



Notice of
Meeting
Qantas 2007

12 October 2007

Dear Shareholder

2007 Annual General Meeting

The 2007 Annual General Meeting (AGM) of Qantas Airways Limited is to be held at 2:00pm on Wednesday, 14 November 2007 in the Park Room of the Melbourne Park Function Centre, Melbourne & Olympic Parks, Swan Street, Melbourne. The formal Notice of Meeting is attached.

Shareholders who are unable to attend the AGM and have access to the Internet will be able to access a live webcast of the AGM on the Qantas website, www.qantas.com.au/info/about/investors/agms

Business

1. Consideration of Reports

The Financial Report, the Directors' Report and the Independent Audit Report for the year ended 30 June 2007 will be presented for consideration.

Unless the Qantas Share Registry has been notified otherwise, each shareholder will have received an Annual Report which contains the Financial Report for the year ended 30 June 2007.

2. Questions and Comments

Following the Consideration of Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of Qantas.

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Independent Audit Report;
- (c) the accounting policies adopted by Qantas in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Audit Report or the conduct of the audit. A list of written questions, if any, submitted by shareholders will be made available at the start of the AGM and any written answers tabled by the Auditor at the AGM will be made available as soon as practicable after the AGM.

3. Election of Directors

3.1 Leigh Clifford

Leigh Clifford was appointed by the Directors as an Independent Non-Executive Director on 9 August 2007 pursuant to clause 6.5(a) of the Qantas Constitution, which allows the Board to appoint a Director to fill a casual vacancy.

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

If Mr Clifford is elected as an Independent Non-Executive Director, he will succeed Margaret Jackson as Chairman following her retirement at the conclusion of the 2007 AGM.

Mr Clifford is a director of Barclays Bank plc, a member of the Bechtel Board of Counselors and Chairman of the International Council of Mining and Metals.

Mr Clifford was most recently Chief Executive of Rio Tinto plc from April 2000 to April 2007. He stepped down from the board of Rio Tinto on 30 April 2007 after serving as a director of Rio Tinto plc and Rio Tinto Limited for 13 and 12 years respectively. His executive and board career with Rio Tinto has spanned some 37 years, including a wide variety of operational and marketing roles in the coal and metalliferous operations of the Rio Tinto Group in Australia and overseas.

Mr Clifford was formerly a member of the Coal Industry Advisory Board of the International Energy Agency for a number of years and its Chairman from 1998 to 2000. He was previously a director of New Orleans-based Freeport-McMoRan Copper & Gold Inc.

Mr Clifford holds a Bachelor of Engineering and a Master of Engineering Science from the University of Melbourne.

The Board believes it is extremely fortunate that someone of Mr Clifford's international standing has accepted its invitation to join the Board and, if elected, to lead the Board as its Chairman following the 2007 AGM. His extensive global operational, management and board experience will be a major asset to Qantas shareholders.

Mr Clifford says, "I am honoured to be selected as the new Chairman of Qantas by my fellow Directors. I have great admiration for Qantas and the team at Qantas and am enthusiastic about contributing to its continued success."

The Directors (with Leigh Clifford abstaining) recommend that you vote in favour of this Ordinary Resolution.

3.2 Mike Codd, AC

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

Mr Codd was appointed to the Qantas Board in January 1992.

He is Chairman of the Qantas Safety, Environment & Security Committee and a Member of the Qantas Audit Committee.

Mr Codd is the Chancellor of the University of Wollongong. He is a director of the Wealth Management Companies of the National Australia Bank and Chairman of INGEUS Ltd.

He was Deputy Chairman of the Australian Nuclear Science and Technology Organisation (ANSTO) and the Menzies Foundation. Mr Codd was a director of Telstra, IBM Australia and CitiPower Ltd. He was also a member of the Advisory Boards of Spencer Stuart and Blake Dawson Waldron.

From 1981 to 1986, Mr Codd held senior positions in the Commonwealth Government, as Secretary of the Department of Employment and Industrial Relations, Chairman of the Industries Assistance Commission and Secretary of the Department of Community Services.

From 1986 to 1991, Mr Codd held the position of Head of Department of the Prime Minister and Cabinet, and Secretary to Cabinet.

Mr Codd holds a Bachelor of Economics (Honours).

In 1991, Mr Codd was made a Companion of the Order of Australia.

The Board is pleased that Mr Codd intends to continue as a valued Independent Non-Executive Director of Qantas and as Chairman of the Safety, Environment & Security Committee for a further year, to provide continuity during this period.

Mr Codd says, "I have been proud to serve as a Qantas Director and am pleased to be in a position to provide continuity to the Board, Safety, Environment & Security Committee and Audit Committee during the coming year."

The Directors (with Mike Codd abstaining) recommend that you vote in favour of this Ordinary Resolution.

3.3 General Peter Cosgrove, AC, MC

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

General Cosgrove was appointed to the Qantas Board in July 2005.

He is a Member of the Qantas Safety, Environment & Security Committee and a Director of Qantas Superannuation Limited.

General Cosgrove is Vice-Chairman of the Australian Rugby Union and a director of Cardno Limited. He is a consultant to Deloitte Touche Tohmatsu and is a member of the Australian Institute of Company Directors. General Cosgrove is also Chairman of the South Australian Defence Industry Advisory Board and a member of the Australian War Memorial Council.

General Cosgrove served in the Australian Army from 1965 and was the Chief of the Australian Defence Force from July 2002 until his retirement in July 2005.

He was in command of the international forces in East Timor from 1999 until the force was withdrawn in February 2000, for which General Cosgrove was appointed a Companion of the Military Division of the Order of Australia.

He was awarded the Military Cross for his service in Vietnam early in his career and has received several foreign awards including the Companion of the New Zealand Order of Merit (CNZM), Commander of the United States Legion of Merit, the Republic of Singapore's Distinguished Service Order and France's Legion D'Honneur.

General Cosgrove was Australian of the Year in 2001.

The Board believes that General Cosgrove's extensive strategic, operational and management experience brings a unique perspective to Board and Safety, Environment & Security Committee deliberations.

General Cosgrove says, "It has been a privilege for me to serve as a Director of one of Australia's most important and iconic companies. I look forward to using my experience to continue making a valuable contribution to the Board and Safety, Environment & Security Committee."

The Directors (with Peter Cosgrove abstaining) recommend that you vote in favour of this Ordinary Resolution.

3.4 Garry Hounsell

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

Garry Hounsell was appointed to the Qantas Board in January 2005.

He is Chairman of the Qantas Audit Committee and was appointed as a Member of the Qantas Nominations Committee on 18 July 2007.

Mr Hounsell is currently a director of Orica Limited and Nufarm Limited. Mr Hounsell is also Deputy Chairman of Mitchell Communication Group Limited and a consultant to Investec Bank (Australia) Ltd.

He is a director of The Macfarlane Burnet Institute for Medical Research and Public Health Ltd. He is also a Fellow of The Institute of Chartered Accountants in Australia, a Certified Practising Accountant and a Fellow of the Australian Institute of Company Directors.

Mr Hounsell is a former Senior Partner of Ernst & Young and Chief Executive Officer and Country Managing Partner of Arthur Andersen.

He holds a Bachelor of Business (Accounting).

The Board believes that Mr Hounsell's significant accounting and audit experience enables him to make a valuable contribution as an Independent Non-Executive Director and as Chairman of the Audit Committee.

Mr Hounsell says, "I look forward to continuing to apply my skills and commitment for the future benefit of Qantas, its shareholders and all stakeholders."

The Directors (with Garry Hounsell abstaining) recommend that you vote in favour of this Ordinary Resolution.

4. Qantas Deferred Share Plan – Executive Director Retention Award

Approval Sought

Qantas seeks shareholder approval for the Executive Directors, Chief Executive Officer (CEO) Geoff Dixon and Chief Financial Officer (CFO) Peter Gregg, to participate in an award of Retention Shares under the Deferred Share Plan (Plan).

Details of the Qantas Executive Remuneration Philosophy and Objectives can be found from page 59 of the 2007 Annual Report and on the Corporate Governance section of the Qantas website, www.qantas.com.au/info/about/corporateGovernance. Details of all previous awards of equity made to the Executive Directors appear in the 2007 Annual Report.

Background

Having a stable and talented senior Executive Team has always been a priority for Qantas. Retention of key executives has become even more important given the events facing Qantas and the aviation industry generally during recent years. The Retention Plan focuses on a small number of individuals whose roles and contributions are identified as critical to the Qantas Group.

Retention Shares are ordinary Qantas Shares which are issued or purchased on-market at the prevailing market price and are held on behalf of each participant by the Qantas Deferred Share Plan Trustee (Trustee) until the expiry of a specified holding lock period. The holding lock expires on the tenth anniversary from the date of allocation. However, executives can "call" for the Retention Shares prior to the expiration of the holding lock but not before the dates specified in the relevant Plan Rules. Upon call or the expiry of the relevant holding lock, Retention Shares will be transferred from the Trustee and registered in the relevant executive's name. No consideration is payable by participating executives and any dividends paid on the Retention Shares will be distributed to the relevant executive.

The detailed conditions of the offers of Retention Shares under the Plan will be contained in specific Plan Rules, which will be approved by the Board.

Executive Director Participation in the Plan

The Executive Directors, Geoff Dixon and Peter Gregg, are eligible to participate in the Plan and shareholder approval is sought to permit their participation in the award of Retention Shares for the 2007/08 financial year.

As with other executives, awards made under the Retention Plan will ordinarily be forfeited if the required service period is not met due to termination by the executive. In addition, each executive is required to maintain a satisfactory performance during the retention period, including the achievement of their personal key performance indicators set during the retention period. Shares will also be forfeited if the executive is guilty of gross misconduct in relation to the Qantas Group. For Geoff Dixon, assistance with the succession for the role of Chief Executive Officer will be a key performance indicator during this period.

4.1 Participation in the Plan by Geoff Dixon

The Board has received professional advice from PricewaterhouseCoopers when determining the appropriate level of incentive to be made available to the current Executive Directors for retention purposes, and has had regard to a range of commercial factors and the Executive Directors' total remuneration packages.

The Board (with Geoff Dixon and Peter Gregg abstaining) believes it is appropriate and has resolved that, subject to shareholder approval, the CEO, Geoff Dixon, participate in the Retention Award under the Plan as set out below.

As such, the Board seeks shareholder approval to offer Geoff Dixon 1,000,000 Qantas Shares during the 2007/08 financial year (2007 Award) to be held on behalf of Geoff Dixon by the Trustee until the expiry of the holding lock, ten years from the date of allocation. However, Geoff Dixon will be able to "call" for the Retention Shares provided that the holding lock is not removed other than in accordance with the schedule outlined below at Part iii under Further Information.

It is the Board's current intention that the Retention Shares will be acquired on-market.

Further Information

Under ASX Listing Rule 10.14, no director can acquire securities under an employee incentive scheme without shareholder approval. Whilst this requirement does not apply in respect of securities purchased on-market (and although it is the Board's current intention that Retention Shares will be acquired on-market), the Board nevertheless wishes to seek approval for the acquisition of Retention Shares by Geoff Dixon.

In accordance with the Listing Rules, the following information is provided for shareholders:

- i. shareholders are requested to approve the acquisition for the CEO, Geoff Dixon, under the Plan, of 1,000,000 Qantas Shares to be held on behalf of Geoff Dixon by the Trustee until the expiry of the relevant holding restriction and subject to satisfactory performance by Geoff Dixon;
- ii. under the Terms & Conditions and Rules of the Plan, the Retention Shares will be issued or purchased on-market at the prevailing market price at no cost to Geoff Dixon;
- iii. subject to the Terms & Conditions and Rules of the Plan, any Retention Shares to be offered under the 2007 Award will not generally be able to be sold or otherwise dealt with until after:
 - (a) 1 January 2008 in respect of 250,000 of the Retention Shares;
 - (b) 1 July 2008 in respect of 250,000 of the Retention Shares;
 - (c) 1 January 2009 in respect of 250,000 of the Retention Shares; and
 - (d) 1 July 2009 in respect of 250,000 of the Retention Shares;
- iv. no loan will be made by Qantas in connection with the acquisition of Retention Shares by Geoff Dixon;

- v. the Executive Directors (Geoff Dixon and Peter Gregg) are the only persons referred to in Listing Rule 10.14 entitled to receive an award of Shares and Rights under the Plan;
 - vi. details of any Retention Shares purchased, issued or granted under the Plan to Geoff Dixon will be published in the 2008 Qantas Annual Report;
 - vii. any additional persons (for whom shareholder approval is required) who become entitled to participate in the Plan after the Ordinary Resolution 4.1 is approved and who are not named in the Notice of Meeting, will not participate in the Plan until approval is obtained under Listing Rule 10.14;
 - viii. the following Shares and Rights have been awarded to the Executive Directors under the Plan since shareholder approval was last obtained at the 2006 AGM:
 - (a) CEO, Geoff Dixon:
 - (i) 258,000 Shares allocated on 15 August 2007 with all of the Shares having a holding lock until 15 August 2017. However, Geoff Dixon can request that the holding lock be removed after 30 June 2008 for 129,000 Shares and after 30 June 2009 for the remaining Shares (the acquisition price for the purchase of these Shares was \$5.44); and
 - (ii) 300,000 Rights granted on 19 October 2006 which may vest on or after 30 June 2009 subject to the satisfaction of specific Performance Hurdles; and
 - (b) CFO, Peter Gregg:
 - (i) 86,000 Shares allocated on 15 August 2007 with all of the Shares having a holding lock until 15 August 2017. However, Peter Gregg can request that the holding lock be removed after 30 June 2008 for 43,000 Shares and after 30 June 2009 for the remaining Shares (the acquisition price for the purchase of these Shares was \$5.44);
 - (ii) 400,000 Shares allocated on 19 October 2006 with all of the Shares having a holding lock until 19 October 2016. However, Peter Gregg can request that the holding lock be removed after 30 June 2009 for all Shares (the acquisition price for the purchase of these Shares was \$4.05); and
 - (iii) 100,000 Rights granted on 19 October 2006 which may vest on or after 30 June 2009 subject to the satisfaction of specific Performance Hurdles;
- The Shares referred to in paragraphs (a) and (b) above were purchased on-market at the prevailing market price at no cost to Geoff Dixon or Peter Gregg; and
- ix. it is expected that Shares for Geoff Dixon will be acquired under this approval no later than 30 June 2008. In any event, no Shares will be acquired under this approval later than 12 months after the date of the 2007 AGM.

4.2 Participation in the Plan by Peter Gregg

The Board has received professional advice from PricewaterhouseCoopers when determining the appropriate level of incentive to be made available to the current Executive Directors for retention purposes, and has had regard to a range of commercial factors and the Executive Directors' total remuneration packages.

The Board (with Peter Gregg and Geoff Dixon abstaining) believes it is appropriate and has resolved that, subject to shareholder approval, the CFO, Peter Gregg, participate in the Retention Award under the Plan as set out below.

As such, the Board seeks shareholder approval to offer Peter Gregg 400,000 Qantas Shares during the 2007/08 financial year (2007 Award) to be held on behalf of Peter Gregg by the Trustee until the expiry of the holding lock, ten years from the date of allocation. However, Peter Gregg will be able to "call" for the Retention Shares provided that the holding lock is not removed other than in accordance with the schedule outlined below at Part iii under Further Information.

It is the Board's current intention that the Retention Shares will be acquired on-market.

Further Information

Under ASX Listing Rule 10.14, no director can acquire securities under an employee incentive scheme without shareholder approval. Whilst this requirement does not apply in respect of securities purchased on-market (and although it is the Board's current intention that Retention Shares will be acquired on-market), the Board nevertheless wishes to seek approval for the acquisition of Retention Shares by Peter Gregg.

In accordance with the Listing Rules, the following information is provided for shareholders:

- i. shareholders are requested to approve the acquisition for the CFO, Peter Gregg, under the Plan, of 400,000 Qantas Shares to be held on behalf of Peter Gregg by the Trustee until the expiry of the relevant holding restriction and subject to satisfactory performance by Peter Gregg;
- ii. under the Terms & Conditions and Rules of the Plan, the Retention Shares will be issued or purchased on-market at the prevailing market price at no cost to Peter Gregg;
- iii. subject to the Terms & Conditions and Rules of the Plan, any Retention Shares to be offered under the 2007 Award will not generally be able to be sold or otherwise dealt with until after:
 - (a) 1 July 2008 in respect of 90,000 of the Retention Shares;
 - (b) 1 October 2008 in respect of 90,000 of the Retention Shares;
 - (c) 1 January 2009 in respect of 90,000 of the Retention Shares;
 - (d) 1 December 2009 in respect of 43,334 of the Retention Shares;
 - (e) 1 March 2010 in respect of 43,333 of the Retention Shares; and
 - (f) 1 June 2010 in respect of 43,333 of the Retention Shares;
- iv. no loan will be made by Qantas in connection with the acquisition of Retention Shares by Peter Gregg;
- v. the Executive Directors (Geoff Dixon and Peter Gregg) are the only persons referred to in Listing Rule 10.14 entitled to receive an award of Shares and Rights under the Plan;
- vi. details of any Retention Shares purchased, issued or granted under the Plan to Peter Gregg will be published in the 2008 Qantas Annual Report;
- vii. any additional persons (for whom shareholder approval is required) who become entitled to participate in the Plan after the Ordinary Resolution 4.2 is approved and who are not named in the Notice of Meeting, will not participate in the Plan until approval is obtained under Listing Rule 10.14;
- viii. the following Shares and Rights have been awarded to the Executive Directors under the Plan since shareholder approval was last obtained at the 2006 AGM:
 - (a) CEO, Geoff Dixon:
 - (i) 258,000 Shares allocated on 15 August 2007 with all of the Shares having a holding lock until 15 August 2017. However, Geoff Dixon can request that the holding lock be removed after 30 June 2008 for 129,000 Shares and after 30 June 2009 for the remaining Shares (the acquisition price for the purchase of these Shares was \$5.44); and
 - (ii) 300,000 Rights granted on 19 October 2006 which may vest on or after 30 June 2009 subject to the satisfaction of specific Performance Hurdles; and
 - (b) CFO, Peter Gregg:
 - (i) 86,000 Shares allocated on 15 August 2007 with all of the Shares having a holding lock until 15 August 2017. However, Peter Gregg can request that the holding lock be removed after 30 June 2008 for 43,000 Shares and after 30 June 2009 for the remaining Shares (the acquisition price for the purchase of these Shares was \$5.44);
 - (ii) 400,000 Shares allocated on 19 October 2006 with all of the Shares having a holding lock until 19 October 2016. However, Peter Gregg can request that the holding lock be removed after 30 June 2009 for all Shares (the acquisition price for the purchase of these Shares was \$4.05); and
 - (iii) 100,000 Rights granted on 19 October 2006 which may vest on or after 30 June 2009 subject to the satisfaction of specific Performance Hurdles;

The Shares referred to in paragraphs (a) and (b) above were purchased on-market at the prevailing market price at no cost to Geoff Dixon or Peter Gregg; and

- ix. it is expected that Shares for Peter Gregg will be acquired under this approval no later than 30 June 2008. In any event, no Shares will be acquired under this approval later than 12 months after the date of the 2007 AGM.

Voting on Ordinary Resolutions 4.1 and 4.2

Qantas will disregard any votes cast on Ordinary Resolutions 4.1 and 4.2 by the Directors and their associates.

However, Qantas need not disregard a vote if it is cast by:

- i. a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- ii. the person chairing the AGM as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Directors (with Geoff Dixon and Peter Gregg abstaining) recommend that you vote in favour of Ordinary Resolutions 4.1 and 4.2.

5. Remuneration Report

The Remuneration Report is contained in the Directors' Report set out from page 59 of the 2007 Qantas Annual Report. The Report:

- explains Qantas' Executive Remuneration Philosophy and Objectives and the link between the remuneration of employees 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.

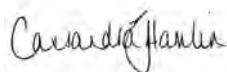
The Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the Remuneration Report. An Advisory Resolution that the Remuneration Report is adopted will then be put to shareholder vote.

While there is no legal requirement to abstain from voting, Qantas believes it is appropriate that neither the Directors, the named executives nor their associates should vote their shares on this Advisory Resolution, except as directed by any proxies.

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

If you have any questions relating to any issue to be considered at the AGM, please call me on (02) 9691 4262 prior to the AGM.

Yours sincerely



Cassandra Hamlin
Company Secretary

Enclosures

Enclosed with this letter are:

- i. the Notice of Meeting;
- ii. a Proxy Form to be completed if you would like to be represented at the AGM by proxy. An electronic proxy facility is also available to shareholders via the Qantas website, www.qantas.com.au/info/about/investors/agms
- iii. an AGM Question Form to be completed if you would like a specific question to be addressed by the Chairman or Auditor at the AGM; and
- iv. a reply paid envelope for you to return either or both the Proxy Form and AGM Question Form.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Qantas Airways Limited will be held:

Date: Wednesday, 14 November 2007

Time: 2:00pm

Venue: The Park Room, Melbourne Park Function Centre,
Melbourne & Olympic Parks, Swan Street, Melbourne
Please refer to the attached map

Business

1. Consideration of Reports

To receive and consider the Financial Report, the Directors' Report and the Independent Audit Report of Qantas Airways Limited for the financial year ended 30 June 2007.

2. Questions and Comments

Shareholders will be given a reasonable opportunity to ask questions about or comment on the management and audit of Qantas.

3. Election of Directors

3.1 Leigh Clifford

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

"That, Leigh Clifford, a Non-Executive Director appointed by the Directors on 9 August 2007 pursuant to clause 6.5(a) of the Constitution and retiring in accordance with the Constitution, being eligible, is elected as a Non-Executive Director of Qantas Airways Limited."

3.2 Mike Codd

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

"That, Mike Codd, a Non-Executive Director retiring in accordance with the Constitution, being eligible, is re-elected as a Non-Executive Director of Qantas Airways Limited."

3.3 Peter Cosgrove

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

"That, Peter Cosgrove, a Non-Executive Director retiring in accordance with the Constitution, being eligible, is re-elected as a Non-Executive Director of Qantas Airways Limited."

3.4 Garry Hounsell

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

"That, Garry Hounsell, a Non-Executive Director retiring in accordance with the Constitution, being eligible, is re-elected as a Non-Executive Director of Qantas Airways Limited."

4. Qantas Deferred Share Plan – Executive Director Participation

4.1 Participation in the Qantas Deferred Share Plan by Geoff Dixon

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

"That, Geoff Dixon, the Chief Executive Officer, is permitted to participate in the Qantas Deferred Share Plan as is contemplated by the explanatory letter accompanying the 2007 Notice of Meeting."

4.2 Participation in the Qantas Deferred Share Plan by Peter Gregg

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

"That, Peter Gregg, the Chief Financial Officer, is permitted to participate in the Qantas Deferred Share Plan as is contemplated by the explanatory letter accompanying the 2007 Notice of Meeting."

5. Remuneration Report

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

"That, the Remuneration Report for the year ended 30 June 2007 (set out in the Directors' Report) is adopted."

Dated: 12 October 2007

By Order of the Board



Cassandra Hamlin
Company Secretary

Notes:

1. A shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Shareholders can appoint a body corporate as well as 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 of the powers that the appointing body could exercise at a general meeting or in voting on a resolution.
2. A shareholder who appoints two proxies may state on the Proxy Form what 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.
3. If a shareholder has appointed two proxies, when a resolution is decided on a show of hands, only the first person named on the Proxy Form may vote. If two Proxy Forms have been completed, the person whose name is earlier in alphabetical sequence may vote.
4. A proxy need not be a shareholder of Qantas.
5. Either the original, facsimile or electronic transmission of the Proxy Form(s) and any Power of Attorney or authority under which they are signed must be received at least 48 hours prior to the AGM (ie by no later than 2:00pm on Monday 12 November 2007) or any adjournment. Any Proxy Form received after this deadline, including at the AGM, will be invalid.
6. A Proxy Form accompanies this Notice of Meeting.
7. Additional Proxy Forms will be supplied by the Qantas Share Registry on request.
8. An electronic proxy facility is also available to shareholders via the Qantas website, www.qantas.com.au/info/about/investors/agms
9. If a corporate representative is to attend the AGM on behalf of a corporation, a formal Notice of Appointment must be brought to the AGM.
10. In accordance with Regulation 7.11.37 of the Corporations Regulations, 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 7:00pm (Sydney time) on Monday 12 November 2007. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the AGM.
11. If you wish a question to be put to the Chairman or Auditor and you are not able to attend the AGM, please complete the Question Form which accompanies this Notice of Meeting.
12. Either the original or a facsimile transmission of the Question Form must be received at least five business days prior to the AGM (ie by no later than 5:00pm on Wednesday 7 November 2007) or any adjournment. This is to allow time to collate questions and to prepare answers.



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Qantas Share Registry

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