

**Form 604
Corporations Act 2001
Section 671B**

Notice of Change of Interests of Substantial Holder

To: **Sydney Airport**
ACN/ARSN:

1. Details of substantial holder (s)

Name: FMR LLC and FIL
ACN/ARSN (if applicable)

| | |
|--|-----------------|
| There was a change in the interests of the substantial holder on | 25 January 2013 |
| The previous notice was given to the company on | 18 July 2012 |
| The previous notice was dated | 18 July 2012 |

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 Person's votes | Previous Notice Voting Power (5) | Present Notice Person's votes | Present Notice Voting Power (5) |
|-------------------------|--------------------------------|----------------------------------|-------------------------------|---------------------------------|
| Common Stock | 131,413,986 | 7.06% | 112,095,706 | 6.02% |

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:

Please see attached appendix1 for trading information

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 | Class and number of securities |
|-----------------------------|---------------------------------|--------------------------------|
| FMR LLC & FIL | CITY OF FRESNO RT SY-SI T50621 | 22,725 |
| FMR LLC & FIL | GPIF SG | 99,806 |
| FMR LLC & FIL | ESSEX COUNTY COUNCIL PENS FUND | 24,163 |
| FMR LLC & FIL | FID AUSTRALIA PILOT FUND | 6,150 |
| FMR LLC & FIL | FIDELITY AUSTRALIAN EQ FUND | 20,030,029 |
| FMR LLC & FIL | VGH HANNOVER RW | 15,750 |

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| FMR LLC & FIL | TENNESSEE CONS RTMT SYS T52389 | 695,595 |
| FMR LLC & FIL | PYR CANA SEL GLBL EQ TR T55281 | 46,829 |
| FMR LLC & FIL | GM CAD DT SELECT INTL T55533 | 16,603 |
| FMR LLC & FIL | CATERPLLR VEBA SEL EUR T55257 | 6,146 |
| FMR LLC & FIL | PENN PUBLIC SCHOOL EMP T51727 | 151,804 |
| FMR LLC & FIL | LONDON BOROUGH CAMDEN PENSN FD | 3,244 |
| FMR LLC & FIL | STANLIB MM GLOBAL EQUITY SC | 26,245 |
| FMR LLC & FIL | BARCLAYS AUSTRALIA FUND | 180,783 |
| FMR LLC & FIL | FID AUSTRALIAN OPPORTUNITIES | 30,626 |
| FMR LLC & FIL | FID SRS INTL SMALL CAP FD | 3,067,350 |
| FMR LLC & FIL | CALPERS SEL INTL PORT T55486 | 20,769 |
| FMR LLC & FIL | NYC TCHR SELCT INT SCAP T52844 | 122,122 |
| FMR LLC & FIL | ZURICH INV GBL SM CAP T27083 | 84,957 |
| FMR LLC & FIL | FID GLOBAL EQUITY INVESMENT TR | 1,626 |
| FMR LLC & FIL | FIDELITY OVERSEAS FUND -CANADA | 1,919 |
| FMR LLC & FIL | FID INTL DISCIPLINED EQUITY FD | 19,719 |
| FMR LLC & FIL | PY SLCT GLBL EQUITY CP T51438 | 16,962 |
| FMR LLC & FIL | BP MASTER TR FOR EMP PP T55275 | 42,783 |
| FMR LLC & FIL | MINNESOTA SBI SEL INTL T55303 | 61,475 |
| FMR LLC & FIL | Chevron US Sel GL Sub T27006 | 23,292 |
| FMR LLC & FIL | INTL SMALL CAP OPPORTUNITIES | 637,981 |
| FMR LLC & FIL | SHELL OIL SELECT INTL T55322 | 47,240 |
| FMR LLC & FIL | CATERPILLAR INC T55207 | 82,088 |
| FMR LLC & FIL | CALPERS SELCT INTL PORT T55434 | 144,911 |
| FMR LLC & FIL | PYRAMIS SELECT INTL EQ CM T319 | 657,897 |
| FMR LLC & FIL | PYR SLCT INTL SMCEQ LLC T51489 | 44,234 |
| FMR LLC & FIL | ACCIDENT REHAB & CMP-GLB EX-US | 187,894 |
| FMR LLC & FIL | FID INTERNATIONAL VALUE FUND | 172,685 |
| FMR LLC & FIL | ST GOBAIN SEL INT SM CP T54012 | 102,601 |
| FMR LLC & FIL | BOEING SEL INTL SM CAP T54124 | 105,912 |
| FMR LLC & FIL | FID TOTAL INTL EQ DEV VAL SUB | 147,334 |
| FMR LLC & FIL | PYR SEL GLBL SMALL CAP T53796 | 43,387 |
| FMR LLC & FIL | UAW RMBT SEL INTL T55189 | 47,130 |
| FMR LLC & FIL | NATIONAL BANK SLCT GLBL T55507 | 30,740 |
| FMR LLC & FIL | ST BOA FL SLCT INTL SM T50818 | 171,823 |
| FMR LLC & FIL | SGE MM ROW | 65,280 |
| FMR LLC & FIL | NORTH YORKSHIRE COUNTY COUNCIL | 40,887 |
| FMR LLC & FIL | RIO TINTO STAFF SUPER FUND | 2,058,518 |
| FMR LLC & FIL | NPFA SG | 49,536 |
| FMR LLC & FIL | FID AUS SELECT GL SMALL CAP FD | 130,815 |
| FMR LLC & FIL | FIDUCIAN PORTFOLIO SERVICES | 204,744 |
| FMR LLC & FIL | STATE SUPER FINANCIAL SERVICES | 3,053,095 |
| FMR LLC & FIL | FIDELITY INTERNATIONAL GROWTH | 200,442 |
| FMR LLC & FIL | FID SERIES INTL VALUE FUND | 10,404,751 |
| FMR LLC & FIL | FIMM LLC GLBL INFRSTRUCTRE PLT | 1,866 |
| FMR LLC & FIL | PYRAMIS SLCT INTL EQ TR T55106 | 90,937 |
| FMR LLC & FIL | FIJ GLOBAL SMALL CAP T55452 | 10,303 |

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| FMR LLC & FIL | LONDON LIFE INTL EQTY T55479 | 24,489 |
| FMR LLC & FIL | PRINCIPAL PARTNERS INTL T50423 | 42,905 |
| FMR LLC & FIL | FIJ IT AU EQUITY INCOME MOTHER | 29,961 |
| FMR LLC & FIL | FID FDS - AUSTRALIA POOL | 5,883,859 |
| FMR LLC & FIL | AUSTRALIA - FUNDS SA | 318,599 |
| FMR LLC & FIL | FUND 232 | 8,579,582 |
| FMR LLC & FIL | ORG SLCT INTL SM CAP FD T55495 | 379,955 |
| FMR LLC & FIL | PYRAMIS SEL INTL SM CAP(T1056) | 585,692 |
| FMR LLC & FIL | FID GLOBAL DISC EQUITY (INTL) | 12,669 |
| FMR LLC & FIL | OREGON INV COUNCIL CSF T55433 | 16,111 |
| FMR LLC & FIL | GUIDEMARK WORLD EX US T53708 | 29,777 |
| FMR LLC & FIL | MLC INVESTMENTS LIMITED | 6,948,278 |
| FMR LLC & FIL | BR SHELL PROVIDENT | 4,372 |
| FMR LLC & FIL | FID GLOBAL SPECIAL SITS FUND | 1,000,000 |
| FMR LLC & FIL | FID POC ASIA PAC EX-JAP PLT 5 | 39,462 |
| FMR LLC & FIL | SAI SEL INTL MULTI-MGR T54447 | 1,947 |
| FMR LLC & FIL | FID TOTAL INTL EQ DEV GRW SUB | 94,913 |
| FMR LLC & FIL | LONDON BOROUGH OF CROYDON PENS | 10,153 |
| FMR LLC & FIL | Chev UK Pen Sel GI Sub T27009 | 6,313 |
| FMR LLC & FIL | BANK OF MONTREAL S INTL T55349 | 21,719 |
| FMR LLC & FIL | RIVERSOURCE SELECT INTL T52973 | 190,299 |
| FMR LLC & FIL | GM HOURLY-RATE SEL INTL T55193 | 90,230 |
| FMR LLC & FIL | ILLINOIS SURS-SEL INTL T50448 | 46,077 |
| FMR LLC & FIL | PYR SELECT INTL EQ LLC T51488 | 22,621 |
| FMR LLC & FIL | TVA SEL INTL PLUS SEP T53650 | 34,781 |
| FMR LLC & FIL | FIDELITY ASIA CYCL PILOT FUND | 8,449 |
| FMR LLC & FIL | ROYAL BOROUGH OF KINGST PEN FD | 15,535 |
| FMR LLC & FIL | AUSTRALIANSUPER PTY LTD | 21,383,560 |
| FMR LLC & FIL | COLONIAL FIRST STATE AUS F 24 | 2,293,683 |
| FMR LLC & FIL | BR SHELL RETIREMENT | 5,201 |
| FMR LLC & FIL | WORLD BANK SELECT INTL T55274 | 41,788 |
| FMR LLC & FIL | IBM CANADA SELECT INT'L T2286 | 26,788 |
| FMR LLC & FIL | FIL ACTIVE AUSTRALIAN EQUITY | 10,897,931 |
| FMR LLC & FIL | NPC TRUST - ACTIVE 1 - ROW | 24,941 |
| FMR LLC & FIL | FID FDS - ASIA PAC DIVIDEND | 613,828 |
| FMR LLC & FIL | FID SERIES INTL GROWTH FUND | 7,793,521 |
| FMR LLC & FIL | CATERPILLAR INC 401K SI T50578 | 14,902 |
| FMR LLC & FIL | FID INTERNATIONAL EQTY INV TR | 25,427 |
| FMR LLC & FIL | SAI SELCT INTL PYR SUB T53287 | 37,978 |
| FMR LLC & FIL | OREGON INVMT CL SEL INT T55271 | 110,444 |
| FMR LLC & FIL | FID SELECT GLB EX-JP EQ T55415 | 9,409 |
| FMR LLC & FIL | DALLAS POLICE & FIRE T50092 | 11,863 |
| FMR LLC & FIL | SANFRSC CNTY SEL INT SM T53444 | 405,703 |
| FMR LLC & FIL | KERN CNTY SEL INT SM CP T51631 | 120,265 |
| FMR LLC & FIL | FID TOTAL INTL EQ SM CAP SUB | 22,174 |
| FMR LLC & FIL | HQ SLCT INTL INV ACCT T55492 | 63,049 |
| | | 112,095,706 |

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 |
|-----------------------------------|-----------------------|
| FMR LLC | No change |
| FIL | No change |

6. Addresses

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

| Name | Address |
|---------|--|
| FMR LLC | 82 Devonshire Street, Boston, MA 02109 |
| FIL | Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda |

Sign Here _____

Dated 29 January 2013

Emi Ishikawa

Regulatory Reporting Manager

Duly authorized under Powers of Attorney dated 11 May 2012 by Scott Goebel by and on behalf of FMR LLC, and their respective direct and indirect subsidiaries.

Duly authorized under Powers of Attorney dated 08 October 2012 by Allan Pelvang by and on behalf of FIL Limited and their respective direct and indirect subsidiaries