



A•S•U *in* AIRLINES

Australian Services Union ■ National Airlines Division Bulletin

Qantas Group ■ Number 14

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Make your shareholding count at Qantas AGM

As in previous years the ASU is sending representatives to the Qantas AGM to ask some hard questions ... We don't expect to be the only ones.

This year the Qantas Annual General Meeting is being held on Friday 28th October 2011 in The Sir John Clancy Auditorium at the University of NSW, High Street Kensington, NSW.

Meeting notices and proxy forms should have arrived for staff who are shareholders. Once again shareholders are being asked to vote on the re-election of Directors, the remuneration report and the long term incentive plan for Alan Joyce.

Remuneration plan

Over a number of years the ASU has recommended voting against the remuneration report – nothing we have seen this year changes our mind on this course of action.

The long term incentive plan for Alan Joyce is to be voted on as well.

This is about awarding Alan Joyce rights to 1,675,000 rights, each of which equals one fully paid Qantas shares if Qantas makes certain performance targets (the share rights are valued at \$1.015 each or \$1,700,125). Last year entitlements were 1,084,000 share values (i.e. \$1,647,680).

This generous share grant plus the 70% increase in total remuneration for Alan Joyce seems over the top. We do not see why Alan Joyce should be rewarded for offshoring jobs and increasing industrial disputation with hard working staff.

S. 249P Statement

For the first time ever Qantas has been required to circulate a s.249P statement which was signed by over 100 Qantas shareholders and organised by former employees. It highlights issues we have campaigned about and supported for many years – a reduction in the pay gap between executives and ordinary staff and recommends a vote against the remuneration resolution – we agree and commend those behind this statement.

Voting for the Directors.

Four of the existing directors are up for re-election, Corinne Namblard, Richard Goodmanson, John Schubert and Barbara Ward.

Ms. Namblard, Mr. Goodmanson and Ms. Ward are relatively new to the Board having been appointed in 2011, 2008 and 2008 respectively. In contrast John Schubert is an 11 year veteran of the Board who was there during the APA bid in 2007 and when the massive payments were paid to Geoff Dixon.

Despite the "newness" of 3 of the directors we think a vote against all 4 directors sends a message to the Board about the remuneration strategy of rewarding those at the top while outsourcing and offshoring the jobs of those at the front line. We do not believe a strategy of industrial disputation should be rewarded.

What to do?

You can vote against any or all of the resolutions. Whatever you do it is important to express your view.

The ASU's recommendation is to vote against some of the resolutions.

You can also attend the meeting in Sydney or proxy your vote to ASU delegates or officials who are attending the meeting.

In your AGM pack from Qantas there was a proxy form, all you need to do is fill it in by following the instructions below.

Your proxy form must be lodged by **11:00am AESDT on Wednesday 26th October 2011** to be valid.

Who can be proxies?

ASU delegates and officials will be attending the meeting. The following are the ASU reps attending the meeting who you can give your proxy to. You only need to choose one of them as your proxy:

- Linda White (ASU)
- Asren Pugh (ASU)
- Lauren Hutchins (ASU)
- Jocelyn Gammie (ASU)

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Qantas 2011 AGM – How to Vote

1. **In Step 1** – Name one person to be your proxy (see names over page)
2. **In Step 2** – Either direct your proxy how to vote by marking a box against the resolutions, or just mark the single box in Step 2 if you want your proxy to decide how to vote
3. **In Step 3** – Sign and date the form
4. Post or fax your proxy form to the Qantas Share Registry to reach them by **11:00am AESDT on Wednesday 26th October 2011**. **To post:** Use the reply paid envelope you received or post to Locked Bag A14, Sydney South NSW 1235. **To fax:** Fax to (02) 9287 0309. **Online:** Vote online at <http://www.qantas.com.au/travel/airlines/investors-annual-meetings/global/en>
5. Fax a copy of your proxy form to the ASU National Office on (03) 9342 1499 or give a copy to your ASU delegate or organiser by 26th October 2011 so we know who we are representing. If you vote online, send us an email at airlines@asu.asn.au
6. If you have lost your proxy form or didn't receive one, a new form can be requested by phoning the share registry on 1800 177 747

PROXY FORM

Please read the instructions overleaf before completing this Proxy Form.
 Proxies will only be valid and accepted by Qantas Airways Limited (Qantas) if they are signed and received at Qantas' Share Registry, Link Market Services, or at Qantas' Registered Office no later than 48 hours before the Meeting (i.e. by no later than 11:00am (Australian Eastern Daylight Saving Time) on Wednesday 26 October 2011) or any adjournment.

STEP 1 APPOINT A PROXY

I/We being a Shareholder(s) of Qantas and entitled to attend and vote hereby appoint:
 the Chairman of the Meeting (mark box with an X) OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy LINDA WHITE

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Qantas 2011 Annual General Meeting (Meeting) to be held at 11:00am on Friday 28 October 2011 in The Sir John Clancy Auditorium, The University of New South Wales, High Street, Kensington, New South Wales on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Meeting and at any adjournment of that Meeting.

Qantas encourages you to direct your proxy how to vote on each Item of Business.

Important for Item 3 (CEO Participation in the Long Term Incentive Plan)
 [^] If the Chairman of the Meeting is your proxy and you do not wish to direct him how to vote, please place an X in the box. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 3 even though the Item is connected directly with the remuneration of a Key Management Personnel (KMP). By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of Item 3 of business and that votes cast by him, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 3 and your votes will not be counted in computing the required majority on a poll.

Important for Item 4 (Remuneration Report)
 If the Chairman of the Meeting or any other KMP named in the Remuneration Report or their closely related parties is your proxy and you have not directed the proxy how to vote on Item 4, the proxy is not permitted to cast any votes that arise from undirected proxies held.

STEP 2 VOTING DIRECTIONS

If you wish to direct your proxy how to vote, please mark the appropriate boxes below with an **X**.

Items	For	Against	Abstain*		For	Against	Abstain*
2. Election of Directors							
2.1 Elect Non-Executive Director Corinne Namblard	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>		3. Participation of the Chief Executive Officer, Alan Joyce, in the Long Term Incentive Plan	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2.2 Re-elect Non-Executive Director Richard Goodmanson	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>		4. Remuneration Report	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2.3 Re-elect Non-Executive Director John Schubert	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>				
2.4 Re-elect Non-Executive Director Barbara Ward	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>				

① * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual) <div style="border: 1px solid black; padding: 5px; width: 100%;">X Sign Here</div> Sole Director and Sole Company Secretary	Joint Shareholder 2 (Individual) <div style="border: 1px solid black; height: 20px; width: 100%;"></div> Director/Company Secretary (date and)	Joint Shareholder 3 (Individual) <div style="border: 1px solid black; height: 20px; width: 100%;"></div> Director
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