



ASX Release

3 February 2022

Scheme Meeting Results

Sydney Airport¹ announces that, at the Scheme Meetings held today, Sydney Airport Securityholders approved by the requisite majorities the company scheme of arrangement and the trust scheme pursuant to which Sydney Aviation Alliance Pty Ltd will acquire all of the securities in Sydney Airport ("**Scheme**").

Voting results of Scheme Meetings

In summary, the resolutions to approve the Scheme, being the Company Scheme Resolution, Trust Scheme Resolution 1 (to amend the SAT1 Trust Constitution) and Trust Scheme Resolution 2 (to approve the Trust Scheme), as set out in the Notices of Meetings in Annexure E of the Scheme Booklet issued on 17 December 2021, were passed by the requisite majority of Sydney Airport Securityholders, with:

- Company Scheme Resolution
 - 96.03% of votes cast in favour at the General Company Scheme Meeting; and
 - 79.29% of the total number of Sydney Airport Securityholders voting at the General Company Scheme Meeting in favour;
- Trust Scheme Resolution 1
 - 96.10% of votes cast in favour at the General Trust Scheme Meeting; and
- Trust Scheme Resolution 2
 - 96.10% of votes cast in favour at the General Trust Scheme Meeting.

A detailed report of the votes cast in respect of each resolution is annexed to this announcement.²

¹ "**Sydney Airport**" means Sydney Airport Limited (ACN 165 056 360) ("**SAL**") and The Trust Company (Sydney Airport) Limited (ACN 115 967 087) ("**TTCSAL**") as responsible entity for Sydney Airport Trust 1 (ARSN 099 567 921) ("**SAT1**").

² The Company Scheme Resolution, Trust Scheme Resolution 1 and Trust Scheme Resolution 2 were also subject to approval at the UniSuper Scheme Meetings and were approved by 100% of votes cast at those meetings.

Notice of Second Court Hearing

The Scheme remains subject to Court approval in order to be implemented and certain other conditions precedent as described in the Scheme Booklet dated 17 December 2021.

Sydney Airport has applied to the Court for orders approving the company scheme of arrangement and for the provision of the Second Judicial Advice in relation to the trust scheme at a hearing scheduled for 9.15am (Sydney time) on Wednesday, 9 February 2022 at the Supreme Court of New South Wales.

Sydney Airport will make a further announcement after the Court has considered the matter.

Lodgement of Court Orders and suspension of trading

If the Court approves the Scheme, Sydney Airport proposes to lodge an office copy of the Court orders and the executed SAT1 Trust Supplemental Deed with the Australian Securities and Investments Commission on Wednesday, 9 February 2022, at which time the Scheme will become legally effective.

If this occurs, Sydney Airport will apply for its securities to be suspended from trading on the ASX with effect from the close of trade on Wednesday, 9 February 2022.

Implementation of the Scheme

The dates for implementation of the Scheme and other key dates are set out below.³

Event	Expected Date
Second Court Date	9.15am (Sydney time) on Wednesday, 9 February 2022
Effective Date Court orders lodged with ASIC and announced on the ASX Last day of trading in Sydney Airport securities – Sydney Airport Securities will be suspended from trading on the ASX from close of trading	Wednesday, 9 February 2022
Scheme Record Date For determining entitlements to Scheme Consideration	7:00pm (Sydney time) on Wednesday, 16 February 2022
Implementation Date Transfer of Sydney Airport Securities to Sydney Aviation Alliance Pty Ltd and provision of Scheme Consideration	Wednesday, 9 March 2022

³ All such times and dates in the timetable below are references to the time and date in Sydney, Australia and all such times and dates are subject to change.

Securityholder information line

Sydney Airport Securityholders requiring further information in relation to the Scheme may contact the Sydney Airport Securityholder Information Line on 1300 367 804 (within Australia) or +61 2 9066 6162 (outside Australia), Monday to Friday between 8.30am and 5.30pm (Sydney time).

Authorised for release by the Company Secretary of SAL and TTCSAL

Contacts for further information

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**Sydney Airport
General Company Scheme Meeting and
the General Trust Scheme Meeting
Thursday, 03 February 2022
Results of Meeting**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.:

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
Resolution of holders of SAL Shares Resolution 1 Resolution of holders of SAL Shares - Company Scheme Resolution	1,044,308,283 94.04%	43,492,013 3.92%	22,601,782 2.04%	21,885,446	1,067,277,244 96.03%	44,105,038 3.97%	21,885,446	Carried
					Number of shareholders voting on the poll			
					For	Against	Abstain*	
					13,833 79.29%	3,612 20.71%	348	
Resolutions of holders of SAT1 Units Resolution 2 Trust Scheme Resolution 1	1,039,796,843 93.72%	42,663,518 3.85%	26,956,367 2.43%	22,275,814	1,067,102,681 96.10%	43,275,087 3.90%	22,281,114	Carried
Resolutions of holders of SAT1 Units Resolution 3 Trust Scheme Resolution 2	1,039,703,585 93.71%	42,649,951 3.85%	27,032,300 2.44%	22,306,706	1,067,097,154 96.10%	43,261,520 3.90%	22,312,006	Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll

**Sydney Airport
UniSuper Company Scheme Meeting and
the UniSuper Trust Scheme Meeting
Thursday, 03 February 2022
Results of Meeting**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.:

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	
Resolution of holders of SAL Shares Resolution 1 Resolution of holders of SAL Shares - Company Scheme Resolution	404,969,320 100.00%	0 0.00%	0 0.00%	0	404,969,320 100.00%	0 0.00%	0	Carried
					Number of shareholders voting on the poll			
					For	Against	Abstain*	
					1 100.00%	0 0.00%	0	
Resolutions of holders of SAT1 Units Resolution 2 Trust Scheme Resolution 1	404,969,320 100.00%	0 0.00%	0 0.00%	0	404,969,320 100.00%	0 0.00%	0	Carried
Resolutions of holders of SAT1 Units Resolution 3 Trust Scheme Resolution 2	404,969,320 100.00%	0 0.00%	0 0.00%	0	404,969,320 100.00%	0 0.00%	0	Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll