

Notices of  
Meeting 2020

SYD



# Chairman's letter

Dear Securityholder,

Notice is given of the 2020 Sydney Airport Annual General Meetings (AGM) to be held on Friday, 22 May 2020 at 11:00am (Sydney time).

**The health and wellbeing of our stakeholders is of paramount importance to us. Sydney Airport is closely monitoring the impact of the unprecedented COVID-19 pandemic in Australia and observing guidance from the Federal and State Governments. Due to these extraordinary circumstances, this year, Sydney Airport's AGM will be held virtually. There will not be physical meetings. This is in the interests of your health and safety and the health and safety of the personnel who would attend the AGM.**

**As we have seen recently, the situation is changing rapidly. Accordingly, we may make alternative arrangements to the way in which the AGM is held. If this occurs, we will notify any changes by way of announcement on ASX ([www.asx.com.au](http://www.asx.com.au), under our ticker: SYD) and the details will also be made available on our website at [www.sydneyairport.com.au/investor](http://www.sydneyairport.com.au/investor).**

It is important that you have the opportunity to communicate your views to us. You are encouraged to participate in the meetings by watching our live webcast and asking questions and voting in the manner described below and on pages 6 and 7. We will do our utmost to ensure that members are able to ask questions of the auditor, board members and management as well as to make comments during the meetings.

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.

**How you can participate remotely:**

1. Securityholders can appoint the Chair of the meetings as proxy ahead of the AGM. Securityholders can complete the proxy form to provide specific instructions on how their vote is to be exercised on each item of business and the Chair of the meetings must follow your instructions. Securityholders may also vote online during the meetings. Instructions on how to vote are set out on pages 6 and 7.
2. Securityholders are encouraged to submit questions ahead of the AGM to either Sydney Airport or the auditor. We will also provide a facility for securityholders to submit questions online during the meetings. Further details are set out on page 6.
3. A live webcast will be available which will allow securityholders to participate in the meetings with written questions and cast their vote online at [www.sydneyairport.com.au/AGM2020](http://www.sydneyairport.com.au/AGM2020). The webcast will also be archived on our website for you to access at your convenience.
4. The presentations to be given by me and the CEO will be accessible, as usual, on the ASX prior to the commencement of the AGM. At the AGM, the CEO, Geoff Culbert, and I will provide securityholders with an update on Sydney Airport's performance, key strategic decisions, achievements for the 2019 financial year and our business outlook before moving to the formal business of the meetings and the resolutions detailed within the Notices of Meeting.

The Notices of Meeting are contained in Section 1. Section 2 explains the business of the meetings. Voting information is contained in Section 3 and proxy forms accompany this document. Proxies can also be lodged online at [www.investorvote.com.au](http://www.investorvote.com.au). This document is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

We look forward to your participation at the AGM in the manner outlined above and thank you for your continued support.

Yours faithfully,



**Trevor Gerber**  
Chairman



## 1. Notices of Meeting

# 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 Friday, 22 May 2020 commencing at 11:00am (Sydney time). Due to the extraordinary circumstances presented by the COVID-19 pandemic, the meeting will be held virtually. We encourage you to participate in the meeting in the way described in the Chairman's letter. The meeting will 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 2019, 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 2019, be adopted."*

Note: In accordance with the Corporations Act, the vote on the adoption of the Company's remuneration report for the financial year ended 31 December 2019 is advisory only and does not bind the directors or SAL.

### 3. SAL Resolution 2 – Re-election of Ann Sherry AO

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

*"That Ann Sherry AO be re-elected as a director of Sydney Airport Limited."*

### 4. SAL Resolution 3 – Re-election of Stephen Ward

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

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

### 5. SAL Resolution 4 – Approval for the CEO Long Term Incentives for 2020

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, Geoff Culbert, of 134,103 Rights under the Sydney Airport Long Term Incentive 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 as set out in the Chairman's Letter and Section 2.

By order of the Board of Sydney Airport Limited



**Karen Tompkins**  
**Company Secretary**

14 April 2020

## 1. Notices of Meeting

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### 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 Friday, 22 May 2020 at 11:00am (Sydney time). Due to the extraordinary circumstances presented by the COVID-19 pandemic, the meeting will be held virtually. We encourage you to participate in the meeting in the way described in the Chairman's letter. The meeting will transact the following business:

#### 1. SAT1 Resolution 1 – Election of Anne Rozenauers

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

*"That the election of Anne Rozenauers as a director of The Trust Company (Sydney Airport) Limited by its shareholder be approved."*

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

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

*"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 as set out in the Chairman's Letter and Section 2.

By order of the Board of The Trust Company (Sydney Airport) Limited.



**Karen Tompkins**

**Company Secretary**

14 April 2020

## 2. Explanatory notes to AGM business

# Explanatory notes

## SAL items of business

### Consideration of Reports

In accordance with the *Corporations Act 2001* (Cth) (the Corporations Act), the Financial Report, Directors' Report and Auditor's Report of SAL and its controlled entities for the financial year ended 31 December 2019 will be put before investors. These Reports are in the 2019 Sydney Airport Annual Report and can be accessed on our website at <https://www.sydneyairport.com.au/investor/investors-centre/reports>.

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.

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

SAL's Remuneration Report for the period ending 31 December 2019 is set out on pages 58-71 of the 2019 Sydney Airport Annual Report for the year ended 31 December 2019 and is also available on our website at <https://www.sydneyairport.com.au/investor/investors-centre/reports>.

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 Corporations Act, the vote on the adoption of SAL's remuneration report for the financial year ended 31 December 2019 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 (including the directors), 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 Corporations 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.***

### Appointment of Directors (SAL Resolutions 2 and 3)

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

### Directors standing for re-election

In accordance with the SAL constitution and the ASX Listing Rules, Ann Sherry and Stephen Ward retire by rotation. Ann Sherry and Stephen Ward offer themselves for re-election to the board of SAL.

### Ann Sherry AO, BA, Grad Dip IR, FAICD, FIPAA, HonDlitt Macq

Ann Sherry was appointed as a Sydney Airport director in May 2014. She is the chair of the Sydney Airport Nomination and Remuneration Committee and a member of the Sydney Airport Safety, Security and Sustainability Committee.

Ann Sherry has been a non-executive director of ASX-listed National Australia Bank since November 2017, director of the Palladium Group, Infrastructure Victoria, Cape York Partnerships, Museum of Contemporary Art and Chair of UNICEF Australia. Ann Sherry was appointed as chair of ASX-listed Enevo in January 2020.

Ann Sherry is the former chair and chief executive officer of Carnival Australia. She was at Westpac for 12 years and was the chief executive officer of Bank of Melbourne and Westpac New Zealand and Pacific Banking.

Ann Sherry is 66 years old and is an Australian citizen. The board of Sydney Airport Limited considers her to be an independent director.

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

### Stephen Ward LLB

Stephen Ward was appointed as a Sydney Airport director in February 2011. He is the chair of the Sydney Airport Safety, Security and Sustainability Committee. Stephen Ward is a non-executive director of several New Zealand companies including NZX and ASX-listed Restaurant Brands New Zealand Limited and he is the non-executive chair of SecureFuture Wiri Limited.

Stephen Ward is the deputy chair of the National Provident Fund Trust Board and chair of its Audit and Risk Committee. He also holds voluntary positions on the boards of Wellington Free Ambulance and The Life Flight Trust. Stephen Ward is the independent chair of the Advisory Council for the Financial Dispute Resolution Service and a consultant to Simpson Grierson, one of New Zealand's largest law firms.

Stephen Ward is 60 years old and is a New Zealand citizen. The board of Sydney Airport Limited considers him to be an independent director.

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

## 2. Explanatory notes to AGM business

### Approval for the CEO Long Term Incentives for 2020 (SAL Resolution 4)

Investors are being asked to approve the equity component of Geoff Culbert's remuneration package for 2020, 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).

To pass a resolution to approve the CEO's long term incentives, more than 50% of the votes cast by investors must be in favour of the resolution. SAL Resolution 4 will be put as an ordinary resolution.

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

Where securities are proposed to be issued by a listed entity to a director or their associates or certain other persons determined by ASX, securityholder approval is required under the ASX Listing Rules. In this case, as stapled securities allocated under the LTI Plan to satisfy vested grants of Rights are required to be bought on-market if the vesting conditions are satisfied, Sydney Airport is not required by law to seek investor approval. Additionally, Geoff Culbert is not a director of SAL and so does not fall directly within the ambit of the relevant ASX Listing Rules.

The board has, however, determined that investor approval for equity-based allocations to the CEO will be sought for 2020. If investors do not approve the grant of Rights to the CEO, the board will consider whether this component of his remuneration should be paid in cash or by some other means.

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. A copy of the LTI Plan Rules can be found in the Corporate Governance section of the Sydney Airport website.

**Please also note the section headed 'The board may review the CEO's remuneration for 2020' set out in the Appendix on page 10.**

### What is the board's recommendation?

In the board's 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 unanimously recommends that investors approve the grant and the CEO's continuing participation in the LTI Plan.***

### Voting exclusion statement

In relation to SAL Resolution 4, SAL will disregard any votes cast:

- by or on behalf of Geoff Culbert or his closely related parties, or his associates on the resolution; 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).

## SAT1 items of business

### Appointment of Director (SAT1 Resolution 1 and 2)

To pass a resolution to appoint a director more than 50% of the votes cast by investors must be in favour of the resolution. SAT1 Resolutions 1 and 2 will be put as ordinary resolutions.

### Directors standing for election or re-election

In accordance with the TTCSAL constitution and the ASX Listing Rules, Anne Rozenauers stands for election as a director of the responsible entity of SAT1 following her appointment which took effect in September 2019.

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

### Anne Rozenauers BComm, MBA

Anne Rozenauers was appointed a director in September 2019. She is a financial services professional with over 25 years of experience gained in Australia, the US and Asia. Her experience spans investment management, capital markets, superannuation and risk management across listed and unlisted financial products. Anne Rozenauers is currently General Manager – Product at Perpetual Limited where she is responsible for leading product strategy, design, development and lifecycle management of Perpetual's Investment and Advice product suite. Previous roles at Perpetual have included responsibility for Investment Risk, Responsible Investments and Investor Relations for a Listed Investment Company.

Prior to joining Perpetual in 2014, Anne Rozenauers held roles with a number of financial services organisations including BT Financial Group, Canadian Imperial Bank of Commerce and Macquarie Bank.

Anne Rozenauers is 49 years old and is an Australian citizen. As Anne Rozenauers is an employee of the parent company of TTCSAL, she is not considered by the board of TTCSAL to be an independent director. The remaining directors are considered by the board of TTCSAL to be independent.

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

### Patrick Gourley BEc (Hons), MEd

Patrick Gourley was appointed as a TTCSAL director in October 2013. He was a director of SCACH from 10 September 2002 to 23 September 2013. Prior to that, he was a senior officer of the Australian Department of Industrial Relations from 1989 to 1992, a senior officer of the Department of Defence from 1992 to 2000 and a member of the Military Superannuation Board of Trustees from 1992 to 2000. Patrick Gourley is a former director of the Great Energy Alliance Corporation and the Loy Yang Marketing Management Company.

Patrick Gourley is 76 years old and is an Australian citizen. The board of TTCSAL considers him to be an independent director.

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

### 3. Voting information

# Voting information

#### Stapled Securities

SAL and SAT1 only have stapled securities on issue. A stapled security consists of a share in Sydney Airport Limited and a unit in SAT1 Trust. These securities are stapled together and quoted jointly on the ASX.

#### Quorum and Voting

The Constitution of SAL provides that at least two members present in person or by proxy holding at least 10% of the stapled securities on issue constitute a quorum. The Constitution of SAT1 Trust provides that at least 2 unitholders present in person or by proxy constitute a quorum.

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 practicable after they are known.

#### On a poll:

- a) in the case of a resolution of SAL, each shareholder has one vote for each share held in the Company; and
- b) in the case of a resolution of the SAT1 Trust, each unitholder has one vote for each \$1.00 of the value of the Units held in the Trust.

You can vote by proxy. You can appoint a proxy to 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).

#### Participating and voting online

Securityholders who wish to participate in the meetings online may do so:

- a) from their computer, by entering the URL in their browser: [www.sydneyairport.com.au/AGM2020](http://www.sydneyairport.com.au/AGM2020); or
- b) from their mobile device by either entering the URL in their browser or by using the LUMI AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.

If you choose to participate in the meeting online, registration will open at 10:00am (Sydney time). You can log in to the Sydney Airport meetings by entering:

1. The meeting ID for the Sydney Airport AGM, which is: 303 103 863
2. Your username, which is your SRN/HIN
3. Your password, which is the postcode registered to your holding if you are an Australian securityholder. Overseas securityholders and proxy holders should refer to the AGM User Guide for their password details.

Participating in the meetings online enables securityholders to view the AGM live and to also ask questions and cast direct votes at the appropriate times whilst the meetings are in progress.

More information regarding participating in the meetings online, including browser requirements, is detailed in the AGM User Guide available on the Sydney Airport website [www.sydneyairport.com.au/AGM2020](http://www.sydneyairport.com.au/AGM2020).

#### Questions at the AGM

Please note, only securityholders may ask questions online once they have been verified. It may not be possible to respond to all questions. Securityholders are encouraged to lodge questions prior to the AGM (please see below).

#### Submission of written questions to SAL, SAT1 or the auditor in advance of the meeting

A securityholder who is entitled to vote at the meetings may submit a written question to SAL, SAT1 or the auditor in advance of the meetings:

1. about the business of SAL or SAT1;
2. about the Remuneration Report;
3. if the question is directed to the auditor provided it relates to:
  - a) the preparation and content of the Auditor's Report to be considered at the meetings;
  - b) the conduct of the audit or the auditor's independence; or
  - c) the accounting policies adopted by Sydney Airport in relation to the preparation of the Financial Statements.

We ask that all pre-AGM questions be received by Sydney Airport no later than five (5) business days before the date of the AGM, being Friday, 15 May 2020. Any questions should be directed to [www.sydneyairport.com.au/AGM2020](http://www.sydneyairport.com.au/AGM2020).

### 3. Voting information

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#### Voting by proxy

We encourage you to exercise your right to vote by proxy. You may also vote online in the manner described above.

You may select a proxy including by nominating the chairman to act as your proxy to vote for you. A proxy must be a natural person, but otherwise can be any person you choose and need not be a Sydney Airport securityholder. Your proxy can be appointed in respect of some or all of your votes. If you are entitled to cast two or more votes, 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 9473 2555

##### By hand:

Computershare  
Investor Services Pty Limited,  
Level 3, 60 Carrington Street,  
Sydney NSW

#### Undirected proxies

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

#### Directed proxies

If you appoint a proxy (other than the Chairman) and direct them how to vote, the Chairman must cast those proxy votes on your behalf if your proxy does not do so.

#### 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, 20 May 2020.

#### 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, 20 May 2020.

#### 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

Geoff Culbert commenced as Sydney Airport's Chief Executive Officer on 15 January 2018.

As the CEO, Geoff Culbert receives fixed remuneration and can earn variable remuneration through short and long term incentive arrangements. The fixed component of his remuneration (inclusive of superannuation) is \$1.5 million per annum. He also participates in a short term performance scheme pursuant to which he will be eligible to receive a variable short term incentive award based on his individual performance and Sydney Airport's performance over the annual performance review period. For the year commencing 1 January 2020, Geoff Culbert's short term award for on target performance is up to \$1.5 million, a portion of which is subject to a two year service condition. Further information on the short term incentive component of Geoff Culbert's remuneration is detailed in the 2019 Remuneration Report.

In respect of the long term incentive component of the CEO's remuneration for the year commencing 1 January 2020, SAL will, subject to obtaining the necessary investor approval, allocate to him that number of Rights determined based on the formula \$1,200,000 divided by the notional value of a Right calculated at 31 December 2019 (the Allocation Date), rounded up to the nearest whole number (New Rights). The notional value of a New Right as at the Allocation Date is \$8.95, which is the volume weighted average price of Sydney Airport stapled securities traded on the ASX over twenty trading days to 31 December 2019.

The number of New Rights proposed to be allocated to Geoff Culbert is 134,103.

The performance conditions, 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 2020.

The actual value that Geoff Culbert 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.

If investors do not approve the grant of Rights to the CEO, the board will consider whether this component of his remuneration should be paid in cash or by some other means.

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 2019, in particular pages 60-62 and 65-66.

### Date the securities will be provided

If approved by investors, the New Rights will be provided to Geoff Culbert as soon as practicable after the AGM, and in any event, by no later than 12 months after the AGM.

### Maximum number of securities to be provided

The maximum number of New Rights that may be acquired by Geoff Culbert under the LTI Plan pursuant to SAL Resolution 4 is determined based on the formula \$1,200,000 divided by the 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, Geoff Culbert 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 stapled securities the subject of the Rights or issue further Rights (or any combination of these things), in each case subject to the Corporations Act and ASX Listing Rules.

## Appendix

### Conditions of vesting

#### Performance Conditions

The performance conditions set by the board for the proposed grant of Rights to Geoff Culbert are as follows:

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

For each 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 2022. 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.

#### 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 the CEO 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 2020).

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

The performance condition will be taken not to have been satisfied if Sydney Airport's absolute TSR over the performance period is negative, regardless of Sydney Airport's relative TSR ranking.

#### **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 the CEO, the CPS tranche will vest upon Sydney Airport attaining a compound annual CPS growth rate between 4% and 8% over the performance period, relative to the 2019 financial year. A compound annual CPS growth rate equal to 4% will result in 50% of the Rights in the CPS tranche vesting. A compound annual CPS growth rate equal to or greater than 8% 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 4% and 8% 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.

<b>CPS growth</b>	<b>Percentage of relevant rights that will vest</b>
Below 4%	0% of relevant Rights will vest
4%	50% of relevant Rights (rounded up to the nearest whole number) will vest
At or above 8%	100% of relevant Rights will vest
Above 4% and below 8%	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 4% and 8%

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) Geoff Culbert: (i) retires; (ii) is retrenched; or (iii) dies or is permanently disabled. In these circumstances, subject to the Corporations Act and the ASX Listing Rules, the board has discretion, to determine that some or all Rights will remain on foot and vest in accordance with the rules of the LTI Plan, or that some or all unvested Rights will lapse.

#### **Relevant persons who have received Rights under the LTI Plan**

Since the last approval was obtained at the 2019 AGM, Geoff Culbert was allocated 172,718 Rights under the LTI Plan for 2019.

#### **Other persons 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.

#### **The board may review the CEO's remuneration for 2020**

This Notice records that Geoff Culbert receives fixed remuneration and is eligible to earn variable remuneration through short and long term incentive arrangements. As securityholders will appreciate, the COVID-19 pandemic has led to unprecedented uncertainty for our business and all over the world. The board recognises that remuneration arrangements set in ordinary times may not be appropriate in this extraordinary time. Given the uncertainty surrounding the duration and severity of the pandemic, the board may determine that the remuneration arrangements for the CEO for 2020, including the long term incentive plan, require adjustment. Any adjustment would need to take into account what is fair to all stakeholders particularly securityholders, other staff and the CEO. The board's key priority in considering any review will be to ensure the long term success of Sydney Airport.

# Corporate directory

## **Sydney Airport Limited**

ACN 165 056 360

## **The Trust Company (Sydney Airport) Limited**

ACN 115 967 087 AFSL 301162

Nigel Love 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)
- John Roberts
- Stephen Ward
- Ann Sherry AO
- Grant Fenn
- Abi Cleland
- David Gonski AC

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

- Russell Balding AO
- Patrick Gourley
- Anne Rozenauers

## **Chief Executive Officer of Sydney Airport Limited**

Geoff Culbert

## **Company Secretary of Sydney Airport Limited**

Karen Tompkins

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

- Sylvie Dimarco
- Karen Tompkins
- Gananatha Minithantri

## **Lawyers**

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

## **Auditors**

KPMG  
Level 38, Tower Three  
International Towers Sydney  
300 Barangaroo Avenue  
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





## Need assistance?

**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)

**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

SYD

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



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00 am (Sydney time) Wednesday, 20th May 2020.**

# Proxy Form

## 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 Sydney Airport.**

## 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.

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

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

### By Mail:

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

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



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

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 securityholder/s of Sydney Airport hereby appoint

☐

the Chairman  
of the Meetings **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meetings. 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 Meetings, 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 the Annual General Meetings of SAL and SAT1 to be held on Friday, 22nd May 2020 at 11:00 am (Sydney time) and at any adjournment or postponement of those meetings.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meetings 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 4 (except where I/we have indicated a different voting intention below) even though SAL Resolution 1 and SAL Resolution 4 are connected directly or indirectly with the remuneration of a member of key management personnel (which includes the Chairman of the Meetings).

**Important Note:** If the Chairman of the Meetings 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 4 by marking the appropriate box in step 2 below.

### Step 2 Items of Business

**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 Resolutions

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Ann Sherry AO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Stephen Ward	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to grant 134,103 Rights under the Long Term Incentive Plan to the CEO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### SAT1 Resolutions

1 Election of Anne Rozenauers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Patrick Gourley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meetings intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meetings may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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