Balding  
Patrick Gourley  
Gillian Larkins  
Christopher Green (Alternate Director)

## Company Secretary of Sydney Airport Limited

Jamie Motum

## Company Secretaries of The Trust Company (Sydney Airport) Limited

Sylvie Dimarco  
Glenda Charles  
Jamie Motum

## Lawyers

Allens  
Deutsche Bank Place  
Cnr Hunter & Phillip Streets  
Sydney NSW 2000

## Auditors

KPMG  
10 Shelley Street  
Sydney NSW 2000

## Registry

Computershare Investor Services Pty Limited  
GPO Box 2975 Melbourne VIC 3001  
Telephone: 1800 102 368 or +61 3 9415 4195  
Facsimile: +61 2 8234 5050





SYD

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Lodge your vote:

 **Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)

 **By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



### Your access information that you will need to vote:

**Control Number: 999999**

**SRN/HIN: I9999999999 PIN: 99999**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 11:00am (Sydney time) on Wednesday 18 May 2016**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Sydney Airport hereby appoint

the Chairman of the Meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at Annual General Meetings of SAL and SAT1 to be held at The Hyde Park Ballroom, Doltone House, Level 3, 181 Elizabeth Street, Sydney NSW 2000 on Friday, 20 May 2016 at 11:00am (Sydney time) and at any adjournment of those meetings.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on SAL Resolution 1 and SAL Resolution 5 (except where I/we have indicated a different voting intention below) even though SAL Resolution 1 and SAL Resolution 5 are connected directly or indirectly with the remuneration of a member of key management personnel (which includes the Chairman of the meeting).

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on SAL Resolution 1 and SAL Resolution 5 by marking the appropriate box in step 2 below.

## STEP 2 Resolutions

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

### SAL

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Michael Lee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of John Roberts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Grant Fenn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval for the CEO Long Term Incentives for 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### SAT1

1 Election of Gillian Larkins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / / \_\_\_\_\_

SYD

999999A

Computershare +

SYDRM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Sydney Airport. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Manage your share portfolio quickly and securely, update your details, view balances and much more by visiting [www.investorcentre.com](http://www.investorcentre.com) and following the instructions.

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Sydney Airport**