



Fax

To Company Announcements Office

Company Australian Stock Exchange Ltd

Fax 1300 135 638

From Peter Denovan

Date 26/03/15

Pages 5

Subject ASIC Form 604 – Sydney Airport

UniSuper Limited

Adelaide Office

Level 10, 80 King William Street
Adelaide SA 5000

Telephone 08 8125 2530

Facsimile 08 8125 2531

Head Office

Level 35, 385 Bourke Street
Melbourne Victoria 3000

Telephone 03 9910 6100

Fax 03 9910 6141

enquiry@unisuper.com.au

www.unisuper.com.au

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,

A handwritten signature in black ink, appearing to be "Peter Denovan", written over a horizontal line.

Peter Denovan

Manager Financial Reporting and Operations

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holderTo Company Name/Scheme Sydney AirportACN/ARSN **1. Details of substantial holder(1)**Name National Nominees as Custodian for UniSuper LtdACN/ARSN (if applicable) 004 278 899

There was a change in the interests of the substantial holder on

28 / 09 / 15

The previous notice was given to the company on

19 / 08 / 14

The previous notice was dated

19 / 08 / 14**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)
Capital Securities	279,379,041	12.61%	335,960,159	15.13%

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
	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
	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 35, 385 Bourke Street, Melbourne VIC 3000
National Nominees Limited	300 Bourke Street, Melbourne VIC 3000

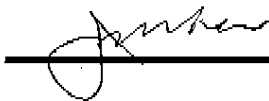
Signature

print name

Jane Parker

capacity Company Secretary

sign here



date 26 / 3 / 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 608 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 671D(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
10/09/2014	UniSuper Management Ltd	On-market Purchase	1,673,754	Fully paid stapled securities	379,354	379,354
16/10/2014	UniSuper Management Ltd	On-market Purchase	1,219,608	Fully paid stapled securities	300,000	300,000
29/10/2014	UniSuper Management Ltd	Transfer	-	Fully paid stapled securities	-	-
29/10/2014	UniSuper Management Ltd	Transfer	2,761,955	Fully paid stapled securities	767,877	767,877
27/11/2014	UniSuper Management Ltd	Transfer	-	Fully paid stapled securities	-	-
27/11/2014	UniSuper Management Ltd	Transfer	1,095,308	Fully paid stapled securities	304,517	304,517
3/12/2014	UniSuper Management Ltd	Transfer	1,095,308	Fully paid stapled securities	304,517	304,517
3/12/2014	GOLDMAN SACH AM INDUST AUST EQ	On-market Purchase	328,159	Fully paid stapled securities	71,761	71,761
4/12/2014	GOLDMAN SACH AM INDUST AUST EQ	On-market Purchase	370,106	Fully paid stapled securities	80,400	80,400
5/12/2014	GOLDMAN SACH AM INDUST AUST EQ	On-market Purchase	218,540	Fully paid stapled securities	46,633	46,633
12/02/2015	Ex Blackrock Aust Equities	On-market Purchase	379,823	Fully paid stapled securities	76,637	76,637
12/02/2015	UniSuper Management Ltd	On-market Purchase	26,489,486	Fully paid stapled securities	5,344,824	5,344,824
12/02/2015	Quest A P Australian Equities	On-market Purchase	577,434	Fully paid stapled securities	116,509	116,509
25/02/2015	UniSuper Management Ltd	On-market Purchase	20,507,034	Fully paid stapled securities	4,000,000	4,000,000
18/03/2015	UniSuper Management Ltd	On-market Purchase	10,393,702	Fully paid stapled securities	2,000,000	2,000,000
25/03/2015	UniSuper Management Ltd	Off-market Purchase	212,657,004	Fully paid stapled securities	40,000,000	40,000,000
25/03/2015	UniSuper Management Ltd	Off-market Purchase	18,974,321	Fully paid stapled securities	3,569,000	3,569,000
				TOTAL	55,985,118	55,985,118

Opening number of units 279,375,041
Closing number of units 335,360,159

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
Ex Blackrock Aust Equities	National Nominees Ltd	UniSuper Limited	Power to control voting & disposal of securities	Fully paid stapled securities	3,241,829	3,241,829
GOLDMAN SACH AM INDUST AUST EQ	National Nominees Ltd	UniSuper Limited	Power to control voting & disposal of securities	Fully paid stapled securities	5,187,554	5,187,554
Quest A P Australian Equities	National Nominees Ltd	UniSuper Limited	Power to control voting & disposal of securities	Fully paid stapled securities	4,928,462	4,928,462
UniSuper Management Ltd	National Nominees Ltd	UniSuper Limited	Power to control voting & disposal of securities	Fully paid stapled securities	322,002,314	322,002,314
				TOTAL	335,360,159	335,360,159