



Fax

To Company Announcements Office

Company Australian Stock Exchange Ltd

Fax 1300 135 638

From Jessica Cirillo

Date 18/08/15

Pages 5

Subject ASIC Form 604 – Sydney Airport

UniSuper Limited
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 Adelaide SA 5000

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 Melbourne Victoria 3000

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Administrator
 UniSuper Management Pty Ltd
 ABN 91 006 961 799
 Australian Financial Services
 Licence No. 235907

Trustee
 UniSuper Limited
 ABN 54 006 027 121

Fund
 ABN 91 385 943 850

Dear Sir/Madam,

I attach the notice regarding our change in interest, signed by our Company Secretary. Please note that the securities are held by National Nominees Limited as custodian for UniSuper Limited. Please note that various fund managers hold the shares as investment manager for UniSuper Ltd. Details are attached.

If you have any queries, please contact me.

Yours sincerely,

Jessica Cirillo

Investment Accountant

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Sydney Airport

ACN/ARSN _____

1. Details of substantial holder(1)Name National Nominees as Custodian for UniSuper LtdACN/ARSN (if applicable) 004 278 899There was a change in the interests of the
substantial holder on 14 / 08 / 2015The previous notice was given to the company on 26 / 03 / 2015The previous notice was dated 26 / 03 / 2015**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Stapled securities	335,360,158	15.13%	362,515,704	16.36%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	Refer Appendix A				

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	Refer Appendix B				

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
UniSuper Ltd	Level 25, 385 Bourke Street, Melbourne VIC 3000
National Nominees Limited	500 Bourke Street, Melbourne VIC 3000

Signature

print name **Jane Panton** capacity **Company Secretary**
Company Secretary

sign here

date 18/8/15

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 609 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

APPENDIX A						
Date of Change	Persons whose relevant interest changed	Nature of Change	Consideration given in relation to change	Class of securities	Number of securities	Persons votes affected
27/03/2015	UniSuper Management Ltd	On-market Purchase	1,049,382	Fully paid stapled securities	200,000	200,000
2/04/2015	UniSuper Management Ltd	On-market Purchase	92,482,723	Fully paid stapled securities	17,414,793	17,414,793
27/05/2015	SSgM Passive Australian Equities	On-market Sale	1,111,797	Fully paid stapled securities	201,468	201,468
18/06/2015	UniSuper Management Ltd	On-market Purchase	7,170,453	Fully paid stapled securities	1,400,000	1,400,000
29/06/2015	Goldman Sach AM Indust Aust Eq	On-market Purchase	1,317,775	Fully paid stapled securities	269,308	269,308
30/06/2015	Goldman Sach AM Indust Aust Eq	On-market Purchase	954,874	Fully paid stapled securities	193,477	193,477
14/08/2015	SSgM Passive Australian Equities	On-market Purchase	390,045	Fully paid stapled securities	69,600	69,600
14/08/2015	UniSuper Management Ltd	On-market Purchase	4,715,595	Fully paid stapled securities	863,561	863,561
14/08/2015	UniSuper Management Ltd	On-market Purchase	1,102,454	Fully paid stapled securities	201,899	201,899
14/08/2015	UniSuper Management Ltd	On-market Purchase	36,826,991	Fully paid stapled securities	6,744,375	6,744,375
				TOTAL	27,155,545	27,155,545

Opening number of units 335,360,159
Closing number of units 362,515,704

APPENDIX B						
Holder of relevant interest	Registered Holder of Securities	Person entitled to be registered as holder	Nature of relevant interest	Class of securities	Number of securities	Person's Votes
SSqM Passive Australian Equit	National Nominees Ltd	UniSuper Limited	Power to control voting & disposal of securities	Fully paid stapled securities	3,109,961	3,109,961
Goldman Sachs AM Indus Aust	National Nominees Ltd	UniSuper Limited	Power to control voting & disposal of securities	Fully paid stapled securities	5,650,339	5,650,339
Quest A P Australian Equities	National Nominees Ltd	UniSuper Limited	Power to control voting & disposal of securities	Fully paid stapled securities	1,312,715	1,312,715
UniSuper Management Ltd	National Nominees Ltd	UniSuper Limited	Power to control voting & disposal of securities	Fully paid stapled securities	351,442,689	351,442,689
				TOTAL	362,515,704	362,515,704