



Qantas Airways Limited Direct Voting Regulations

ABN 16 009 661 901

Prescribed pursuant to Clause 5.10 of the Qantas Constitution

1 Purpose

The Qantas Board of Directors (“**Board**”) have adopted these Regulations relating to direct voting at any meeting of shareholders in accordance with Clause 5.10 of the Qantas Constitution.

The purpose of these Regulations is to facilitate shareholder engagement by permitting members to directly vote at general or class meetings without attending those meetings in person or by proxy (which may not always be practicable).

Qantas encourages shareholder engagement and participation, regardless of the geographic location of members.

2 Defined Terms

Unless otherwise specified, defined terms in these Regulations have the same meaning given to them in the Qantas Constitution.

Clause 1.6 (“Interpretation”) of the Qantas Constitution applies to this document.

Qantas Constitution means the constitution of Qantas Airways Limited ABN 16 009 661 901, as amended from time to time.

3 Voting by Members

3.1 Means of Voting

Votes by a member who is entitled to vote at a meeting may be cast:

- (a) personally at the meeting;
- (b) by a proxy, representative or attorney at the meeting; or
- (c) by a valid notice of the member’s voting intention (**Direct Vote**) prior to the meeting.

3.2 One vote

A member may only vote on a resolution put to the vote at a meeting by one of the permitted methods in Regulation 3.1 in respect of a share.

If a member casts a Direct Vote on a particular resolution in a notice of meeting they are taken to have revoked the authority of a previously authorised proxy to vote on their behalf on that resolution.

3.3 Priority of votes

If a member attempts to cast more than one vote on a particular resolution in respect of the same share, only the last vote received by the returning officer is to be taken to have been cast, irrespective of whether the vote cast is by way of Direct Vote or proxy.

3.4 Amended resolution

A Direct Vote cast on a resolution that is amended is taken to be a Direct Vote on that resolution as amended, unless the Chairperson of the meeting determines that this is not appropriate.

3.5 Notice of Meeting

If the Directors have determined to allow voting by Direct Vote on a resolution at a meeting, the notice of meeting must inform members of their right to vote by Direct Vote in respect of that resolution.

4 **Direct Votes**

4.1 Direct voting

If the Directors have determined to allow voting by Direct Vote on a resolution at a meeting, every member who is entitled to attend and vote on each resolution at that meeting is entitled to cast a Direct Vote in respect of each relevant resolution.

For a Direct Vote cast prior to a meeting pursuant to Regulation 3 to be valid, the Direct Vote must be received by Qantas or as Qantas directs not less than 48 hours before the meeting commences or in the case of an adjournment, resumes.

4.2 Direct voting instrument

If sent by post or fax, the Direct Vote must be signed by the member or, if the member is a corporation, either under seal or by a duly authorised officer, attorney or representative.

The signing instructions for members are as follows:

- (a) Individual: If the holding is in more than one name, any one holder may sign.
- (b) Joint holding: If the holding is in more than one name, any one holder may sign.
- (c) Companies: If the company has a sole Director who is also the sole company secretary, the Direct Vote must be signed by that person. If the company is a proprietary company and does not have a company secretary, and has only one Director, the Direct Vote must be signed by that Director. Otherwise, the Direct Vote must be signed by a Director jointly with either another Director or a company secretary.
- (d) Power of attorney: to sign under Power of Attorney, a copy of the Power of Attorney must have already been lodged with the registry. If this document has not previously been lodged for notation, a certified copy of the Power of Attorney should be attached to the voting form when it is returned (which can be received by post or hand only).

If sent by electronic transmission the Direct Vote is to be taken to have been signed if it has been signed or authorised by the member in the manner approved by the Board, specified in the notice of meeting or included on the voting form.

If the voting form is lodged online, the member must follow any instructions for online lodgement to enable electronic authentication. This will include a method for identifying the member.

A Direct Vote includes any form of vote that the Board may prescribe or accept, including by any electronic means. The member must use any voting form issued by the Board to vote by Direct Vote.

4.3 Voting Forms

The following rules will be applied by Qantas when receiving voting forms:

- (a) if a single voting form contains instructions for both direct voting and appointment of a proxy, the shareholder will be taken not to have appointed a proxy and the authority of any proxy will be revoked. The Direct Votes will be counted; and
- (b) if a single voting form is received and neither the direct voting box nor the appointment of proxy box is selected, but the form records notice of voting intentions, the shareholder will be taken to have appointed the person named in the form as proxy and if no person is named, the chairman of the meeting as proxy, to vote in accordance with the voting intentions so recorded.

4.4 Joint Holders

If more than one joint holder votes on a resolution, only the vote of the joint holder whose name appears first in the register of shareholders is counted.

4.5 Deposit of instrument

At least 48 hours before the time for holding the relevant meeting, an adjourned meeting or a poll at which a person proposes to cast a notice of their voting intention, there must be received at Qantas' registered office, or such other place as is specified for that purpose in the notice of meeting, or be transmitted to a facsimile number or electronic address specified for that purpose in the notice of meeting:

- (a) a completed direct voting form, and
- (b) any authority or power under which the Direct Vote was signed or a certified copy of that power or authority.

4.6 Form of the Direct Vote

A Direct Vote is valid if it contains the following information:

- (a) the member's name and address or any applicable identifying notations such as the holder identification number or similar approved by the Board or specified in the notice of meeting, and
- (b) the member's voting intention on any or all of the resolutions to be put before the meeting.

4.7 Proportion or number of votes

- (a) A member may include in the voting form the number of shares to be voted on any resolution by inserting the percentage or number of shares. Otherwise the instructions apply to all the shares held by the member.
- (b) If a member specifies a percentage or number of shares on the voting form in respect of a resolution, the member's Direct Vote in respect of that resolution will be counted both for and against the resolution on a show of hands.

4.8 Validity

A vote cast in accordance with a Direct Vote is valid even if before the commencement of the meeting to which vote relates, the member:

- (a) died;
- (b) became of unsound mind;
- (c) wished to change or withdraw their vote;
- (d) transfers the shares in respect of which the vote is given (provided that the transfer occurs less than 48 hours prior the commencement of the meeting); or

- (e) revoked the appointment of the attorney who cast the Direct Vote on behalf of the member or the authority under which the appointment was made by a third party,

unless written notification of the relevant event is received by Qantas in the manner specified in the notice of meeting before the meeting, adjourned meeting or the taking of a poll in respect of which the Direct Vote was to have been cast.

4.9 Chairperson's decision

The Chairperson's decision as to whether a Direct Vote is valid is conclusive.

4.10 Attendance by Member who has cast a Direct Vote

A person who has cast a Direct Vote before the meeting is entitled to attend the meeting and/or participate in the meeting using the Qantas online meeting platform. The member's attendance cancels the Direct Vote, unless the member instructs Qantas or the Qantas share registry otherwise. Any Direct Vote made by a member during the meeting using the Qantas online meeting platform cancels any Direct Vote made by the member before the meeting.

5 Counting of Direct Votes

5.1 Count

If a Direct Vote is cast in respect of a resolution, the Chairperson of the meeting must:

- (a) on a vote by show of hands, for the purposes of clause 5.10 of the Qantas Constitution, count each member who has submitted a Direct Vote for or against the resolution in accordance with their Direct Vote; and
- (b) on a vote by poll, count the votes cast by each member who has submitted a Direct Vote directly for or against the resolution, by the number of shares held by each member.

If the Direct Votes lodged prior to the meeting (together with the proxies received) could result in a different outcome from the vote on a show of hands under paragraph (a), the Chairperson of the meeting is to call for a poll.

5.2 Direct Votes abstained

Direct Votes abstained will not be counted in computing the required majority on a poll.

5.3 Certificate of Direct Votes cast

The Chairperson of a meeting must ensure that a certificate signed by the returning officer of Direct Votes received is available at the meeting ahead of any vote being taken.

6 Disclosure of Direct Votes

6.1 At the Meeting

Before the vote is taken at a meeting, the Chairperson of the meeting must inform the meeting whether any Direct Votes have been received and how the Direct Votes have been cast. The procedure adopted will be the same as for the identification of proxy votes.

6.2 After the Meeting – results

The number of Direct Votes received for and against each resolution must be included in the minutes of the meeting and is to be notified to the Australian Securities Exchange.

This should be combined with the lodgement of information in relation to proxy votes required under section 251AA(2) of the Corporations Act.

7 Treatment of Direct Votes

A Direct Vote on a resolution at a meeting in respect of a share cast is of no effect and will be disregarded:

- (a) if, at the time of the resolution, the person who cast the Direct Vote:
 - (i) is not entitled to vote on the resolution in respect of the share; or
 - (ii) would not be entitled to vote on the resolution in respect of the share if the person were present at the meeting at which the resolution is considered;
- (b) if, had the vote been cast in person at the meeting at which the resolution is considered:
 - (i) the vote would not be valid; or
 - (ii) Qantas would be obliged to disregard the vote; and
- (c) subject to Regulation 4.10, if the person who cast the Direct Vote is present in person at the meeting at the time the resolution is considered; or
- (d) if the Direct Vote was cast otherwise than in accordance with the Constitution and these rules.

8 Amendment

The Board may amend, vary, revoke or replace these rules from time to time.

Approved by the Qantas Board of Directors on 24 August 2022.