

1. Annual General Meeting

The Sydney Airport Annual General Meeting will be held on 15 May 2014. 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. These can also be lodged online at 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 2013 will be put before investors. These Reports are in Sydney Airport's 2013 Annual Report and can be accessed on our website at 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 ended 31 December 2013 is set out on pages 10-20 of the Sydney Airport Financial Report for the year ended 31 December 2013 and is also available on our website at 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.

In accordance with the Act, the vote on the adoption of the Remuneration Report for the period ended 31 December 2013 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 Non-executive Directors and Executives of Sydney Airport.

Voting exclusion statement

SAL will disregard any votes cast on SAL Resolution 1:

- by or on behalf of a member of the key management personnel details of whose remuneration are included in the Remuneration Report (KMP);
- 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 the KMP).

2.3 Appointment of directors (SAL Resolutions 2 and 3)

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

Directors standing for re-election or election

In accordance with the SAL constitution and the ASX Listing Rules, Mr Stephen Ward and Mr Bob Morris retire by rotation. Mr Ward offers himself for re-election to the board of SAL, but Mr Morris is not seeking re-election.

2. Explanatory Notes to AGM business (continued)

As required by the SAL constitution and the ASX Listing Rules, Ms Ann Sherry AO also stands for election to the SAL board following her appointment which will take effect on 1 May 2014.

Stephen Ward, LLB

Mr Ward was appointed as a Sydney Airport director in February 2011. He is the chairman of the SAL Nomination and Remuneration Committee. He is a commercial partner of Simpson Grierson, one of New Zealand's largest law firms, where he specialises in advising on strategic issues, all aspects of corporate governance, statutory compliance, company law, mergers and acquisitions, overseas investment and related issues. Mr Ward is also a director of Sovereign Assurance Company Limited, a trustee of the Life Flight Trust, a New Zealand charity providing emergency helicopter services in the Wellington region and a national air ambulance service, and a member of the New Zealand Rugby Union Appeal Council. During most of the period from 1992 until 2012 Mr Ward was a member of Simpson Grierson's board of management and he continues to be consulted by the firm on strategic issues.

Mr Ward is 54 years old and a New Zealand citizen.

In February 2014 the SAL 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 Ward is recommended.

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

Ann Sherry AO, BA, Grad Dip IR, FAICD, FIPAA, HonDLitt Macq

Ms Sherry has had a distinguished career in the private and public sectors, including industry and community organisations. She is CEO of Carnival Australia, a division of Carnival Corporation, the world's largest cruise ship operator which owns P&O Cruises, Princess Cruises, Cunard, Holland America, Seabourn and others which make up more than 70 per cent of the Australian and New Zealand cruise market. In her seven years at the helm of Carnival Australia, Ms Sherry has led record industry growth, made cruising the fastest growing sector of Australian and New Zealand tourism, and made this region the fastest growing cruise market in the world.

Ms Sherry is also a non-executive director of Jawun–Indigenous Corporate Partnerships, ING Direct (Australia), The Myer Family Company Holdings Pty Ltd and Australian Rugby Union, as well as Chair of Safe Work Australia and Deputy Chair of the Cruise Line Industry Association (CLIA) Australasia. She previously served as First Assistant Secretary, Office of the Status of Women in the Department

of Prime Minister and Cabinet, and was formerly the CEO of Bank of Melbourne and Westpac New Zealand.

Ms Sherry is 60 years old and an Australian citizen.

Ms Sherry was invited to become a director after an extensive search process conducted with the assistance of a non-executive director recruitment specialist. She is scheduled to join the SAL board on 1 May 2014.

The board of Sydney Airport Limited recommends that investors vote in favour of Ms Sherry's election.

2.4 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 re-election

In accordance with the TTCSAL constitution and the ASX Listing Rules, Mr Patrick Gourley retires by rotation as a director of the responsible entity of SAT1. Mr Gourley offers himself for re-election to the board of TTCSAL.

Patrick Gourley, BEcon (Hons), MEcon

Mr Gourley was appointed as a director of TTCSAL on 23 October 2013.

Mr Gourley was a director of Sydney Airport Corporation Limited, the lessee and operator of Sydney (Kingsford-Smith) Airport, and its related bodies corporate from September 2002 until September 2013. Prior to that, he was a senior officer of the Department of Defence from 1992 to 2000, a senior officer of the Australian Department of Industrial Relations from 1998 to 2002, and a former member of the Military Superannuation Board of Trustees from 1992 to 2000. Mr Gourley is a former director of the Great Energy Alliance Corporation and the Loy Yang Marketing Management Company.

Mr Gourley is 70 years old and an Australian citizen.

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

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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 15 May 2014 at 11.00am (Sydney time) at Ballroom 2, Four Seasons Hotel Sydney, 199 George Street, Sydney NSW 2000 to transact the following business:

1. Financial Statement and Reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report of Sydney Airport Limited and its controlled entities for the financial year ended 31 December 2013.

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

2. SAL Resolution 1- Adoption of Remuneration Report

"That the Remuneration Report, which forms part of the Directors' Report for the period ended 31 December 2013, be adopted."

Note: In accordance with the Act, the vote on the adoption of the Remuneration Report for the period ended 31 December 2013 is advisory only and does not bind the Directors or SAL.

3. SAL Resolution 2 - Re-election of Stephen Ward

"That Stephen Ward be re-elected as a director of Sydney Airport Limited."

4. SAL Resolution 3 – Election of Ann Sherry AO

"That Ann Sherry be elected as a director of Sydney Airport Limited."

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

Greene Att

Company Secretary

11 April 2014

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 15 May 2014 at 11.00am (Sydney time) at Ballroom 2, Four Seasons Hotel Sydney, 199 George Street, Sydney NSW 2000 to transact the following business:

Consider, and if thought fit, pass the following resolution as an ordinary resolution:

1. SAT1 Resolution 1 – Re-election of Patrick Gourley

"That the re-election of Patrick Gourley 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

Greene Htt

11 April 2014

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

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 Thursday 15 May 2014 at 11.00am (Sydney time) at Ballroom 2, Four Seasons Hotel Sydney, 199 George 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

If you are a custodian and an Intermediary Online subscriber, you can log on to 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) Tuesday, 13 May 2014.

Timing

For the appointment of a proxy to be effective, you must ensure that your proxy form (and 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) Tuesday, 13 May 2014.

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).

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/

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

Directors of Sydney Airport Limited

Max Moore-Wilton (Chairman)

Trevor Gerber

Bob Morris

Michael Lee

John Roberts

Stephen Ward

Kerrie Mather

Ann Sherry (appointment effective 1 May 2014)

Directors of The Trust Company (Sydney Airport) Limited

Russell Balding Patrick Gourley Christopher Green

Lawyers

Allens Deutsche Bank Place Cnr Hunter & Phillip Streets 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



Sydney Airport Limited (ACN 165 056 360) The Trust Company (Sydney Airport) Limited (ACN 115 967 087) (AFSL 301162) as responsible entity for Sydney Airport Trust 1 (ARSN 099 597 921) (together SYD)



→ 000001 000 SYD MR SAM SAMPLE FLAT 123 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030

Lodge your vote:



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

For all enquiries call:

(within Australia) 1800 102 368 (outside Australia) +61 3 9415 4195

Proxy Form

Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au

Cast your proxy vote

Access the annual report

Review and update your security holding

Your secure access information is:

Control Number: 999999

SRN/HIN: 19999999999 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 Tuesday 13 May 2014

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 as they choose. 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 meetings 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

A proxy need not be a security holder of SYD.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the security holder must sign.

Joint Holding: Where the holding is in more than one name, all of the security holders 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 Meetings

Bring this form to assist registration. If a representative of a corporate security holder or proxy is to attend the meetings 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 under the information tab, "Downloadable 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 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 999999999

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P1 Appoint a Proxy to \	Vote on Vour Behalf	
	Vote on Your Behalf Airport Limited (SAL) and Sydney Airport Trust [,]	X (SAT1) and entitled to
attend and vote hereby appoint	Airport Lillined (SAL) and Sydney Airport Trust	1 (SATT) and entitled to
the Chairman OR		PLEASE NOTE: Leave this box blank you have selected the Chairman of the
of the Meetings OR		you have selected the Chairman of the Meetings. Do not insert your own nam
to act generally at the meetings on my/our the proxy sees fit) at the Annual General ${\bf N}$	named, or if no individual or body corporate is named, the r behalf and to vote in accordance with the following direct Meetings of SAL and SAT1 to be held at Ballroom 2, Four 00am (Sydney time) and at any adjournment of those mee	tions (or if no directions have been given, Seasons Hotel Sydney, 199 George Stre
Important Note : Chairman to vote undirect favour of each resolution.	cted proxies in favour: I/we acknowledge that the Chairma	an intends to vote undirected proxies in
as my/our proxy (or the Chairman become Item 2 (Remuneration report) as he/she se connected directly or indirectly with the rel	vote undirected proxies on remuneration related resolution es my/our proxy by default), I/we expressly authorise the Cees fit (except where I/we have indicated a different voting muneration of a member of key management personnel, we the Chairman to vote for or against or abstain from voting	Chairman to exercise my/our proxy on SA intention below) even though SAL Item in which includes the Chairman. If the Chair
P 2 Items of Business	PLEASE NOTE: If you mark the Abstain box for an item, yo behalf on a show of hands or a poll and your votes will not b	e counted in computing the required majority.
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2 Adoption of Remuneration Report		
3 Re-election of Stephen Ward		
4 Election of Ann Sherry AO		
SAT1		
1 Re-election of Patrick Gourley		
The Chairman of the Meeting intends to yets un	adjrected proving in favour of each item of business	
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Signature of Securit	syholder(s) This section must be completed. Security holder 2 Sec	curity holder 3 ector/Company Secretary

Computershare





Sydney Airport Limited (ACN 165 056 360) The Trust Company (Sydney Airport) Limited (ACN 115 967 087) (AFSL 301162) as responsible entity for Sydney Airport Trust 1 (ARSN 099 597 921) (together SYD)

→ 000002 000 SYDRM MR RETURN SAMPLE 123 SAMPLE STREET SAMPLE SURBURB SAMPLETOWN VIC 3030

Lodge your vote:



www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia

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Proxy Form



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Cast your proxy vote

Access the annual report

Review and update your security holding

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PIN: 99999

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🌣 For your vote to be effective it must be received by 11:00am (Sydney time) on Tuesday 13 May 2014

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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.

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



MR RETURN SAMPLE 123 SAMPLE STREET SAMPLE SURBURB SAMPLETOWN 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



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Proxy Form	Please ma	ark 🗶 to indicate your directio
Appoint a Proxy to Vo		X
attend and vote hereby appoint	rport Limited (SAL) and Sydney Airport Trus	t 1 (SA11) and entitled to
the Chairman of the Meetings OR		PLEASE NOTE: Leave this box blank you have selected the Chairman of the Meetings. Do not insert your own nam
or failing the individual or body corporate nato act generally at the meetings on my/our better the proxy sees fit) at the Annual General Me Sydney on Thursday, 15 May 2014 at 11:00	amed, or if no individual or body corporate is named, the behalf and to vote in accordance with the following directings of SAL and SAT1 to be held at Ballroom 2, Foulam (Sydney time) and at any adjournment of those med proxies in favour: I/we acknowledge that the Chairm	ections (or if no directions have been given, ur Seasons Hotel Sydney, 199 George Stre eetings.
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items of business	behalf on a show of hands or a poll and your votes will not	
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3 Re-election of Stephen Ward		
4 Election of Ann Sherry AO		
SAT1		
1 Re-election of Patrick Gourley		
The Chairman of the Meeting intends to vote undi	rected provies in favour of each item of hypiness	
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Signature of Security Individual or Security holder 1	holder(s) This section must be completed. Security holder 2 S	ecurity holder 3
individual of Security Holder 1	Security florage 2	ecurity Holder 3
Sole Director and Sole Company Secretary	Director D	Director/Company Secretary
Contact	Contact Daytime	1 1
Name	Telephone	Date

Computershare





Sydney Airport Limited (ACN 165 056 360)
The Trust Company (Sydney Airport) Limited
(ACN 115 967 087) (AFSL 301162) as responsible
entity for Sydney Airport Trust 1 (ARSN 099 597 921)
(together SYD)

All correspondence to:

Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1800 102 368
(outside Australia) +61 3 9415 4195
Facsimile +61 3 9473 2500
www.investorcentre.com/contact
www.computershare.com

H 000002 000 SYDRM
MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030

Dear Security holder,

We have been trying to contact you in connection with your security holding 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 security holding 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 security holder 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;

- > Security holder 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

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

