



Company	Sydney Airport
Code	SYD
Meeting	Scheme Meeting
Date	3 February 2022
Venue	Online
Monitors	Julieanne Mills & Fiona Balzer

Number attendees at meeting	543 attendees including 294 shareholders or proxy holders and 249 visitors – as provided by the company
Number of holdings represented by ASA	308
Value of proxies	\$21m
Number of shares represented by ASA	2.4 million shares
Market capitalisation	\$23.53bn on day of meeting
Were proxies voted?	Yes, on a poll
Pre AGM Meeting?	Yes, with David Gonski and Belinda Shaw

Sydney Airport sale supported by majority of voting shareholders.

The Sydney Airport Scheme Meeting to consider the Sydney Aviation Alliance’s \$8.75 offer for all SYD shares, with the exception of the 15% UniSuper holding, was held on the 3 February.

The Chairman, David Gonski’s address, reinforced the main points of the Scheme Booklet emphasising the \$1.3bn increase from the bidder’s original offer, and the board and independent review’s opinion that it was a fair and reasonable offer over the long term.

Over 96% of the votes cast were in favour of all three resolutions and 79.29% of the total number of Sydney Airport securityholders, that voted online or via a proxy at the meeting, voted in favour of Resolution 1. To be successful, the resolution needed a “For” vote from at least 75% of votes cast and more than 50% of shareholders attending and voting at the Scheme Meeting. We note that under half of the securities outside the UniSuper 15% holding were voted, while also noting the Bidder and its associates were excluded from voting. According to the company the total participation rate (by value) was around 60% if you exclude the UniSuper 15% holding and the bidder and associate votes. The company was happy with the 18,000 out of 120,000 securityholders that voted. They would normally have 4,000 voting at an AGM.

Although 20.71% of shareholders voted against Resolution 1, the number of votes accounted for only 3.97% of votes cast and the motion was carried. The implementation was approved on the 9 February by the Supreme Court. Regulatory approval had already been obtained.

SYD shares were suspended from trading on the ASX on 9 February. The 16 February will be the record date and 9 March is the anticipated payment date.

Questions were asked by a number of shareholders about the value of the bid and whether it was opportunistic given the COVID-19 impact on travel. Mr Gonski reinforced that the board had been focused on the long-term value and it was only their recommendation “as a servant of the shareholder” and then up to individual shareholders to decide.

There were questions about why the bidder did not offer all shareholders the opportunity to rollover their investment in the same deal as UniSuper. Stephen Mayne asked if Mr Gonski was too agreeable to the bidder. In response Mr Gonski replied that bids are made not sought, and the board does not control the outcome of the bid. Questions had been raised by the board however it was the bidders right to determine the details of the bid that would be voted on by the shareholders.

The Chairman’s address can be found here along with the results of the meeting:

https://assets.ctfassets.net/v228i5y5k0x4/40vgGHZEiOvL6iYagJoTOW/6f3c90e0dd2a7c8c4668f587418ec998/Sydney_Airport_Scheme_Meeting_Chairmans_Address.pdf

https://assets.ctfassets.net/v228i5y5k0x4/2otLSPpRj8ChKlQHvPAre0/78700c385baabd6c04815daef8bcb9b4/Sydney_Airport_Scheme_Meeting_Results.pdf

There will now be no Australian Airport listed on the ASX. As Gonski said “Sydney Airport was a wonderful asset and a contributor to society” it is now in the hands of a consortium of super funds and infrastructure investors for the benefit of their investors.