

APPENDIX A – FORM 605 CESSATION NOTICE

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Qantas Airways Limited

ACN/ARSN 009 661 901

1. Details of substantial holder (1)

Name AXA SA ("AXA"), AllianceBernstein Australia Limited ("ABAL") and various bodies corporate controlled by AXA and ABAL listed in Schedule 1 (together, "the AXA Group") and certain other entities associated with AXA and ABAL listed in Schedule 1.

ACN/ARSN (if applicable) 095 022 718

The holder ceased to be a substantial holder on 16 September 2014

The previous notice was given to the company on 16 December 2013

The previous notice was dated 11 December 2013

2. Changes in relevant interests

Particulars of each change in, or 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 changes (5)	Class (6) and number of securities affected (ordinary shares unless stated otherwise)	Person's votes affected
See Schedule 2.	Each person whose relevant interest has changed is listed in Schedule 1.	The change in the relevant interest occurred as a result of various transactions effected on the Australian Stock Exchange (see Schedule 2).	See Schedule 2.	See Schedule 2.	[See previous column.]

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 voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
[Not applicable.]	[Not applicable.]

4. Addresses

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

Name	Address
See Parts A and B of Schedule 1 (column 1).	See Parts A and B of Schedule 1 (column 2).

Signature

Print name: Jodie Silcock

Capacity: Company Secretary

Sign here:



Date: 18 September 2014

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 Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (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 and accurate 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, or influence the exercise of, the voting powers or disposal of the securities to 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 Act 2001.
- (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 1 - HOLDERS OF A RELEVANT INTEREST AND ASSOCIATES

Note: All information provided in this schedule is based on the information available to ABAL at the time of filing this notice.

PART A - PERSONS WITH A RELEVANT INTEREST

Name	Address
Part A(i) - Responsible entities / trustees / managers of funds / delegates of managers [s 608(1)(b) and (c)]	
Various AXA Group entities which are responsible entities, trustees, managers of funds and delegates of managers, including those set out below	
AllianceBernstein L.P.	1345 Avenue of the Americas, NY, NY, 10105 USA
AllianceBernstein Australia Limited	Level 37, 2 Chifley Square, Sydney NSW 2000
AllianceBernstein Investment Management Australia Ltd	Level 37, 2 Chifley Square, Sydney NSW 2000
AllianceBernstein New Zealand Limited	Level 37, 2 Chifley Square, Sydney NSW 2000
AllianceBernstein (Luxembourg) S.A.	2-4 rue Eugene Ruppert, Vertigo Building, L-2453, Luxembourg
AllianceBernstein Canada, Inc	Canada Trust Tower, BCE Place, 161 Bay Street P.O. Box 508, Toronto Ontario M5J 2S1, Canada
AllianceBernstein Limited	50 Berkeley Street, London W1J 8HA, England
AllianceBernstien Trust Company, LLC	1345 Avenue of the Americas, NY, NY, 10105 USA
Sanford C Bernstein & Co, LLC	1345 Avenue of the Americas, NY, NY, 10105 USA
AllianceBernstein Japan Ltd.	1-8-3 Marunouchi, Chiyoda-ku, Tokyo, Japan
AllianceBernstein Hong Kong Limited	Suite 3401, 34/F One International Finance Centre, 1 Harbour View Street, Central, Hong Kong
AllianceBernstein (Singapore) Ltd.	30 Cecil Street #28-01, Singapore 049712 Singapore
AllianceBernstein Taiwan Investment Limited	81F & 81F-1, No.7, Sec. 5, Xing Yi Rd., Taipei City 110, Taiwan R.O.C.
W.P. Stewart & Co., Ltd.	1345 Avenue of the Americas, New York, New York 10105 USA
WPS Advisors, Inc.	527 Madison Avenue, NYC
W.P. Stewart Asset Management Ltd.	1345 Avenue of the Americas, New York, New York 10105 USA
W.P. Stewart Fund Management, S.A.	2-4 rue Eugene Ruppert, Vertigo Building, L-2453 Luxembourg
Bowen Asia Limited	34/F One International Finance Centre, 1 Harbour View Street, Central, Hong Kong

Name	Address
AXA Investment Managers Paris	Cœur Défense - Tour B - La Défense 4 100 esplanade du Général De Gaulle, 92932 Paris La Defense Cedex France
AXA Investment Managers UK Ltd	7 Newgate Street, London EC1A 7NX, UK
AXA Rosenberg Investment Management Ltd (UK)	9A Devonshire Square, London EC2M 4YY United Kingdom
AXA Rosenberg Investment Management Ltd (Japan)	NBF Platinum Tower 14F, 1-17-3 Shirokane, Minato-ku, Tokyo 108-0072, Japan
AXA Rosenberg Investment Management LLC	4 Orinda Way, Orinda, CA 94563, USA
AXA Rosenberg Investment Management Asia Pacific Ltd.	133 Cecil Street #16-01, Keck Seng Tower, Singapore 069535 Singapore
AXA Rosenberg Investment Management Asia Pacific Ltd. (Hong Kong)	Suites 5701-4, 57/F, One Island East, 18 Westlands Road, Quarry Bay, Hong Kong
AXA China Region Insurance Company Limited	20/F AXA Centre, 151 Gloucester Road Wanchai, Hong Kong
Various custodians on behalf of various international entities ultimately controlled by AXA (details not available at time of filing)	
<i>Part A(ii) - Persons with voting power greater than 20% in persons listed in Parts A(i) and (ii)</i>	Various
Various AXA Group entities, including, as ultimate holding companies, those set out below	
AXA SA	25 Avenue Matignon 75008 Paris France
Persons listed in Part B of Schedule 1	
<i>Part A(iii) - Other relevant interests</i>	
[Not applicable]	

PART B - ASSOCIATES OF PERSONS WITH A RELEVANT INTEREST

Name	Address
<i>Part (B)(i) - AXA Group Companies [associates by virtue of s 12(2)(a) of CA]</i>	
AllianceBernstein Corporation of Delaware	1345 Avenue of the Americas, NY, NY, 10105 USA
AXA Equitable Life Insurance Company	1290 Avenue of the Americas, NY, NY 10105 USA
AXA Financial, Inc.	1290 Avenue of the Americas, NY, NY 10105 USA

Schedule 2
Schedule of Transactions
12 December 2013 - 16 September 2014

Entity	Trade Date	Transaction	Quantity	Consideration
AllianceBernstein L.P.	12/18/2013	DISPOSAL	(5,392)	\$ 5,606.00
	12/23/2013	ACQUISITION	8,211	\$ 8,911.61
	1/17/2014	DISPOSAL	(252,220)	\$ 279,964.20
	1/20/2014	ACQUISITION	426,888	\$ 476,122.76
	1/21/2014	ACQUISITION	1,093,294	\$ 1,226,164.56
	1/22/2014	ACQUISITION	1,414,385	\$ 1,574,801.25
	1/23/2014	ACQUISITION	3,215,703	\$ 3,561,776.38
	1/24/2014	ACQUISITION	1,028,126	\$ 1,135,372.99
	1/28/2014	ACQUISITION	2,572,909	\$ 2,812,642.83
	1/29/2014	ACQUISITION	2,069,490	\$ 2,269,195.76
	1/30/2014	ACQUISITION	1,085,282	\$ 1,182,111.72
		ACQUISITION CANCEL	(16,103)	\$ (17,557.54)
	1/31/2014	ACQUISITION	1,874,295	\$ 2,043,335.14
	2/3/2014	ACQUISITION	409,879	\$ 446,722.90
	2/10/2014	DISPOSAL	(149,480)	\$ 162,802.85
	2/28/2014	ACQUISITION	38,430	\$ 44,386.65
	3/6/2014	DISPOSAL	(4,924)	\$ 5,611.68
	3/7/2014	DISPOSAL	(143)	\$ 165.83
	3/12/2014	ACQUISITION	592	\$ 645.67
	3/21/2014	ACQUISITION	2,781,940	\$ 2,976,522.67
		DISPOSAL	(2,350,090)	\$ 8,464,177.73
		DISPOSAL CANCEL	(218,440)	\$ (5,715,852.25)
	3/25/2014	DISPOSAL	(2,781,930)	\$ 2,945,378.24
	3/26/2014	DISPOSAL	(10)	\$ 10.35
	4/4/2014	DISPOSAL	(1,096,850)	\$ -
		DISPOSAL CANCEL	1,096,850	\$ -
	4/7/2014	DISPOSAL	(1,096,850)	\$ 1,266,861.75
	4/9/2014	DISPOSAL	(5,790)	\$ 6,683.84
	4/11/2014	DISPOSAL	(686,344)	\$ 812,968.64
		DISPOSAL CANCEL	343,172	\$ (404,593.96)
	4/17/2014	ACQUISITION	160	\$ 192.86
	4/24/2014	DISPOSAL	(4,413)	\$ 5,360.19
	4/28/2014	ACQUISITION	47,790	\$ 58,876.55
	5/1/2014	ACQUISITION	83,130	\$ 101,790.36
	5/6/2014	DISPOSAL	(4,130)	\$ 5,034.57
	5/15/2014	DISPOSAL	(4,343)	\$ 5,448.83
	5/16/2014	ACQUISITION	274,020	\$ 343,539.22
	5/19/2014	DISPOSAL	(9,230)	\$ 11,392.21
	5/21/2014	DISPOSAL	(30,460)	\$ 37,265.38
	5/22/2014	ACQUISITION	45	\$ 55.60
	5/26/2014	DISPOSAL	(30,680)	\$ 40,060.55
	5/30/2014	DISPOSAL	(2,760)	\$ 3,860.91
	6/2/2014	DISPOSAL	(505,340)	\$ 709,062.02
	6/4/2014	DISPOSAL	(467,590)	\$ 631,975.55
	6/6/2014	ACQUISITION	73,030	\$ 99,138.43
		DISPOSAL	(9,830)	\$ 13,314.32
	6/10/2014	ACQUISITION	4,038,180	\$ 5,676,152.88
		DISPOSAL	(48,880)	\$ 67,713.02
	6/12/2014	DISPOSAL	(5,050)	\$ 6,940.97
	6/16/2014	ACQUISITION	47,020	\$ 62,301.50
		DISPOSAL	(47,020)	\$ 63,769.44
	6/23/2014	DISPOSAL	(1,830)	\$ 2,442.32
	7/2/2014	DISPOSAL	(73,030)	\$ 91,205.34
	7/4/2014	ACQUISITION	409,700	\$ 525,597.88
	7/21/2014	DISPOSAL	(10,580)	\$ 13,214.42
	7/22/2014	DISPOSAL	(715,230)	\$ 886,502.51
	7/30/2014	DISPOSAL	(91,260)	\$ 120,996.02
	8/5/2014	DISPOSAL	(19,075)	\$ 24,827.63
	8/13/2014	ACQUISITION	54,400	\$ 71,872.63
	8/20/2014	DISPOSAL	(76,020)	\$ 100,129.39
	8/29/2014	ACQUISITION	4,135	\$ 6,080.27
	9/5/2014	DISPOSAL	(1,402,354)	\$ 2,176,800.12
	9/8/2014	DISPOSAL	(1,437,582)	\$ 2,220,720.83
	9/9/2014	DISPOSAL	(2,281,414)	\$ 3,548,565.07
	9/10/2014	DISPOSAL	(18,770)	\$ 29,067.32
	9/11/2014	DISPOSAL	(11,250)	\$ 17,702.80
Sanford C. Bernstein & Co., LLC	1/17/2014	ACQUISITION	252,220	\$ 279,964.20
	1/20/2014	ACQUISITION	38,216	\$ 42,659.90
	1/21/2014	ACQUISITION	47,562	\$ 53,341.50
	1/22/2014	ACQUISITION	159,929	\$ 178,065.04
		DISPOSAL	(252,220)	\$ 281,317.43
	1/23/2014	ACQUISITION	506,747	\$ 561,267.95
	1/24/2014	ACQUISITION	153,036	\$ 169,095.09
	1/28/2014	ACQUISITION	409,005	\$ 446,955.92
	1/29/2014	ACQUISITION	316,026	\$ 346,513.06
	1/30/2014	ACQUISITION	161,768	\$ 176,190.75
	1/31/2014	ACQUISITION	309,870	\$ 337,807.51
	2/3/2014	ACQUISITION	62,119	\$ 67,700.90
	2/27/2014	ACQUISITION	60,390	\$ 71,407.35
	2/28/2014	DISPOSAL	(38,430)	\$ 44,386.65
	3/12/2014	DISPOSAL	(7,220)	\$ 7,935.65

	3/21/2014 DISPOSAL	(436,890) \$	467,166.04
	DISPOSALCANCEL	218,440 \$	(233,577.67)
	4/29/2014 DISPOSAL	(59,280) \$	72,820.53
	5/20/2014 DISPOSAL	(258,490) \$	320,399.39
	5/29/2014 DISPOSAL	(50,940) \$	70,480.19
	6/13/2014 DISPOSAL	(106,082) \$	141,133.01
	6/16/2014 DISPOSAL	(76,340) \$	101,218.14
	6/17/2014 DISPOSAL	(69,088) \$	90,208.62
	7/17/2014 DISPOSAL	(164,020) \$	204,922.49
	7/18/2014 DISPOSAL	(436,110) \$	534,591.74
	7/31/2014 DISPOSAL	(29,700) \$	39,649.50
	DISPOSALCANCEL	29,700 \$	(39,649.50)
	8/1/2014 DISPOSAL	(29,700) \$	39,649.50
	8/5/2014 DISPOSAL	(71,290) \$	93,077.38
	8/11/2014 DISPOSAL	(3,120) \$	4,130.69
	8/15/2014 DISPOSAL	(783,480) \$	1,006,367.33
	9/1/2014 DISPOSAL	(9,610) \$	14,194.14
	9/3/2014 DISPOSAL	(197,220) \$	307,762.61
	9/5/2014 DISPOSAL	(100,512) \$	156,024.86
	9/8/2014 DISPOSAL	(92,873) \$	143,471.55
	9/9/2014 DISPOSAL	(170,735) \$	265,600.71
AllianceBernstein Limited	12/18/2013 DISPOSAL	(7,416) \$	7,710.33
	1/20/2014 ACQUISITION	110,759 \$	123,529.95
	1/21/2014 ACQUISITION	173,113 \$	194,148.85
	1/22/2014 ACQUISITION	268,324 \$	298,752.06
	1/23/2014 ACQUISITION	342,823 \$	379,707.36
	1/24/2014 ACQUISITION	98,759 \$	108,987.79
	1/28/2014 ACQUISITION	294,340 \$	321,812.31
	1/29/2014 ACQUISITION	235,754 \$	258,497.21
	1/30/2014 ACQUISITION	109,833 \$	119,625.37
	1/31/2014 ACQUISITION	198,869 \$	216,798.79
	2/3/2014 ACQUISITION	76,770 \$	83,668.43
	3/21/2014 DISPOSAL	(7,011) \$	7,499.52
	3/25/2014 DISPOSAL	(165,050) \$	171,831.51
	4/4/2014 ACQUISITION	6,623 \$	7,552.49
	4/30/2014 DISPOSAL	(83,130) \$	101,790.36
	5/20/2014 DISPOSAL	(3,581) \$	4,439.11
	6/12/2014 DISPOSAL	(141,050) \$	193,207.14
	6/27/2014 ACQUISITION	20,900 \$	27,805.34
	7/28/2014 DISPOSAL	(52,030) \$	67,714.85
	8/29/2014 DISPOSAL	(75,370) \$	105,852.49
	9/1/2014 DISPOSAL	(92,100) \$	136,033.31
	9/5/2014 DISPOSAL	(246,958) \$	383,353.12
	9/8/2014 DISPOSAL	(252,320) \$	389,787.54
	9/9/2014 DISPOSAL	(401,772) \$	625,007.60
AllianceBernstein Investment Management Australia Limited	12/20/2013 ACQUISITION	1,336,070 \$	1,444,875.55
	2/14/2014 DISPOSAL	(804,620) \$	972,090.31
	2/26/2014 DISPOSAL	(152,000) \$	191,913.36
	2/27/2014 ACQUISITION	2,163,770 \$	2,595,822.18
	3/12/2014 DISPOSAL	(3,071,100) \$	-
	DISPOSALCANCEL	3,071,100 \$	-
	3/18/2014 DISPOSAL	(9,213,300) \$	6,664,287.02
	DISPOSALCANCEL	6,142,200 \$	(3,332,143.51)
	3/27/2014 ACQUISITION	400,000 \$	422,835.56
	3/28/2014 ACQUISITION	564,570 \$	616,712.89
	6/13/2014 DISPOSAL	(2,175,498) \$	2,303,247.27
	DISPOSALCANCEL	449,210 \$	-
	6/16/2014 DISPOSAL	(918,193) \$	1,217,419.30
	6/17/2014 DISPOSAL	(837,539) \$	1,093,579.75
	9/3/2014 DISPOSAL	(1,663,380) \$	2,595,711.26
	9/12/2014 DISPOSAL	(258,580) \$	405,458.33
AllianceBernstein Japan Ltd.	1/20/2014 ACQUISITION	91,854 \$	102,445.13
	1/21/2014 ACQUISITION	139,146 \$	156,054.33
	1/22/2014 ACQUISITION	257,862 \$	287,103.69
	1/23/2014 ACQUISITION	356,279 \$	394,611.09
	1/24/2014 ACQUISITION	79,549 \$	87,932.76
	1/28/2014 ACQUISITION	290,820 \$	317,864.04
	1/29/2014 ACQUISITION	244,128 \$	267,679.06
	1/30/2014 ACQUISITION	130,873 \$	142,541.23
	1/31/2014 ACQUISITION	217,466 \$	237,072.47
	2/3/2014 ACQUISITION	50,823 \$	55,389.87
	3/21/2014 DISPOSAL	(93,820) \$	101,010.18
	4/24/2014 DISPOSAL	(116,530) \$	140,702.20
	6/13/2014 DISPOSAL	(97,430) \$	127,290.07
	9/5/2014 DISPOSAL	(128,899) \$	200,090.02
	9/8/2014 DISPOSAL	(131,697) \$	203,447.41
	9/9/2014 DISPOSAL	(209,704) \$	326,197.90

Transactions not available for AXA Rosenberg Investment Management Ltd (UK) at the time of filing.