

---

## Form 605

Corporations Law  
Section 671B

### Notice of ceasing to be a substantial holder

---

To Company Name/Scheme QANTAS AIRWAYS LIMITED

ACN/ARSN ABN 16 009 661 901

#### 1. Details of substantial holder(1)

Name WESTPAC BANKING CORPORATION (WBC) and its associated companies listed in Annexure 'A'

ACN/ARSN (if applicable) ABN 33 007 457 141

The holder ceased to be a substantial holder on 7/11/2012

The previous notice was given to the company on 22/10/2012

The previous notice was dated 18/10/2012

#### 2. Changes in relevant interests

Particulars of each change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
7/11/2012	WBC & its Associates Westpac Financial Services Group Limited (WFSG), Equity Desk - (WIB) Westpac Institutional Bank *, Asgard Capital Management Limited, BT Funds Management No.2 Limited, Advance Asset Management Limited, Westpac RE Limited, BT Funds Management Limited, BT Investment Management (RE) Limited	See Schedule	See Schedule	See Schedule	See Schedule

#### 3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to the voting interests of the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

#### 4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Westpac Financial Services Group Limited (WFSGL)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Equity Desk - (WIB) Westpac Institutional Bank *	Level 20, Westpac Place, 275 Kent St Sydney NSW 2000
Asgard Capital Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Westpac RE Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (RE) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
QANTAS	Qantas Airways Limited (QAN) Level 8, 241 O'Riordan Street MASCOT NSW 2020 Tel: +61 2 9691 3636 Fax: +61 2 9691 3339

#### Signature

print name Tim Hartin capacity Company Secretary

sign here \_\_\_\_\_ date 9/11/2012

#### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Law.
- (3) See the definition of "associate" in section 9 of the Corporations Law.
- (4) Include details of:
  - (a) Any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) Any qualification of the power of a person to exercise, control the exercise of, the voting powers or disposal of the securities which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Law.
- (5) Details of the consideration must include any and all benefits, money and other that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

SCHEDULE 2

Sales & Purchases for the period : 19/10/2012 to 7/11/2012  
SECURITY: QAN

---

**Advance Asset Management Limited**

---

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
23/10/2012	HSBC Custody Nominees (Australia) Limited.	4,149	5,601.15
23/10/2012	HSBC Custody Nominees (Australia) Limited.	4,149	5,601.15
23/10/2012	HSBC Custody Nominees (Australia) Limited.	2,199	2,946.66
	<b>Total</b>	<b>10,497</b>	<b>14,148.96</b>
	<b>Advance Asset Management Limited Total :</b>	<b>10,497</b>	<b>14,148.96</b>

---

**Asgard Capital Management Limited**

---

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
24/10/2012	ASGARD Capital Management Limited	-247	-328.51
2/11/2012	ASGARD Capital Management Limited	1,620	2,106.00
2/11/2012	ASGARD Capital Management Limited	-1,620	-2,106.00
	<b>Total</b>	<b>-247</b>	<b>-328.51</b>
	<b>Asgard Capital Management Limited Total :</b>	<b>-247</b>	<b>-328.51</b>

---

**BT Funds Management Limited**

---

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
19/10/2012	BT Portfolio Services Limited	11,189	15,029.06
23/10/2012	BT Portfolio Services Limited	1,542	2,050.86
23/10/2012	BT Portfolio Services Limited	-1,542	-2,050.86
24/10/2012	BT Portfolio Services Limited	463	620.42
24/10/2012	BT Portfolio Services Limited	3,182	4,263.88
24/10/2012	BT Portfolio Services Limited	-463	-620.42
24/10/2012	BT Portfolio Services Limited	-3,182	-4,263.88
30/10/2012	BT Portfolio Services Limited	1,541	2,064.94
30/10/2012	BT Portfolio Services Limited	1,768	2,369.12
30/10/2012	BT Portfolio Services Limited	-1,768	-2,369.12
30/10/2012	BT Portfolio Services Limited	-1,541	-2,064.94
	<b>Total</b>	<b>11,189</b>	<b>15,029.06</b>
	<b>BT Funds Management Limited Total :</b>	<b>11,189</b>	<b>15,029.06</b>

---

**BT Investment Management (RE) Limited**

---

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
25/10/2012	HSBC Custody Nominees (Australia) Limited.	-48,889	-66,000.15
7/11/2012	HSBC Custody Nominees (Australia) Limited.	-126,867	-162,389.76
	<b>Total</b>	<b>-175,756</b>	<b>-228,389.91</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
7/11/2012	National Australia Bank Limited	-285,803	-365,827.84
7/11/2012	National Australia Bank Limited	-1,948	-2,493.44
7/11/2012	National Australia Bank Limited	-5,181	-6,631.68
7/11/2012	National Australia Bank Limited	-141,720	-181,401.60
7/11/2012	National Australia Bank Limited	-29,076	-37,217.28
7/11/2012	National Australia Bank Limited	-19,003	-24,323.84

7/11/2012	National Australia Bank Limited	-383,614	-491,025.92
			-
	<b>Total</b>	<b>-866,345</b>	<b>1,108,921.60</b>
	<b>BT Investment Management (RE) Limited Total</b>		-
	:	<b>-1,042,101</b>	<b>1,337,311.51</b>

---

**Westpac RE Limited**


---

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
23/10/2012	HSBC Custody Nominees (Australia) Limited.	401	537.34
23/10/2012	HSBC Custody Nominees (Australia) Limited.	-2,500	-3,350.00
23/10/2012	HSBC Custody Nominees (Australia) Limited.	-2,600	-3,484.00
23/10/2012	HSBC Custody Nominees (Australia) Limited.	-2,150	-2,902.50
23/10/2012	HSBC Custody Nominees (Australia) Limited.	-1,850	-2,497.50
24/10/2012	HSBC Custody Nominees (Australia) Limited.	-5,000	-6,650.00
30/10/2012	HSBC Custody Nominees (Australia) Limited.	-8,000	-10,640.00
31/10/2012	HSBC Custody Nominees (Australia) Limited.	-505	-671.65
31/10/2012	HSBC Custody Nominees (Australia) Limited.	-926	-1,231.58
	<b>Total</b>	<b>-23,130</b>	<b>-30,889.89</b>
	<b>Westpac RE Limited Total :</b>	<b>-23,130</b>	<b>-30,889.89</b>

---

**Equity Desk - (WIB) Westpac Institutional Bank \***


---

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
22/10/2012	Equity Desk - (WIB) Westpac Institutional Bank	-32,864	-43,712.41
22/10/2012	Equity Desk - (WIB) Westpac Institutional Bank	-2,369	-3,151.01
22/10/2012	Equity Desk - (WIB) Westpac Institutional Bank	-32,937	-43,809.50
22/10/2012	Equity Desk - (WIB) Westpac Institutional Bank	-9,208	-12,247.56
22/10/2012	Equity Desk - (WIB) Westpac Institutional Bank	-6,868	-9,135.13
22/10/2012	Equity Desk - (WIB) Westpac Institutional Bank	-3,900	-5,187.39
22/10/2012	Equity Desk - (WIB) Westpac Institutional Bank	-10	-13.30
22/10/2012	Equity Desk - (WIB) Westpac Institutional Bank	-15,000	-19,951.50
22/10/2012	Equity Desk - (WIB) Westpac Institutional Bank	-61,765	-82,153.63
22/10/2012	Equity Desk - (WIB) Westpac Institutional Bank	-07	-9.31
22/10/2012	Equity Desk - (WIB) Westpac Institutional Bank	-2,383	-3,169.63
22/10/2012	Equity Desk - (WIB) Westpac Institutional Bank	-16,957	-22,554.51
22/10/2012	Equity Desk - (WIB) Westpac Institutional Bank	-2,892	-3,846.65
22/10/2012	Equity Desk - (WIB) Westpac Institutional Bank	-68	-90.45
22/10/2012	Equity Desk - (WIB) Westpac Institutional Bank	-68,517	-91,134.46
22/10/2012	Equity Desk - (WIB) Westpac Institutional Bank	-4,543	-6,042.64
22/10/2012	Equity Desk - (WIB) Westpac Institutional Bank	-1,237	-1,645.33
22/10/2012	Equity Desk - (WIB) Westpac Institutional Bank	-88,235	-117,361.37
22/10/2012	Equity Desk - (WIB) Westpac Institutional Bank	-239	-317.89
22/10/2012	Equity Desk - (WIB) Westpac Institutional Bank	-01	-1.33
25/10/2012	Equity Desk - (WIB) Westpac Institutional Bank	111,800	139,750.00
25/10/2012	Equity Desk - (WIB) Westpac Institutional Bank	100,000	120,000.00
25/10/2012	Equity Desk - (WIB) Westpac Institutional Bank	60,000	69,000.00
	<b>Total</b>	<b>-78,200</b>	<b>-136,785.00</b>
	<b>Equity Desk - (WIB) Westpac Institutional Bank * Total :</b>	<b>-78,200</b>	<b>-136,785.00</b>

## ANNEXURE A – ASSOCIATED COMPANIES

This is annexure 'A' (being 3 pages) referred to in Form 605, Notice of ceasing to be a substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Company Secretary WBC – 7/11/2012

Westpac Banking Corporation	Australia	RAMS Financial Group Pty Limited	Australia
1925 (Commercial) Pty Limited	Australia	RMS Warehouse Trust 2007-1	Australia
1925 (Industrial) Pty Limited	Australia	Sallmoor Pty Limited	Australia
1925 Advances Pty Limited	Australia	Securitor Financial Group Limited	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Seed Pool Trust No. 2	Australia
Advance Asset Management Limited	Australia	Series 2005-1G WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2007-1G WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2008-1M WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2009-1 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2011-1 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2011-2 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2011-3 WST Trust	Australia
Asgard Capital Management Limited	Australia	Series 2012-1 WST Trust	Australia
Asgard Wealth Solutions Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Athena Finance Pty Limited	Australia	Southern Cross Inc.	USA
Australian Infrastructure Fund International 1 Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
Australian Loan Processing Security Company Pty Limited	Australia	St.George Custodial Pty Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Equity Finance Limited	Australia
Belliston Pty Limited	Australia	St.George Finance Holdings Limited	Australia
Bill Acceptance Corporation Limited	Australia	St.George Finance Limited	Australia
BLE Capital Investments Pty Limited	Australia	St.George Group Holdings Pty Limited	Australia
BLE Capital Limited	Australia	St.George Life Limited	Australia
BLE Development Pty Limited	Australia	St.George Motor Finance Limited	Australia
BLE Holdings Pty Limited	Australia	St.George Procurement Management Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Australia Pty Limited	Australia	Sydney Capital Corp Inc.	USA
BT Financial Group (NZ) Limited	New Zealand	Tasman LLC	USA
BT Financial Group Pty Limited	Australia	Tavarua Funding Trust III	USA
BT Funds Management (NZ) Limited	New Zealand	Tavarua Funding Trust IV	USA
BT Funds Management Limited	Australia	Teuton Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Investment Management (RE) Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Investment Management Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Life Limited	Australia	TIF International 1 Pty Limited	Australia
BT Long Term Income Fund	Australia	Value Nominees Pty Limited	Australia
BT Portfolio Services Limited	Australia	W1 Investments Pty Limited	Australia
BT Private Nominees Pty Limited (formerly known as BT Investment Management No.2 Limited)	Australia	Waratah Receivables Corp Pty Limited	Australia
BT Securities Limited	Australia	Waratah Securities Australia Limited	Australia

BT Short Term Income Fund	Australia	Westpac (NZ) Investments Limited	New Zealand
BTIM UK Limited	UK	Westpac Administration Pty Limited	Australia
Castlereagh Trust	Australia	Westpac Altitude Rewards Trust	Australia
CBA Limited	Australia	Westpac Americas Inc.	USA
Challenge Finance Pty Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Challenge Limited	Australia	Westpac Bank of Tonga	Tonga
Codrington S.a.r.l.	Luxembourg	Westpac Bank Samoa Limited	Samoa
Crusade ABS Series 2008-2	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Crusade CP Management Pty Limited	Australia	Westpac Capital Corporation	USA
Crusade CP No.1 Pty Limited	Australia	Westpac Capital Holdings Inc.	USA
Crusade CP Trust No. 41	Australia	Westpac Capital Markets Holding Corp.	USA
Crusade CP Trust No. 44	Australia	Westpac Capital Markets LLC	USA
Crusade CP Trust No. 48	Australia	Westpac Capital Trust III	USA
Crusade CP Trust No. 49	Australia	Westpac Capital Trust IV	USA
Crusade CP Trust No. 50	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Trust No. 52	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 53	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 54	Australia	Westpac Covered Bond Trust New	Australia
Crusade CP Trust No. 55	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 56	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 57	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 58	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 60	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade Euro Trust 1E of 2004	Australia	Westpac Equipment Finance Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Global Trust 1 of 2004	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 1 of 2005	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2006	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 1 of 2007	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 2 of 2004	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Services Group Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade Management Limited	Australia	Westpac Financial Services Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Funding Holdings Pty Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Danaby Pty Limited	Australia	Westpac Funds Financing Pty Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac General Insurance Limited	Australia
FAI Trust No 2	Australia	Westpac General Insurance Services Limited	Australia
G.C.L. Investments Pty Limited	Australia	Westpac Group Investment-NZ-Limited	New Zealand
Gemini Trust	Australia	Westpac Group Investments Australia Pty Limited	Australia
General Credit Holdings Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
General Credits Pty Limited	Australia	Westpac Investment Capital Corporation	USA
Halcyon Securities Limited	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Investment Vehicle Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Investments U.K. Limited	UK
Hastings Funds Management Asia Pty. Limited	Singapore	Westpac Leasing Nominees-Vic.-Pty Limited	Australia

Hastings Funds Management (UK) Limited	UK	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Funds Management (USA) Inc.	USA	Westpac Life Insurance Services Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Life-NZ-Limited	New Zealand
Hastings Group Pty Limited	Australia	Westpac New Zealand Group Limited	New Zealand
Hastings Investment Capital LP	USA	Westpac New Zealand Limited	New Zealand
Hastings Investments GP LLC	USA	Westpac Nominees-NZ-Limited	New Zealand
Hastings Investment Management Pty Ltd (formerly Hastings Private Equity Fund IIB Pty Limited)	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac NZ Covered Bond Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac NZ Leasing Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Operations Limited	New Zealand
Hitton Pty Limited	Australia	Westpac NZ Securitisation Holdings Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Securitisation Limited	New Zealand
J O Hambro Capital Management Holdings Limited	UK	Westpac Overseas Holdings No. 2 Pty Limited	Australia
J O Hambro Capital Management Limited	UK	Westpac Overseas Holdings Pty Limited	Australia
JOHCM (Singapore) Pte Limited	Singapore	Westpac Pacific Limited Partnership	Australia
JOHCM (USA) General Partner Inc	USA	Westpac Private Equity Pty Limited	Australia
JOHCMG Share Trustee Limited	UK	Westpac Properties Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac RE Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Securities Administration Limited	Australia
Mortgage Management Limited	Australia	Westpac Securities Inc.	USA
Nationwide Management Pty Limited	Australia	Westpac Securities Limited	Australia
Net Nominees Limited	Australia	Westpac Securities NZ Limited	New Zealand
Number 120 Limited1	New Zealand	Westpac Securitisation Holdings Pty Limited	Australia
Oniston Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
Orion Trust	Australia	Westpac Singapore Limited	Singapore
Packaging Properties 1 Pty Limited	Australia	Westpac Structured Products Limited	Australia
Packaging Properties 2 Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Packaging Properties 3 Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Partnership Pacific Limited	Australia	Westpac Term PIE Fund	New Zealand
Partnership Pacific Securities Limited	Australia	Westpac TPS Trust	Australia
Pashley Investments Pty Limited	Australia	Westpac Unit Trust	Australia
Phoenix Trust	Australia	Westpac USA Inc.	USA
Qvalent Pty Limited	Australia	WFAL No.1 Loan Trust	Hong Kong

Note: Westpac retains 60% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (60%)	Australia
BT Investment Management (RE) Limited (Subsidiary of BT Investment Management Limited)	Australia