

**Form 605  
Corporations Act 2001  
Section 671B**

**Notice of Ceasing to be a Substantial Holder**

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

**1. Details of substantial holder (s)**

Name: FIL Limited and the entities listed in Annexure A ("FIL"),  
FMR LLC and the entities listed in Annexure A ("FMR")

ACN/ARSN (if applicable)

The holder ceased to be a substantial holder on	2 December 2013
The previous notice was given to the company on	29 January 2013
The previous notice was dated	29 January 2013

**2. 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
			AUD \$	Common Stock	Common Stock
2 December 2013	FIL and FMR are no longer reporting their holdings together. FIL and FMR no longer have a substantial holding in the company.				

**3. Resulting interest**

Class of Securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Common Stock FIL	90,735,136	4.13%	4.13%
Common Stock FMR	33,034,343	1.51%	1.51%

#### 4. Changes in Association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (7) 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
NA	

#### 5. Addresses

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

Refer to Annexure A
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**Sign Here** \_\_\_\_\_

Dated: 4 December 2013

Anna Ko

Head of Regulatory Reporting, Asia Pacific

Duly authorized under Powers of Attorney by and on behalf of FIL Limited

Duly authorized under Powers of Attorney by and on behalf of FMR LLC

## Annexure A

Name	Address	Registered Holder of Securities	Nature of Relevant Interest	Total
FIL INVESTMENT MANAGEMENT (SINGAPORE) LIMITED	8 Marina View #35-06, Asia Square Tower 1, Singapore 018960	BROWN BROS HARRIMN LTD LUX (C)	Investment Discretion/ Voting Power	220,041.00
		BROWN BROTHERS HARRIMAN AND CO		122,763.00
		CITIBANK NA, HONG KONG BR (S)		442,360.00
		HSBC BANK PLC (C)		4,040,789.00
		JP MORGAN, BOURNEMOUTH (C)		1,209,702.00
		MASTER TRUST BANK OF JAPAN (C)		25,703.00
		NOMURA TRUST AND BANKING (C)		189,424.00
FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW, 2000	BROWN BROS HARRIMN LTD LUX (C)		3,898,291.00
		BROWN BROTHERS HARRIMAN AND CO		29,539.00
		CITIBANK LONDON		9,086,027.00
		CITIBANK LTD MELBOURNE (C)		2,561,259.00
		JP MORGAN, BOURNEMOUTH (C)		56,656,121.00
		NATIONAL ASTL BK MELBOURNE (S)		9,158,507.00
		NORTHERN TRUST LONDON (C)		144,122.00
FIL INVESTMENT MANAGEMENT (HONG KONG) LIMITED	Floor 21, Tower 2 Pacific Place, 88 Queensway, Admiralty, Hong Kong	BROWN BROS HARRIMN LTD LUX (C)		627,908.00
FIL LIMITED	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda	BROWN BROS HARRIMN LTD LUX (C)		83,703.00
FIL PENSION MANAGEMENT	25 Cannon Street, London, EC4M 5TA Great Britain	NORTHERN TRUST CO (C)		918,398.00
FIDELITY MANAGEMENT & RESEARCH COMPANY INC.	245 Summer Street, Boston, MA 02210	NORTHERN TRUST CO (C)		825,959.00
		STATE STREET BANK AND TR CO		20,083,407.00
PYRAMIS GLOBAL ADVISORS HK LTD	900 Salem Street, Smithfield, RI 02917	BROWN BROTHERS HARRIMAN AND CO		554,665.00
		CIBC MELLON TRUST (C)		255,922.00
		JPMORGAN CHASE BANK		236,541.00
		MELLON BANK NA (C)		2,222,220.00
		STATE STREET BANK AND TR CO		578,333.00
PYRAMIS GLOBAL ADVISORS TRUST COMPANY	900 Salem Street, Smithfield, RI 02917	BROWN BROTHERS HARRIMAN AND CO		1,640,581.00
		JP MORGAN FONDS SVCS GMBH (C)		31,417.00
		JP MORGAN, BOURNEMOUTH (C)		587,663.00
		JPMORGAN CHASE BANK		219,501.00
		MELLON BANK (S)(C)		93,895.00
		MELLON BANK NA (C)		229,249.00
		MELLON BANK NA (S)		26,362.00
		NORDBEUTSCHE LNBK GIRO(C)		43,015.00
		NORTHERN TRUST CO (C)		533,025.00
		NORTHERN TRUST LONDON (C)		392,827.00
		STATE STREET BANK AND TR CO		1,655,809.00
PYRAMIS GLOBAL ADVISORS, LLC.	900 Salem Street, Smithfield, RI 02917	BANK OF NEW YORK BRUSSELS (C)		9,804.00
		BANK OF NEW YORK MELLON		151,698.00
		BROWN BROTHERS HARRIMAN AND CO		54,611.00
		CIBC MELLON TRUST (C)		75,706.00
		CITIBANK NA HONG KONG (S)		148,218.00
		JPMORGAN CHASE BANK		446,955.00
		MASTER TRUST BANK OF JAPAN (C)		128,715.00
		MELLON BANK NA (C)		101,721.00
		NATIONAL BANK TRUST (C)		68,785.00
		NOMURA TRUST AND BANKING (C)		6,781.00
		NORTHERN TRUST CO (C)		334,772.00
		ROYAL TRUST- TORONTO (C)		162,429.00
		STATE STREET BANK AND TR CO		914,895.00
		US BANK NA (C)		86,099.00