



20 September 2024

ASX Market Announcements Office
Australian Securities Exchange Limited

Lodged electronically via ASX Online

Notice of 2024 Annual General Meeting

Qantas Airways Limited, in accordance with the ASX Listing Rules, attaches its Notice of 2024 Annual General Meeting, and the following associated documents:

- Voting Form;
- Question Form;
- Virtual Meeting Online Guide; and
- Letter to Shareholders.

Authorised for release by Qantas' Board of Directors.

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QANTAS

Notice of Meeting 2024

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Please note, Link Market Services (part of Link Group) was acquired by Mitsubishi UFJ Trust & Banking Corporation, a consolidated subsidiary of Mitsubishi UFJ Financial Group, Inc. (MUFG) on 16 May 2024. Link Group is now known as MUFG Pension & Market Services. Mailing and contact information is currently unchanged. Over the coming months, Link Market Services will also progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

QANTAS AIRWAYS LIMITED ABN 16 009 661 901

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Chair's Letter to Shareholders



Dear Shareholder

On behalf of the Board of Directors, I invite you to attend the 2024 Annual General Meeting (AGM) of Qantas Airways Limited (Qantas) to be held on Friday, 25 October 2024, commencing at 11am AEDT. Registration will open from 10am AEDT.

Qantas aims to give the maximum number of shareholders the opportunity to participate in its AGMs, by holding them in different Australian states over time, as well as providing a live webcast. This year's AGM will again be a hybrid meeting, allowing shareholders to either attend in person at the Centurion Ballroom, Level 4, Crowne Plaza Hobart, 110 Liverpool Street, Hobart 7000, or online at <https://web.lumiconnect.com/329730427> (AGM platform).

The AGM is an important event for Qantas and provides shareholders with an opportunity to receive an update on Qantas' performance during the year, to ask questions of the Board and Management, as well as Qantas' Independent Auditor, and to vote on the items of business before the AGM.

As part of our ongoing commitment to sustainable business practices, all shareholders who have an email address on record will receive their communications electronically. This ensures that we are providing you with the information you need in the fastest, most cost-effective manner possible, while also reducing our environmental impact. Shareholders who do not have an email address on record are encouraged to go to the Qantas Share Registry website at <https://investorcentre.linkgroup.com/Login> to update their communication preferences.

If you plan to attend the AGM in person, and wish to register as a shareholder or proxyholder, please bring your personalised Voting Form with you, as this will allow Qantas' Share Registry to promptly register your attendance. For further information regarding the registration of proxies, please see page 07 of this Notice of Meeting.

If you are unable to physically attend the AGM, you can:

- lodge a Direct Vote or directed proxy, or appoint a proxy to attend the AGM and vote on your behalf, by completing the Voting Form and returning it to Qantas' Share Registry via <https://investorcentre.linkgroup.com/Login> by 11am AEDT Wednesday, 23 October 2024;
- submit questions to me or to Qantas' Independent Auditor by completing the AGM Question Form and returning it to Qantas' Share Registry by 5pm AEDT on Friday, 18 October 2024;
- participate in the AGM virtually via the AGM platform. To do this, you will need a desktop or mobile/tablet device with internet access. When you log onto the AGM platform on the morning of the AGM, you will need to provide your details (including SRN or HIN) to be verified as a shareholder or proxyholder. Following this, you will be given details as to how to vote and ask questions during the AGM; and/or
- follow a live webcast of the AGM proceedings via the Qantas Investor website at <https://investor.qantas.com/investors/?page=annual-general-meeting> (please note there may be a slight delay when attending online or watching the webcast).

A detailed Online Meeting Guide on how to participate via the AGM platform is available on the Qantas Investor website, explaining how you can ensure your browser is compatible with the online platform, as well as a step-by-step guide to successfully log in and navigate the site. This Guide will also be lodged with the ASX.

Along with the entire Board, I look forward to your attendance at the AGM, and we thank you for your continued support.

Yours faithfully

A handwritten signature in black ink that reads "John Mullen".

John Mullen
Board Chair

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Notice of Annual General Meeting

Notice is given that the Annual General Meeting (AGM) of Qantas Airways Limited ABN 16 009 661 901 (Qantas) will be held:

- Date:** Friday, 25 October 2024
- Time:** 11am AEDT (registration opens from 10am)
- Venue:** Centurion Ballroom, Level 4, Crowne Plaza Hobart, 110 Liverpool Street, Hobart, 7000

Please refer to the map of the AGM venue, as well as parking and public transport information, on page 06.

Shareholders who are unable to attend the AGM in person and who have access to the internet will be able to, at their choice:

- a) participate in the AGM virtually via the AGM platform at <https://web.lumiconnect.com/329730427>
When you log onto the AGM platform on the morning of the AGM, you will need to provide your details (including SRN or HIN) to be verified as a shareholder or proxyholder. Following this, you will be given details as to how to vote and ask questions during the AGM; or
- b) access a live webcast of the AGM on the Qantas Investor website at <https://investor.qantas.com/investors/?page=annual-general-meeting>

Shareholders are encouraged to submit questions online in advance of the AGM via <https://investorcentre.linkgroup.com/Login>

Questions must be received by Qantas or Link Market Services Limited by 5pm AEDT on Friday, 18 October 2024.

The Explanatory Notes accompanying this Notice of Meeting provide additional information on matters to be considered at the AGM. The Explanatory Notes, Information for Shareholders section, Voting Form and Online Meeting Guide are part of this Notice of Meeting.

Items of Business

1. Consideration of Reports

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report of Qantas Airways Limited for the financial year ended 30 June 2024.

Note: There is no requirement for shareholders to approve these reports.

2. Election of Directors

a) John Mullen

To consider and, if considered appropriate, pass the following Ordinary Resolution:

"That, John Mullen, a Non-Executive Director appointed by the Directors with effect from 22 April 2024 pursuant to clause 6.5(a) of the Qantas Constitution and retiring in accordance with the Qantas Constitution and ASX Listing Rules, being eligible, is elected as a Non-Executive Director of Qantas Airways Limited."

b) Dr Nora Scheinkestel

To consider and, if considered appropriate, pass the following Ordinary Resolution:

"That Dr Nora Scheinkestel, a Non-Executive Director appointed by the Directors with effect from 1 March 2024 pursuant to clause 6.5(a) of the Qantas Constitution and retiring in accordance with the Qantas Constitution and ASX Listing Rules, being eligible, is elected as a Non-Executive Director of Qantas Airways Limited."

c) Antony Tyler

To consider and, if considered appropriate, pass the following Ordinary Resolution:

"That Antony Tyler, a Non-Executive Director retiring in accordance with the Qantas Constitution and ASX Listing Rules, being eligible, is re-elected as a Non-Executive Director of Qantas Airways Limited."

Note: Each resolution will be voted on separately. The Directors unanimously support the election of Mr John Mullen and Dr Nora Scheinkestel and the re-election of Mr Antony Tyler (with each candidate abstaining from recommending their own election or re-election).

Notice of Annual General Meeting continued

3. Participation of the Chief Executive Officer, Vanessa Hudson, in the Long Term Incentive Plan

To consider and, if considered appropriate, pass the following Ordinary Resolution:

“That Vanessa Hudson, the Chief Executive Officer of Qantas Airways Limited, is permitted to participate in the Long Term Incentive Plan as contemplated by the Explanatory Notes accompanying the 2024 Notice of Meeting.”

Note: The Non-Executive Directors (which excludes Ms Vanessa Hudson), unanimously recommend that you vote in favour of this item.

4. Remuneration Report

To consider and, if considered appropriate, pass the following Advisory Resolution:

“That the Remuneration Report for the year ended 30 June 2024 (set out in the Directors’ Report) is adopted.”

Note: The vote on this resolution is advisory only and does not bind the company or the Directors. The Directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing Qantas’ remuneration policies. The Non-Executive Directors (which excludes the Managing Director and Chief Executive Officer), unanimously recommend that you vote in favour of this item.

5. Renewal of Proportional Takeover Provisions in the Qantas Constitution

To consider and, if considered appropriate, pass the following Special Resolution:

“That the proportional takeover provisions contained in Part 16 of the Qantas Constitution be renewed for a period of three years from the date of the Meeting.”

Note: This item is proposed as a Special Resolution and requires approval of 75 per cent of votes cast by shareholders entitled to vote on the Resolution. The Directors unanimously recommend that you vote in favour of this item.

6. Spill Resolution (Conditional Item)

To consider, and if considered appropriate, pass the following Ordinary Resolution:

That, subject to and conditional on at least 25 per cent of the votes validly cast on item 4 (Adoption of Remuneration Report) being cast against the adoption of the Remuneration Report for the year ended 30 June 2024:

- a) a general meeting of the company (**Spill Meeting**) be held within 90 days after the passing of this resolution;
- b) all of the Directors who were in office when the resolution to approve the Remuneration Report for the year ended 30 June 2024 was tabled for voting (other than the Managing Director) and who remain in office at the time of the Spill Meeting, will cease to hold office immediately prior to the end of the Spill Meeting; and
- c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.

Note: The Directors unanimously recommend that you vote against this item.

By Order of the Board,



Andrew Finch
Group General Counsel
and Company Secretary

20 September 2024

How to Participate in the AGM and Vote

Attend in Person

The 2024 Qantas AGM will be held at the Centurion Ballroom, Level 4, Crowne Plaza Hobart, 110 Liverpool Street, Hobart 7000, commencing at 11am AEDT. Registration will open from 10am AEDT.



Public Transport and Parking Information

Bus: The closest bus stops are located on Liverpool Street, Collins Street, and Elizabeth Street.

Parking: Nearby off-site paid parking options include Vodafone Central Car Park, Argyle Street Car Park, and Hobart Central Car Park.

For more information about public transport and timetables please visit https://www.transport.tas.gov.au/public_transport

Attend Online

Shareholders and proxyholders can watch, vote, make comments and ask questions during the AGM via the online platform at <https://web.lumiconnect.com/329730427>

To do this, you will need a computer or mobile/tablet device with internet access. You will also need to ensure your browser is compatible. Supported browsers are Chrome v44 and after, Firefox 40.02 and after, Safari OS X v10.9 and after, Internet Explorer v11 and after, and Microsoft Edge v92.0 and after.

Shareholders: When you log onto the AGM platform, you will need to provide your details (including SRN/HIN and postcode) to be verified as a shareholder. Shareholders with a registered address outside Australia should click 'Outside Australia' and select the country of their registered address.

Proxyholders: When you log onto the AGM platform, you will need your 'Proxy Number' which will be provided to you by Link Market Services by email before the AGM.

More information about how to use the AGM platform is available in the Online Meeting Guide, which is available at the Qantas Investor website at <https://investor.qantas.com/investors/?page=annual-general-meeting>

Viewing the AGM Webcast

The AGM will be webcast live on

<https://web.lumiconnect.com/329730427>

An archive of the webcast will be available on the Qantas Investor website shortly after the meeting concludes. You do not need to be a Qantas shareholder or proxyholder to view the webcast.

Voting Information

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the register of shareholders as at 7pm AEDT on Wednesday, 23 October 2024. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the AGM.

Direct Voting Prior to the AGM

A shareholder may cast a direct vote on the resolutions by lodging their votes with Qantas or the Share Registry prior to the meeting, without having to physically attend the meeting or appoint a proxy or a representative.

Shareholders who cast a direct vote may also attend the meeting, but their attendance will cancel the direct vote unless they indicate otherwise at the meeting.

A Voting Form accompanies this Notice of Meeting and provides further details on how to lodge a direct vote.

IMPORTANT: If shareholders mistakenly fill out both the direct voting and proxy voting sections of the Voting Form, the direct vote will prevail.

To be valid, either the original, facsimile or electronic transmission of the Voting Form(s) must be received at least 48 hours prior to the AGM (that is, by no later than 11am AEDT on Wednesday, 23 October 2024) or any adjournment.

Qantas encourages you to register your Direct Votes online at the Share Registry website <https://investorcentre.linkgroup.com/Login>

Additional Voting Forms will be supplied by Qantas' Share Registry, Link Market Services, on request.

Voting in Person During the AGM

Eligible shareholders may attend the meeting and vote in person. You may still attend the AGM and vote in person even if you have lodged a direct vote or appointed a proxy prior to the meeting. You will be provided with a voting handset on the day. If you have previously submitted a Voting Form and you vote during the meeting, your vote at the meeting will cancel your direct vote (unless you instruct Qantas or Link Market Services otherwise) or suspend your proxy appointment while you are present at the meeting. While you are not required

How to Participate in the AGM and Vote continued

to submit your Voting Form if you attend the meeting in person, please bring your personalised Voting Form with you as it will help you register your attendance at the meeting. If you do not bring your Voting Form with you, you can still attend the meeting and representatives from Link Market Services will need to verify your identity.

Voting Online During the AGM

Online attendees will be able to vote in real-time during the meeting when invited by the Chair. You will be able to vote for, against or abstain on each item through the AGM platform.

Appointment of Proxies

A shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Shareholders can appoint a body corporate or an individual as their proxy. A body corporate may appoint an individual as its representative to exercise any of the powers the body corporate may exercise at general meetings of Qantas or in the capacity of a shareholder's proxy at general meetings of Qantas. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all the powers that the appointing body corporate could exercise at a general meeting or in voting on a resolution.

A shareholder who is entitled to cast two or more votes may appoint two proxies and may state on the Voting Form the proportion or number of the shareholder's votes each proxy is being appointed to exercise. If a shareholder appoints two proxies and does not specify the proportion or number of votes each proxy may exercise, each of the proxies may exercise half the shareholder's votes.

If a shareholder has appointed two proxies and if a resolution is to be decided on a show of hands, only the first person named on the Voting Form may vote. If two Voting Forms have been completed, the person whose name is earlier in alphabetical sequence may vote. A proxy need not be a shareholder of Qantas.

Either the original, facsimile or electronic transmission of the Voting Form(s) and any Power of Attorney or authority under which the Voting Form(s) is signed must be received at least 48 hours prior to the AGM (that is, by no later than 11am AEDT on Wednesday, 23 October 2024) or any adjournment. Any Voting Form received after this deadline, including at the AGM, will be invalid.

A personalised Voting Form accompanies this Notice of Meeting and provides further details on the appointment of proxies.

IMPORTANT: If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolutions 3, 4, and 6 by submitting the Voting

Form, you will be expressly authorising the Chair to exercise your proxy on the relevant resolution, even if the resolution is connected, directly or indirectly, with the remuneration of a Key Management Personnel (KMP).

To ensure the timely and cost-effective receipt of the proxy, shareholders are encouraged to use the online voting facility that can be accessed via the Share Registry website <https://investorcentre.linkgroup.com/Login>

Alternatively, you can send your completed and signed Voting Form by mail or by facsimile. Details are shown on the Voting Form.

Additional Voting Forms will be supplied by Qantas' Share Registry, Link Market Services, on request.

Representative of Bodies Corporate

If a corporate representative is to attend the AGM on behalf of a body corporation, a formal Notice of Appointment or a properly executed letter or other document confirming its authority to act as the company's representative must be submitted prior to the AGM.

A Certificate of Appointment of Corporate Representative form may be obtained from the Share Registry or online at <https://investorcentre.linkgroup.com/Login>

How to Ask Questions

Before the AGM

The Board invites shareholders to submit questions or comments to Qantas or Qantas' Independent Auditor in advance of the meeting. If you wish to submit questions or comments before the AGM, they must be received by Qantas no later than 5pm (AEDT) on Friday, 18 October 2024. Questions may be submitted before the AGM as follows:

Online: At www.linkmarketservices.com.au

Post: Complete and submit the AGM Question Form which accompanies this Notice of Meeting to Qantas Airways Limited C/- Link Market Services Limited Locked Bag A14 Sydney South, NSW 1235 Australia.

During the AGM

During the AGM, shareholders and proxyholders will have a reasonable opportunity to ask questions or make comments. Online participants can ask questions in writing via the AGM platform <https://web.lumiconnect.com/329730427>

Questions submitted before the meeting or online during the meeting may be moderated or amalgamated if there are multiple questions on the same point. It may not be possible to respond to all questions.

Explanatory Notes

1. Consideration of Reports

The Financial Report, the Directors' Report and the Independent Auditor's Report for the year ended 30 June 2024 (which are contained in the 2024 Annual Report) will be laid before the meeting. There is no requirement for shareholders to approve these reports.

A copy of the 2024 Annual Report, or an email advising that the 2024 Annual Report is available on the Qantas Investor website at <https://investor.qantas.com/investors/?page=annual-reports>, has been sent to each shareholder who has requested a copy.

The 2024 Qantas Group Sustainability Report, and the 2024 Corporate Governance Statement, are also available via the Qantas Investor website.

During this item of Business, the Chair will give shareholders a reasonable opportunity to ask questions about, or comment upon, the performance of Qantas.

The Chair will also provide shareholders a reasonable opportunity to ask the Independent Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent Auditor's Report;
- the accounting policies adopted by Qantas in relation to the preparation of the financial statements; and
- the independence of the Auditor.

Explanatory Notes continued

2. Election of Directors



a) John Mullen

John Mullen was appointed by the Directors as a Non-Executive Director and Chair-Elect with effect from 22 April 2024 pursuant to clause 6.5(a) of the Qantas Constitution, which allows the Board to appoint a Director to fill a casual vacancy or as an addition to the existing Directors.

On 16 September 2024, Mr Mullen assumed the role of Chair of the Board, and Chair of the Nominations Committee.

Mr Mullen retires as required by clause 6.5(b) of the Qantas Constitution and, being eligible, offers himself for election as a Non-Executive Director.

Mr Mullen is currently Chair of Brambles Ltd and Chair of Treasury Wine Estates. Previously, Mr Mullen was Chair of Telstra Group Ltd and Chair of Toll Holdings.

Mr Mullen has extensive experience in international transportation and logistics, with more than two decades in senior positions with some of the world's largest transport and infrastructure companies. From 2011 to 2016, Mr Mullen was Chief Executive Officer of Asciano, Australia's largest ports and rail operator and prior to this Mr Mullen spent 15 years with DHL Express, serving as the global Chief Executive Officer from 2005 to 2009.

Prior to DHL, Mr Mullen spent 10 years with the TNT Group, with four years as the Chief Executive Officer of TNT Express Worldwide based in the Netherlands. Former appointments also include the US National Foreign Trade Council in Washington (2008–2010), and Member of the UNICEF Task Force on Workplace Gender Discrimination and Harassment (2018–2019).

The Board believes Mr Mullen brings a wealth of experience as a director and chair of similarly large and complex companies to Qantas, as well as great depth from his long executive career in the transport sector both in Australia and overseas. The Board is confident he is the right choice to lead the national carrier into its next phase.

Mr Mullen says *"It's an extraordinary privilege to take up the role of Board Chair of the national carrier. It is a company that I have admired all my life, and I am greatly looking forward to helping Vanessa Hudson and the management team take the company to new heights of service and performance excellence.*

I am also conscious of the time commitment that this prestigious role requires and re-confirm that I will be adjusting my other professional obligations to ensure that I can be fully focussed on this exciting challenge."

Note: The Directors (with Mr Mullen abstaining) unanimously recommend that you vote in favour of this Ordinary Resolution.

Explanatory Notes continued



b) Dr Nora Scheinkestel

Dr Nora Scheinkestel was appointed by the Directors as a Non-Executive Director with effect from 1 March 2024 pursuant to clause 6.5(a) of the Qantas Constitution, which allows the Board to appoint a Director to fill a casual vacancy or as an addition to the existing Directors.

Dr. Nora Scheinkestel retires as required by clause 6.5(b) of the Qantas Constitution and, being eligible, offers herself for election as a Non-Executive Director.

Dr Scheinkestel is currently a Non-Executive Director of Brambles, Westpac Banking Corporation and Origin Energy.

She is an experienced company director with 30 years' experience as a Non-Executive Chair and Director of companies in a wide range of industry sectors, including the public, government and private sectors. Previous directorships of publicly listed companies include Telstra Corporation Limited, the Atlas Arteria group, Ausnet Services Ltd, Orica Limited, Newcrest Limited, Pacific Brands Limited and Stockland Group.

She is a published author, has worked as an Associate Professor in the Melbourne Business School at Melbourne University and is a former member of the Takeovers Panel.

Dr Scheinkestel was awarded a centenary medal for services to Australian society in business leadership. Nora holds a Doctor of Philosophy and a Bachelor of Law (Hons) from the University of Melbourne and is a Fellow of the Australian Institute of Company Directors.

She is Chair of the People and Remuneration Committee and a Member of the Nominations Committee.

The Board believes Dr Scheinkestel's more than 30 years' experience on numerous boards across leading utilities, finance and logistics firms, as well as her deep knowledge of regulatory matters, complements and adds considerable strength to the Board's existing skills and experience.

Dr Scheinkestel says *"It is a great privilege to join the Board and I look forward to working with my fellow Directors and Management to see Qantas build on its important history."*

Note: The Directors (with Dr Scheinkestel abstaining) unanimously recommend that you vote in favour of this Ordinary Resolution.

Explanatory Notes continued



c) Antony Tyler

Antony Tyler retires by rotation and, being eligible, offers himself for re-election as an Independent Non-Executive Director.

Mr Tyler was appointed to the Qantas Board in October 2018.

In accordance with clause 6.3(b) of the Qantas Constitution, Mr Tyler retires from office at the conclusion of the AGM. ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or three years, whichever is the longer.

Mr Tyler has broad aviation and management experience. He was Director General and Chief Executive Officer of the International Air Transport Association from 2011 to 2016. Prior to this, Mr Tyler spent over 30 years with Cathay Pacific Airways Limited, where he held several management and executive roles in Hong Kong, the UK, Italy, Japan, Canada, the Philippines and Australia before serving in the role of Chief Executive Officer from 2007 to 2011.

He is a Non-Executive Director of Bombardier Inc, BOC Aviation Limited, and Trans Maldivian Airways Limited, and is a Fellow of the Royal Aeronautical Society.

He is Chair of the Safety, Health, Environment and Security Committee and a Member of the Nominations Committee.

The Board believes that Mr Tyler's extensive international aviation experience and strong industry relationships, together with his commercial and management experience, enable him to continue to add significant benefit to the deliberations of the Board.

Mr Tyler says, *"I am honoured to serve on the Board of Qantas, and look forward to continuing to apply my skills and experience for the benefit of Qantas and its stakeholders."*

Note: The Directors (with Mr Tyler abstaining) unanimously recommend that you vote in favour of this Ordinary Resolution.

Explanatory Notes continued

3. Participation of Chief Executive Officer, Vanessa Hudson, in the Long Term Incentive Plan

The approval of shareholders is being sought to permit the Chief Executive Officer to participate in the 2025–2027 Long Term Incentive Plan (2025–2027 LTIP) for FY25 (2024 Grant).

The LTIP is a four-year plan that involves an upfront award of a fixed number of Rights over Qantas shares. If performance and service conditions are achieved over a three-year period, Rights vest and convert to Qantas shares. The vested shares are then subject to a further one-year trading restriction, during which the shares cannot be traded and are subject to forfeiture. If the three-year performance conditions or service conditions are not met, the Rights lapse. The CEO and Executive Management are eligible to participate in the LTIP, with Ms Hudson being the only Director who is eligible to participate in the plan.

ASX Listing Rule 10.14 requires a listed company to obtain shareholder approval before issuing equity securities (including shares and rights to shares) to a Director under an employee incentive scheme. ASX Listing Rule 10.14 does not apply to the grant of rights to Directors under an employee incentive scheme where the shares to be acquired in satisfaction of the rights are required by the terms of the scheme to be purchased on-market. It also does not apply to the subsequent purchase of those securities on-market.

If new shares are issued in order to satisfy the 2025–2027 LTIP (subject to the rights vesting) that issue falls within ASX Listing Rule 10.14, as Ms Hudson is a Director of Qantas. While it is currently intended that any shares allocated on vesting of the performance rights granted to Ms Hudson under the 2025–2027 LTIP will be acquired on-market, as opposed to issuing new shares, shareholder approval is being sought for the grant both because the Board considers it appropriate to do so even if the shares are bought on-market and to preserve flexibility in the event that the Board considers it necessary or appropriate to issue shares, rather than acquire them on-market.

The 2025–2027 LTIP reward opportunity for the Chief Executive Officer has been set at 160 per cent of Ms Hudson's FY25 Fixed Annual Remuneration (FAR), in place at 1 July 2024. In setting this target, the Board makes reference to external benchmark market data, including comparable roles in other listed Australian companies.

The Board believes these are the appropriate benchmarks, as it is these comparator groups whose roles best mirror the size, complexity and challenges in managing Qantas' businesses. They are also the peer groups with whom Qantas competes for Executive talent.

An overview of the 2024 Grant to Ms Hudson is as follows:

Maximum Entitlement Under 2024 Grant

Subject to shareholder approval, Ms Hudson will be granted 450,000 Rights under the 2024 Grant.

At the end of the three-year performance period for the 2024 Grant (LTIP Performance Period), performance conditions (LTIP Performance Conditions) and service conditions (LTIP Service Conditions) for the 2024 Grant are tested.

If the LTIP Performance Conditions and Service Conditions are fully achieved, the Rights vest and convert to Qantas fully paid ordinary shares on a one-for-one basis and those shares are subject to a one-year holding lock period. If the LTIP Performance Conditions are not achieved, the Rights lapse.

The face value calculation (rounded down to the nearest 1,000 rights) is:

$$450,000 \text{ Rights} = \frac{\$1,648,000 \times 160\%}{\$5.85 \text{ per Right}}$$

Where:

- \$1,648,000 is Ms Hudson's FAR as at 1 July 2024;
- 160 per cent is the 'at target' percentage of FAR on a face value basis for the award of Rights for Ms Hudson's 2024 Grant; and
- \$5.85 is the face value (share price) of each Right as at 30 June 2024 (the date immediately prior to the start of the three-year performance period for the plan).

Grant Date of Rights

If shareholder approval is obtained, the Rights will be granted to Ms Hudson no later than 30 days after the date of the AGM.

LTIP Performance Period

The LTIP Performance Period commences on 1 July 2024 and ends on 30 June 2026.

Explanatory Notes continued

LTIP Performance Conditions

The LTIP Performance Conditions comprise three performance measures:

a) Companies with ordinary shares included in the S&P/ASX 100 Index (ASX100)

Up to one-third of the total number of Rights granted to Ms Hudson may vest based on the relative growth in the Total Shareholder Return (TSR) of Qantas in comparison to the ASX 100 as follows:

Qantas' TSR performance compared to the ASX100	Satisfaction of performance hurdle
Below 50th percentile	Nil
50th to 75th percentile	Linear scale: 50% to 100% satisfied
Above 75th percentile	100% satisfied

b) Basket of Global Listed Airlines

Up to one-third of the total number of Rights granted to Ms Hudson may vest based on the relative growth in the TSR of Qantas in comparison to the basket of global listed airlines selected by the Board (**Global Listed Airlines**) as follows:

Qantas' TSR performance compared to the Global Listed Airlines	Satisfaction of performance hurdle
Below 50th percentile	Nil
50th to 75th percentile	Linear scale: 50% to 100% satisfied
Above 75th percentile	100% satisfied

The basket of Global Listed Airlines was selected with regard to its representation of international and domestic airlines, both full-service and value-based, operating in Qantas' key markets and taking into consideration the level of government involvement. The basket of Global Listed Airlines for the 2025–2027 LTIP comprises:

- Air Asia
- Air Canada
- Air France/KLM
- Air New Zealand
- All Nippon Airways
- American Airlines
- Cathay Pacific
- Delta Airlines
- Deutsche Lufthansa
- easyJet
- Interglobal Aviation Ltd
- International Consolidated Airlines Group
- Japan Airlines
- LATAM Airlines Group
- Ryanair
- Singapore Airlines
- Southwest Airlines
- United Continental

c) Reputation

Up to one-third of the total number of Rights granted to Ms Hudson may vest based on Qantas' reputation performance. Measured externally by The RepTrak Company, the reputation score measures the level of trust a respondent has towards a company they are familiar with.

Resulting reputation scores (between 0–100) quantify how the informed general public feel about a company based on ratings using a 1–7 scale from four statements relating to 'Trust', 'Admiration and respect', 'Good feeling', and 'Overall reputation'.

Including this measure in the LTIP underlines the determination of the Group to bring Qantas back to its position as one of the most trusted brands. Historically, Qantas has enjoyed a track record of monthly calculated reputation scores in the Strong (70–79) to Excellent (80+) range; however, during FY23, the Group experienced a fall in our reputation scores associated with significant reputational and customer service issues and, as a result, the Group's reputation scores fell into the Weak (40–59) range, only recovering into the Average range (60–69) by the end of FY24.

From an executive reward perspective, the Group wants to achieve a sustained improvement in our reputation scores. As a result, the performance targets are set such that vesting will only occur if the Group returns into a reputation range assessed as Strong to Excellent by the end of the performance period. The assessment will seek to ensure that performance improvement is sustained, and not achieved as a one-off by considering both monthly and rolling annual performance. More information on the operation of the reputation measure is available in the 2024 Annual Report.

Qantas' reputation Performance	Percentage of Rights that vest
Below Strong (<70)	Nil
From Strong to Excellent (70 to 80)	Linear scale: 50% to 100% satisfied
Above Excellent (Above 80)	100% satisfied

LTIP Service Conditions

If the LTIP Performance Conditions are satisfied, the portion of the Rights that vest will be based on Ms Hudson's service during the LTIP Performance Period. Unless the Board determines otherwise, there will be a pro-rata reduction in the number of Rights that will vest if Ms Hudson: works less than full-time hours during the LTIP Performance Period; works less than the full three-year LTIP Performance Period; and/or takes a period of leave without pay of 30 days or more during the LTIP Performance Period.

Explanatory Notes continued

Price on Grant or Vesting

No amount will be payable by Ms Hudson in respect of the Grant or upon vesting of the Rights.

Further Trading Restrictions

Any shares allocated on vesting of the Rights will be subject to a further one-year trading restriction (or such longer period elected by Ms Hudson). At the conclusion of the post-vesting trading restriction, these shares may be traded, subject to any further trading restrictions that may be imposed in respect of the Qantas Minimum Shareholding Guideline (which applies to the Chief Executive Officer and members of the Group Leadership Team), and Qantas' Share Trading Policy.

Cessation of Employment

Cessation of employment — during performance period

In general, if Ms Hudson resigns, is terminated for cause or is terminated in other circumstances involving unacceptable performance or conduct, any Rights which have not vested will be forfeited. In limited circumstances (for example retirement, employer-initiated termination with no record of poor performance, death or total and permanent disablement), Rights will remain on foot on a pro-rata basis and may vest at the end of the LTIP Performance Period, subject to the satisfaction of the LTIP Performance and Service Conditions. Any shares allocated following vesting of the 2025–2027 LTIP would be subject to a one-year trading restriction. These vested shares would remain subject to the Board's clawback policy.

Cessation of employment — during one-year trading restriction

Ms Hudson would continue to hold vested shares that are subject to the one-year trading restriction. These vested shares remain subject to the Board's clawback policy.

Board Discretion

The Board retains ultimate discretion to adjust the performance measures, vesting schedules or vesting outcomes in accordance with the Plan Rules.

Additional Information

Ms Hudson's current total remuneration package is:

- total FAR of \$1,648,000 (inclusive of superannuation);
- short-term incentive opportunity (at target) of 100 per cent of FAR; and
- long-term incentive opportunity of up to 160 per cent of FAR.

Further details of Ms Hudson's remuneration package

are set out in the Remuneration Report, contained in the Directors' Report set out in the 2024 Annual Report which is available on the Qantas Investor website at <https://investor.qantas.com/investors/?page=annualreports>

Details of any Shares or Rights issued to Ms Hudson under the LTIP will be published in each Qantas Annual Report relating to the period in which they were issued, along with a statement that approval for the issue of securities was obtained under ASX Listing Rule 10.14.

Any additional person(s) covered by ASX Listing Rule 10.14 who become entitled to participate in the LTIP after this resolution is passed, and who is not named in this Notice of Meeting, will not participate until approval is obtained under that Listing Rule.

Voting on Ordinary Resolution 3

Key Management Personnel (KMP) are Directors of Qantas and those persons having authority and responsibility for planning, directing and controlling the activities of Qantas, directly or indirectly.

Qantas will disregard any votes cast:

- in favour of Ordinary Resolution 3 by or on behalf of Ms Hudson, or any associate of Ms Hudson, regardless of the capacity in which the vote is cast; and
- on this Resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's closely related party,

unless the vote is cast on Ordinary Resolution 3 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:
 - the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the shareholder votes on the Resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

Explanatory Notes continued

Please read the information in your personalised Voting Form which deals with the Chair's voting of proxies on the Resolutions set out in items 3, 4 and 6.

If Ordinary Resolution 3 is not passed, the Board will lose the flexibility to issue new shares (subject to the rights vesting) as outlined above. The Board may decide to proceed with the grant of performance rights under the 2025–2027 LTIP by requiring in the award terms that the award will be satisfied by shares acquired on-market, or may consider alternative long term variable remuneration arrangements such as deferred cash (subject to performance and service conditions being met). This may diminish the alignment of Ms Hudson's remuneration with that of other members of Executive Management and the interests of shareholders.

Note: The Directors (with Ms Hudson abstaining) unanimously recommend that you vote in favour of this Ordinary Resolution.

For personal use only

Explanatory Notes continued

4. Remuneration Report

Section 250R (2) of the *Corporations Act 2001* (Cth) (**Corporations Act**) requires that Qantas puts to a shareholder vote a resolution that the Remuneration Report be adopted. The vote is advisory only and does not bind the Directors or Qantas, although the Board takes the outcome of the vote into consideration in determining future remuneration policy.

The Remuneration Report is contained in the Directors' Report set out in the Annual Report which is available on the Qantas Investor website at <https://investor.qantas.com/investors/?page=annual-reports>

This year, the advisory resolution has particular importance because of the failure of the corresponding resolution in 2023 to receive the necessary 75 per cent approval of shareholders, known as a "first strike". Under the "two strikes" rule applying to Remuneration Reporting, if the resolution proposed for the 2024 AGM also fails to achieve at least 75 per cent approval from shareholders, an additional resolution will be put the AGM for a "spill" of the Board at a subsequent general meeting. The "two strikes" rule is explained in more detail on page 19 in the Explanatory Notes to Resolution 6.

In considering the response to the "first strike" at the 2023 AGM, the Board, with the assistance of the People and Remuneration Committee, have engaged with and listened to the concerns of shareholders and their advisors. Together, we have benchmarked the Group's remuneration structure and have made changes to better align with ASX market practice and shareholder expectations. We have finalised the outstanding remuneration outcomes for the FY23 financial year and implemented new processes to support the Board in reviewing performance and determining remuneration outcomes for the FY24 financial year. Full details of the significant range of changes to the remuneration structure, processes and policies are set out in the Remuneration Report on pages 32 to 62 of the 2024 Annual Report.

The Remuneration Report also:

- explains Qantas' Executive remuneration philosophy and objectives, and the link between the remuneration of Executives and Qantas' performance;
- sets out remuneration details for each Director and for each named Executive; and
- makes clear that the basis for remunerating Non-Executive Directors is distinct from the basis for remunerating Executives, including Executive Directors.

The Chair will give shareholders a reasonable opportunity to ask questions about, or comment upon, the Remuneration Report.

An Advisory Resolution that the Remuneration Report for the year ended 30 June 2024 is adopted will then be put to a shareholder vote.

Shareholders should note that whilst the vote on this item is advisory only, if 25 per cent or more of the votes cast on this item are against adopting the Remuneration Report, a vote on item 6 (spill resolution) will be required to be put to the meeting.

The operation and consequences of a spill resolution are set out under item 6 below.

Voting on Advisory Resolution 4

A vote on Advisory Resolution 4 must not be cast (in any capacity) by, or on behalf of:

- a member of the KMP whose remuneration details are included in the 2024 Remuneration Report; or
- a closely related party of such a KMP (including close family members and companies the KMP controls);
- KMP or their closely related parties cannot cast a vote as a proxy for a shareholder entitled to cast a vote if the proxy is not directed on how to vote on Advisory Resolution 4,

unless:

- the KMP is the Chair of the Meeting; and
- the appointment of the Chair as proxy expressly authorises him to exercise the proxy in accordance with a direction to vote as he decides, even though Advisory Resolution 4 is connected directly with the remuneration of a KMP.

In accordance with section 250BD of the *Corporations Act*, a vote must not be cast on Advisory Resolution 4 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Note: The Directors unanimously recommend that you vote in favour of this Advisory Resolution.

Explanatory Notes continued

5. Renewal of Proportional Takeover Provisions in the Qantas Constitution

Part 16 of the Qantas Constitution contains provisions which prohibit the registration of transfers of shares acquired under a proportional takeover bid unless a resolution is passed by shareholders approving the bid. Under the Corporations Act and as provided in Part 16 of the Qantas Constitution, the provisions will cease to have effect at the end of three years after they were inserted or renewed. The Qantas Constitution was last amended on 5 November 2021, at which time proportional takeover provisions were inserted into the Qantas Constitution for the first time. It is proposed that the proportional takeover provisions are renewed for a further period of three years from the date of Qantas' 2024 AGM.

The Corporations Act also requires that the following information be provided to shareholders when they are considering the renewal of proportional takeover provisions in a constitution.

Proportional Takeover Bid

A proportional takeover bid occurs when a bidder offers to acquire only a proportion of each shareholder's shares (e.g. 30 per cent of each shareholder's shares).

Proportional Takeover Provisions

Under the Corporations Act, companies may include proportional takeover rules in their constitutions that enable shareholders to vote on a proportional bid 'in-principle' before a proportional takeover bid is permitted to proceed.

These rules expire if they are not refreshed by a special resolution of shareholders every three years. Similar provisions are commonly found in the constitutions of publicly listed companies on the ASX and are regularly renewed.

The provisions:

- are designed to assist shareholders receive proper value for their shares if a proportional takeover bid is made for the Company; and
- prohibit the transfer of shares under a proportional takeover bid unless a provisional takeover bid resolution was passed by the shareholders in a general meeting approving the offer.

Effect of the Proportional Takeover Provisions

If the provisions are renewed and a bid is made for Qantas' shares, the Directors must hold a general meeting of shareholders to consider whether or not to approve the proportional takeover bid. The resolution must be voted on at least 14 days before the last day of the bid period. Each shareholder who, as at the end of the day on which the first offer under the bid was made, held bid class shares is entitled to vote. Shareholder approval will be received if more than 50 per cent of votes cast by shareholders entitled to vote are in favour of the resolution. The bidder and its associates are not allowed to vote on the resolution.

If the resolution to approve such a bid is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the resolution is approved (or taken to have been approved), the transfers must be registered provided they comply with the Corporations Act and the Qantas Constitution.

Reasons for Proposing the Resolution

The Directors consider that shareholders should continue to have the opportunity to vote on any proportional takeover bid for Qantas, and that the provisions may avoid shareholders feeling pressured to accept a bid in circumstances where they do not want it to succeed.

If takeover approval provisions are not in the Qantas Constitution, a proportional takeover bid may enable control of the Company to pass without shareholders having the opportunity to sell all of their shares to the bidder. Shareholders may be exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for their shares. The proposed proportional takeover provisions decrease this risk because they allow shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

Explanatory Notes continued

Potential Advantages and Disadvantages

The Corporations Act requires that shareholders be given a statement which retrospectively examines the advantages and disadvantages, for Directors and shareholders, of the proportional takeover provisions proposed.

The proportional takeover provisions allow the Directors to ascertain shareholders' views on a proportional takeover bid. It does not otherwise offer any advantage or disadvantage to the Directors who remain free to make their own recommendation as to whether the bid should be approved.

The potential advantages of the proportional takeover provisions for Qantas shareholders are that:

- shareholders have the opportunity to consider a proportional takeover bid and vote on the resolution at a general meeting;
- the provisions assist shareholders in not being locked in as a minority interest;
- the provisions increase shareholders' bargaining power and may assist in ensuring that any proportional takeover bid is appropriately priced; and
- knowing the view of the majority of shareholders assists each individual shareholder in assessing the likely outcome of the proportional takeover bid and whether to approve or reject the offer.

The potential disadvantages of the proportional takeover provisions for Qantas shareholders are that the provisions:

- may discourage proportional takeover bids in respect of the Company;
- may reduce any speculative element in the market price of the Company's shares arising from the possibility of a proportional takeover bid being made;
- may reduce the likelihood of a proportional takeover bid being successful; and
- may be considered to constitute an unwarranted additional restriction of the ability of shareholders to freely deal with their shares.

The Board considers that the advantages for shareholders of the proportional takeover provisions outweigh the potential disadvantages.

No Knowledge of Present Acquisition Proposals

At the date of this Notice of Meeting, no Director of Qantas is aware of any proposal by a person to acquire, or to increase the extent of, a substantial interest in Qantas shares.

Note: This item is proposed as a Special Resolution and requires approval of 75 per cent of votes cast by shareholders entitled to vote on the Resolution.

The Directors unanimously recommend that you vote in favour of this Special Resolution.

Explanatory Notes continued

6. Spill Resolution – Conditional item

The Corporations Act includes a ‘two-strike’ rule in relation to remuneration reports. The two-strike rule provides that if at least 25 per cent of the votes cast on the resolution to adopt the remuneration report at two consecutive AGMs are against adopting the remuneration report, shareholders will have the opportunity to vote on a spill resolution (described below) at the second AGM.

At Qantas’ 2023 AGM, at least 25 per cent of the votes cast on the resolution to adopt the FY23 Remuneration Report were against adopting the report (the first strike).

If more than 75 per cent of the votes cast on item 4 are in favour of adopting the FY24 Remuneration Report, then there will be no second strike and the spill resolution will not be put to the meeting.

Accordingly, if at least 25 per cent of the votes cast on item 4 at the 2024 AGM are against adopting the FY24 Remuneration Report, this will constitute a second strike and this resolution will be put to the meeting and voted on as required by section 250V of the Corporations Act (**the spill resolution**).

If the spill resolution is put to the meeting, it will be considered as an ordinary resolution, which means that, to be passed, the resolution requires the approval of at least 50 per cent of the votes cast by or on behalf of shareholders entitled to vote on the resolution.

If the spill resolution is passed, a further general meeting (**Spill Meeting**) must be held within 90 days after the 2024 AGM and, immediately before the end of the Spill Meeting, each of:

- Belinda Hutchinson;
- John Mullen;
- William Parker;
- Todd Sampson;
- Dr Nora Scheinkestel;
- Dr Heather Smith; and
- Antony Tyler,

being the current Directors (other than the Managing Director) who were in office when the Board approved the last Directors’ Report (**the Relevant Directors**), will cease to hold office.

The Spill Meeting would consider the election or re-election of Directors, and each of the Relevant Directors would be eligible to seek re-election.

It is proposed that any such vote on the spill resolution would be conducted by a poll. Such a process results in each shareholder having one vote for each share held and in respect of which a vote is cast (subject to the voting exclusions).

The Board recommends that shareholders consider the following factors when making a decision on how to vote on any spill resolution put to the AGM for the following reasons:

- first, as detailed on page 16 in relation to Resolution 4, in considering the response to the “first strike” at the 2023 AGM, the Board, with the assistance of the People and Remuneration Committee, have:
 - engaged with and listened to the concerns of shareholders and their advisors;
 - benchmarked the Group’s remuneration structure and have made changes to better align with ASX market practice and shareholder expectations;
 - finalised the outstanding remuneration outcomes for the FY23 financial year; and
 - implemented new processes to support the Board in reviewing performance and determining remuneration outcomes for the FY24 financial year and on an ongoing basis;
- full details of the significant range of changes to the remuneration structure, processes and policies are set out in the Remuneration Report on pages 32 to 62 of the 2024 Annual Report;
- the Board has undergone significant change, with five Non-Executive Directors retiring and two new Non-Executive Directors appointed since September 2023. We believe that the current Board has the appropriate skills and experience and remains best placed to receive shareholder feedback, act to address concerns and provide oversight to deliver the desired results for shareholders;
- the substantial additional expense which holding a Spill Meeting would cause; and
- the disruption to the Company which would be caused by changes to the Board composition.

Voting on Conditional Ordinary Resolution 6

Qantas will disregard any votes cast:

- by or on behalf of a member of the KMP named in the Remuneration Report for the year ended 30 June 2024, or that KMP’s closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the KMP at the date of the meeting, or that KMP’s closely related parties,
- unless the vote is cast as a proxy for a person who is entitled to vote on the spill resolution:
- in accordance with their directions on how to vote as set out in the proxy appointment; or
- by the Chair pursuant to an express authorisation to exercise the proxy as the Chair thinks fit even though the resolution is connected with the remuneration of KMP.

Note: The Directors unanimously recommend that you vote **against** this conditional Ordinary Resolution.






LODGE YOUR VOTE

	ONLINE https://investorcentre.linkgroup.com
	BY MAIL Qantas Airways Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
	BY FAX +61 2 9287 0309
	BY HAND Link Market Services Limited Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150
	ALL ENQUIRIES TO Telephone: +61 1800 177 747 (free call within Australia)

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Wednesday, 23 October 2024**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:

	ONLINE https://investorcentre.linkgroup.com Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).		BY MOBILE DEVICE Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link https://investorcentre.linkgroup.com into your mobile device. Log in using the Holder Identifier and postcode for your shareholding. To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.	QR Code 
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HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER SECTION A – VOTE DIRECTLY

If you mark the box in Section A you are indicating that you wish to vote directly. Please only mark either "For" or "Against" for each item.

If you mark the boxes in both Section A and Section B, you will be taken to have voted directly and any instructions given in relation of the appointment of a proxy will have no effect.

If you do not mark a box in Section A or Section B, you will be taken to have appointed the person named in the form as proxy. If no person is named, the Chair of the Meeting will be deemed your appointed proxy.

If you have lodged a direct vote, and then attend and vote at the Meeting, your direct vote will be cancelled unless you instruct the Company or the Company's share registry.

Custodians and nominees may identify on this form the total number of votes in each of the categories and their votes will be valid.

The Chair's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER SECTION B – APPOINT A PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Section B. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name and email address of that individual or body corporate in the box provided. If you leave this section blank, the Chair of the Meeting will be your proxy. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Items are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: Where the holding is in one name, the holder must sign.

Joint Holding: Where the holding is in more than one name, either shareholder may sign.

Power of Attorney: To sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services (part of Link Group) will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

NAME SURNAME
 ADDRESS LINE 1
 ADDRESS LINE 2
 ADDRESS LINE 3
 ADDRESS LINE 4
 ADDRESS LINE 5
 ADDRESS LINE 6



X99999999999

VOTING FORM

I/We being a member(s) of Qantas Airways Limited and entitled to attend and vote hereby appoint:

A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

i in relation to the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Friday, 25 October 2024**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item.

OR

B APPOINT A PROXY

appoint the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit at the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Friday, 25 October 2024** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Items 3, 4 & 6: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Items 3, 4 & 6, even though the Items are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chair of the Meeting intends to vote all available undirected proxies in accordance with the Board Recommendation for each Item.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

Item	BOARD RECOMMENDED VOTE	OTHER VOTING OPTIONS		
Item 2a Election of Director - John Mullen	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	
Item 2b Election of Director - Dr Nora Scheinkestel	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	
Item 2c Election of Director - Antony Tyler	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	
Item 3 Participation of the Chief Executive Officer, Vanessa Hudson, in the Long Term Incentive Plan	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	
Item 4 Remuneration Report	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	
Item 5 Renewal of Proportional Takeover Provisions in the Qantas Constitution	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	

Subject to and conditional on at least 25% of the votes validly cast against Item 4

Item 6

Spill Resolution (Conditional item)

AGAINST

FOR

ABSTAIN



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the Power of Attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

QAN PRX2401N

Online Meeting Guide

Qantas Airways Limited (QAN) AGM

25 OCT 2024, 11:00 AEDT



Attending the meeting virtually

Those attending online will be able to view a live webcast of the meeting. Shareholders and proxyholders can ask questions and submit votes in real time.

To participate online, visit <https://web.lumiconnect.com/329730427> on your smartphone, tablet or computer.

You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

To log in, you may require the following information:

Meeting ID: 329-730-427

Australian residents

- **Username**
(SRN or HIN)
- **Password**
(postcode of your registered address)

Overseas residents

- **Username**
(SRN or HIN)
- **Password**
(three-character country code)
e.g. New Zealand - **NZL**; United Kingdom - **GBR**; United States of America - **USA**; Canada - **CAN**

Appointed Proxies

To receive your unique username and password, please contact Link Market Services on +61 1800 177 747.

Guests

To register as a guest, you will need to enter your name and email address.

A full list of country codes can be found at the end of this guide.

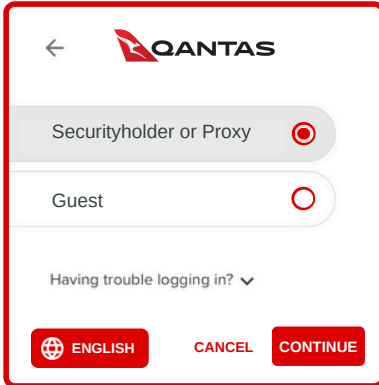
Participating at the meeting

- 1** To participate in the meeting, follow the direct link at the top of the page. Alternatively, visit web.lumiagm.com and enter the unique 9-digit Meeting ID, provided above.

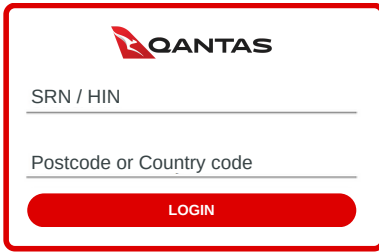
- 2** To proceed into the meeting, you will need to read and accept the Terms and Conditions.

3 Select the relevant log in option to represent yourself in the meeting.
Note that only members and proxies can vote and ask questions in the meeting.

To register as a shareholder, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.

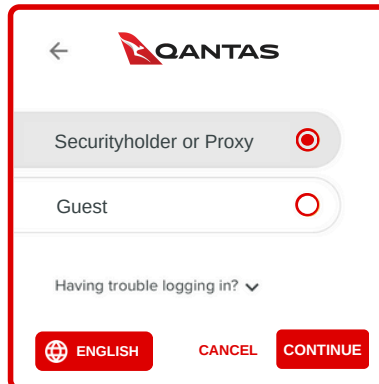


A screenshot of the Qantas mobile app login screen. At the top, there is a back arrow and the QANTAS logo. Below that, there are two radio button options: 'Securityholder or Proxy' (which is selected) and 'Guest'. Underneath these options is a link that says 'Having trouble logging in?' with a downward arrow. At the bottom of the screen, there are three buttons: 'ENGLISH' with a globe icon, 'CANCEL', and 'CONTINUE'.

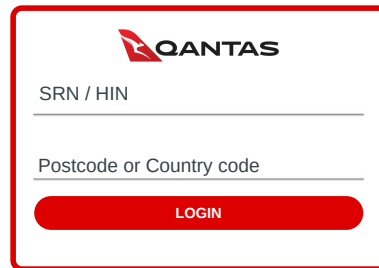


A screenshot of the Qantas mobile app login screen for a shareholder. It shows two input fields: 'SRN / HIN' and 'Postcode or Country code'. Below these fields is a red 'LOGIN' button.

To register as a proxyholder, select 'Securityholder or Proxy' and you will need your username and password as provided by Link Market Services. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.

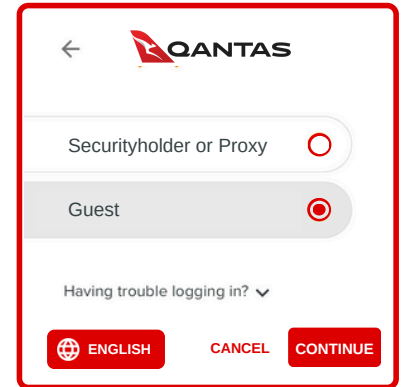


A screenshot of the Qantas mobile app login screen for a proxyholder. It shows two input fields: 'SRN / HIN' and 'Postcode or Country code'. Below these fields is a red 'LOGIN' button.

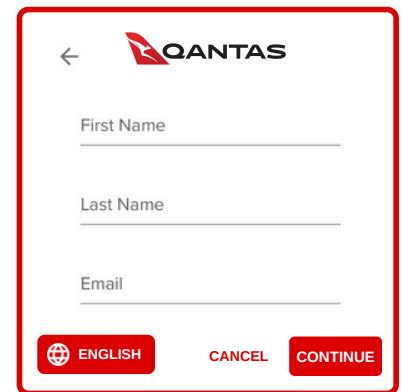


A screenshot of the Qantas mobile app login screen for a proxyholder. It shows two input fields: 'SRN / HIN' and 'Postcode or Country code'. Below these fields is a red 'LOGIN' button.

To register as a guest, select 'Guest' and enter your name and email address.

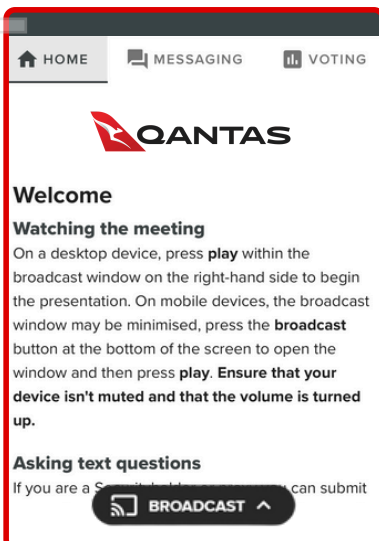


A screenshot of the Qantas mobile app login screen for a guest. At the top, there is a back arrow and the QANTAS logo. Below that, there are two radio button options: 'Securityholder or Proxy' and 'Guest' (which is selected). Underneath these options is a link that says 'Having trouble logging in?' with a downward arrow. At the bottom of the screen, there are three buttons: 'ENGLISH' with a globe icon, 'CANCEL', and 'CONTINUE'.



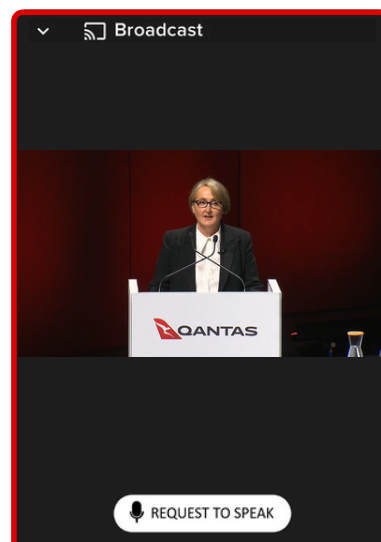
A screenshot of the Qantas mobile app login screen for a guest. It shows three input fields: 'First Name', 'Last Name', and 'Email'. Below these fields are three buttons: 'ENGLISH' with a globe icon, 'CANCEL', and 'CONTINUE'.

4 Once logged in, you will see the home page, which displays the meeting title and instructions.

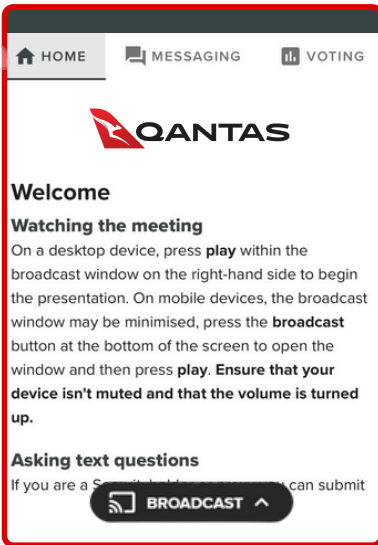



A screenshot of the Qantas mobile app home page. At the top, there is a navigation bar with 'HOME', 'MESSAGING', and 'VOTING' icons. Below that is the QANTAS logo. The main content area has a 'Welcome' heading, followed by 'Watching the meeting' and a paragraph of instructions. Below that is 'Asking text questions' and a partial sentence. At the bottom, there is a 'BROADCAST' button with a speaker icon and an upward arrow.

5 On a desktop/laptop device the webcast will appear at the side automatically. On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.




6 During the meeting, mobile users can minimise the webcast at any time by selecting the arrow by the broadcast icon. You will still be able to hear the meeting. Selecting the broadcast icon again will reopen the webcast.



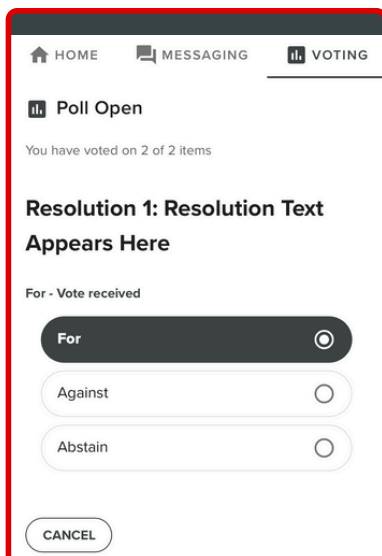
7 Desktop/laptop users can watch the webcast full screen, by selecting the full screen icon . To reduce the webcast to its original size, select the X at the top of the broadcast window.





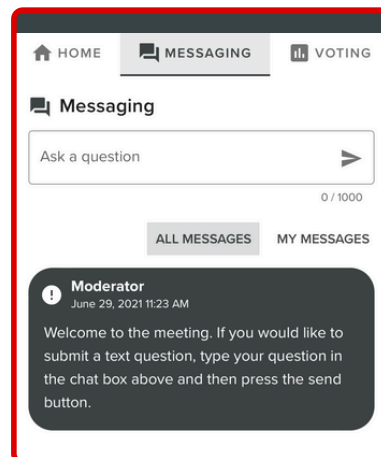
8 For shareholders and appointed proxies only. When the Chair declares the poll open:

- A voting icon  will appear on screen and the meeting resolutions will be displayed
- To vote, select one of the voting options. Your response will be highlighted
- To change your vote, simply select a different option to override

There is no need to press a submit or send button. Your vote is automatically counted. Votes may be changed up to the time the Chair closes the poll.

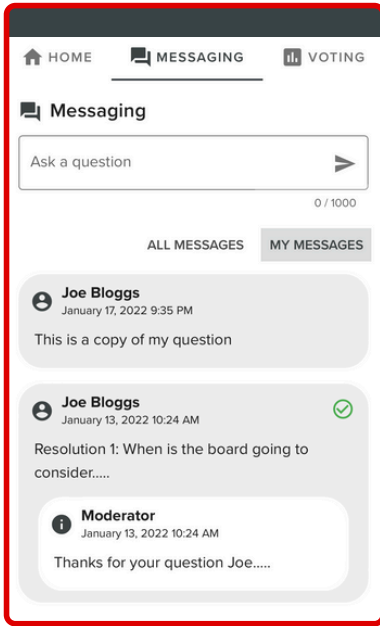


9 For shareholders and appointed proxies only. To ask a written question, tap on the messaging icon , type your question in the chat box at the top of the screen and select the send icon . Confirmation that your message has been received will appear.



10 For shareholders and appointed proxies only. Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

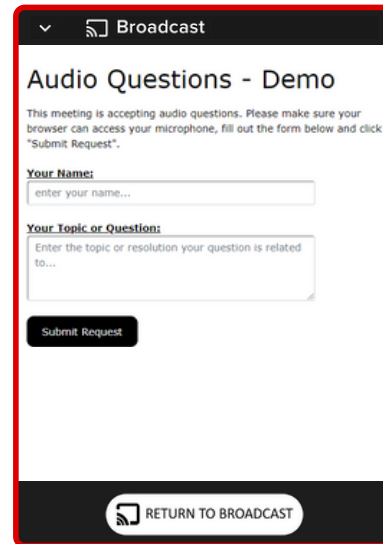
A copy of your sent questions, along with any written responses from the meeting team, can be viewed by selecting "my messages".



11 For shareholders and appointed proxies only. To ask a question orally:

- Click on the 'Request to speak' button at the bottom of the broadcast window
- Confirm your details
- Click 'Submit Request'
- Follow the instructions on screen to connect

You will hear the meeting while you wait to ask your question.



Icon descriptions



Home tab - Displays meeting instructions



Messaging tab - Submit written questions or comments



Voting tab - View and select voting options. Only visible once the chair opens voting



Documents tab - View documents relating to the meeting, if available

Need help?

If you require any help using this system prior to or during the Meeting, please call +612 8075 0100 so we can assist you.

Country Codes

For overseas members, select your country code from the list below and enter it into the password field.

ABW	Aruba	DOM	Dominican Republic	LAO	Lao Pdr	QAT	Qatar
AFG	Afghanistan	DZA	Algeria	LBN	Lebanon	REU	Reunion
AGO	Angola	ECU	Ecuador	LBR	Liberia	ROU	Romania Federation
AIA	Anguilla	EGY	Egypt	LBY	Libyan Arab Jamahiriya	RUS	Russia
ALA	Aland Islands	ERI	Eritrea	LCA	St Lucia	RWA	Rwanda
ALB	Albania	ESH	Western Sahara	LIE	Liechtenstein	SAU	Saudi Arabia
AND	Andorra	ESP	Spain	LKA	Sri Lanka	SDN	Sudan
ANT	Netherlands Antilles	EST	Estonia	LSO	Kingdom of Lesotho	SEN	Senegal
ARE	United Arab Emirates	ETH	Ethiopia	LTU	Lithuania	SGP	Singapore
ARG	Argentina	FIN	Finland	LUX	Luxembourg	SGS	Sth Georgia & Sandwich Isl
ARM	Armenia	FJI	Fiji	LVA	Latvia	SHN	St Helena
ASM	American Samoa	FLK	Falkland Islands (Malvinas)	MAC	Macao	SJM	Svalbard & Jan Mayen
ATA	Antarctica	FRA	France	MAF	St Martin	SLB	Soloman Islands
ATF	French Southern	FRO	Faroe Islands	MAR	Morocco	SCG	Serbia & Outlying
ATG	Antigua & Barbuda	FSM	Micronesia	MCO	Monaco	SLE	Sierra Leone
AUS	Australia	GAB	Gabon	MDA	Republic Of Moldova	SLV	El Salvador
AUT	Austria	GBR	United Kingdom	MDG	Madagascar	SMR	San Marino
AZE	Azerbaijan	GEO	Georgia	MDV	Maldives	SOM	Somalia
BDI	Burundi	GGY	Guernsey	MEX	Mexico	SPM	St Pierre and Miqueion
BEL	Belgium	GHA	Ghana	MHL	Marshall Islands	SRB	Serbia
BEN	Benin	GIB	Gibraltar	MKD	Macedonia Former Yugoslav Rep	STP	Sao Tome and Principle
BFA	Burkina Faso	GIN	Guinea	MLI	Mali	SUR	Suriname
BGD	Bangladesh	GLP	Guadeloupe	MLT	Malta	SVK	Slovakia
BGR	Bulgaria	GMB	Gambia	MMR	Myanmar	SVN	Slovenia
BHR	Bahrain	GNB	Guinea-Bissau	MNE	Montenegro	SWE	Sweden
BHS	Bahamas	GNQ	Equatorial Guinea	MNG	Mongolia	SWZ	Swaziland
BIH	Bosnia & Herzegovina	GRC	Greece	MNP	Northern Mariana Islands	SYC	Seychelles
BLM	St Barthelemy	GRD	Grenada	MOZ	Mozambique	SYR	Syrian Arab Republic
BLR	Belarus	GRL	Greenland	MRT	Mauritania	TCA	Turks & Caicos
BLZ	Belize	GTM	Guatemala	MSR	Montserrat	TCD	Chad
BMU	Bermuda	GUF	French Guiana	MTQ	Martinique	TGO	Congo
BOL	Bolivia	GUM	Guam	MUS	Mauritius	THA	Thailand
BRA	Brazil	GUY	Guyana	MWI	Malawi	TJK	Tajikistan
BRB	Barbados	HKG	Hong Kong	MYS	Malaysia	TKL	Tokelau
BRN	Brunei Darussalam	HMD	Heard & McDonald Islands	MYT	Mayotte	TKM	Turkmenistan
BTN	Bhutan	HND	Honduras	NAM	Namibia	TLS	East Timor Republic
BUR	Burma	HRV	Croatia	NCL	New Caledonia	TMP	East Timor
BVT	Bouvet Island	HTI	Haiti	NER	Niger	TON	Tonga
BWA	Botswana	HUN	Hungary	NFK	Norfolk Island	TTO	Trinidad & Tobago
CAF	Central African Republic	IDN	Indonesia	NGA	Nigeri	TUN	Tunisia
CAN	Canada	IMN	Isle Of Man	NIC	Nicaragua	TUR	Turkey
CCK	Cocos (Keeling) Islands	IND	India	NIU	Niue	TUV	Tuvalu
CHE	Switzerland	IOT	British Indian Ocean Territory	NLG	Netherlands	TWN	Taiwan
CHL	Chile	IRL	Ireland	NOR	Norway	TZA	Tanzania
CHN	China	IRN	Iran Islamic Republic of	NPL	Nepal	UGA	Uganda
CIV	Cote D'ivoire	IRQ	Iraq	NRU	Nauru	UKR	Ukraine
CMR	Cameroon	ISL	Iceland	NZL	New Zealand	UMI	United States Minor Outlying
COD	Democratic Republic of Congo	ISM	British Isles	OMN	Oman	URY	Uruguay
COK	Cook Islands	ISR	Israel	PAK	Pakistan	USA	United States of America
COL	Colombia	ITA	Italy	PAN	Panama	UZE	Uzbekistan
COM	Comoros	JAM	Jamaica	PCN	Pitcairn Islands	VNM	Vietnam
CPV	Cape Verde	JEY	Jersey	PER	Peru	VUT	Vanuatu
CRI	Costa Rica	JOR	Jordan	PHL	Philippines	WLF	Wallis & Fortuna
CUB	Cuba	JPN	Japan	PLW	Palau	WSM	Samoa
CYM	Cayman Islands	KAZ	Kazakhstan	PNG	Papua New Guinea	YEM	Yemen
CYP	Cyprus	KEN	Kenya	POL	Poland	YMD	Yemen Democratic
CXR	Christmas Island	KGZ	Kyrgyzstan	PRI	Puerto Rico	YUG	Yugoslavia Socialist Fed Rep
CZE	Czech Republic	KHM	Cambodia	PRK	North Korea	ZAF	South Africa
DEU	Germany	KIR	Kiribati	PRT	Portugal	ZAR	Zaire
DJI	Djibouti	KNA	St Kitts And Nevis	PRY	Paraguay	ZMB	Zambia
DMA	Dominica	KOR	South Korea	PSE	Palestinian Territory	ZIM	Zimbabwe
DNK	Denmark	KWT	Kuwait	PYF	French Polynesia		



20 September 2024

Dear Shareholder

On behalf of the Board of Directors, I invite you to the 2024 Annual General Meeting (**AGM**) of Qantas Airways Limited (**Qantas**) to be held on **Friday, 25 October 2024**, commencing at **11:00am AEDT**. Registration will open from 10am AEDT.

Qantas aims to give the maximum number of shareholders the opportunity to participate in its AGMs, by holding them in different Australian states over time, as well as providing a live webcast. This year's AGM will again be a hybrid meeting, allowing shareholders to either attend in person at the **Centurion Ballroom, Level 4, Crowne Plaza Hobart, 110 Liverpool Street, Hobart**, or online at <https://web.lumiconnect.com/329730427> (**AGM Platform**).

The AGM is an important event for Qantas and provides shareholders with an opportunity to receive an update on Qantas' performance during the year, to ask questions of the Board and Management, as well as Qantas' Independent Auditor, and to vote on the items of business before the AGM.

The Notice of Meeting (**NoM**) can be viewed and downloaded online by visiting the Qantas Investor website at <https://investor.qantas.com/AGM> (**Investor site**). The NoM explains in detail the items of business you will be asked to consider at the AGM. You are encouraged to read the NoM and its Explanatory Notes before deciding how to vote on the resolutions. The NoM also includes the Board's voting recommendation for each resolution.

If you plan to attend the AGM in person, and wish to register as a shareholder or proxyholder, please bring your personalised Voting Form with you, as this will allow your attendance to be promptly registered. If you do not have a personalised Voting Form, you may request one by calling Qantas' Share Registry, Link Market Services (**Share Registry**) on +61 1800 177 747. The NoM contains further information regarding the registration of proxies.

Those participating online via the AGM Platform can, in real time, watch presentations given during the AGM, vote on resolutions, and ask questions of the Board, Management and the independent Auditor.

An Online Meeting Guide (**Guide**) is available at the Investor site, explaining how you can participate online – including how to log in to the AGM Platform, register to vote, and ask questions during the AGM – as well as browser requirements.

If you are unable to physically attend the AGM, you can:

- lodge a Direct Vote or directed proxy, or appoint a proxy to attend the AGM and vote on your behalf, by completing the Voting Form and returning it to the Share Registry via <https://investorcentre.linkgroup.com/Login> by 11:00am AEDT Wednesday, 23 October 2024;



- For personal use only
- ask questions of the Board and the Auditor in advance of the meeting, by completing the online AGM Question Form and submitting to the Share Registry by 5:00pm AEDT on Friday, 18 October 2024; and
 - watch a webcast of the AGM proceedings and ask written and/or audio questions of the Board and the Auditor during the meeting via the AGM Platform.

To access the **online 2024 Annual General Meeting**:

Shareholders will need their Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**), which can be found on your holding statement; and

Proxyholders will need their proxy code which Link Market Services will provide via an email no later than 24 hours prior to the Meeting.

As part of our ongoing commitment to sustainable business practices, all shareholders who have an email address on record will receive their communications electronically. This ensures we are providing you with the information you need in the fastest, most cost-effective manner possible, while also reducing our environmental impact.

Shareholders are encouraged to go to the Qantas Share Registry website at <https://investorcentre.linkgroup.com/Login> to review and update their communication preferences.

The Board and I look forward to your attendance at the AGM and we thank you for your continued support.

Yours faithfully



John Mullen
Board Chair

