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**Form 604**

**Corporations Law  
Section 671B**

**Notice of change of interests of substantial holder**

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To Company  
Name/Scheme  
ACN/ARBN

Qantas Airways Limited  
009 661 901

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

Name Franklin Resources, Inc. and its affiliates  
ACN (if applicable) N/A

There was a change in the interests of  
the substantial holder on 18 November 2014  
The previous notice was given to the  
company on 18 September 2014  
The previous notice was dated 18 September 2014

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities<br>(4) | Previous notice |                  | Present notice    |                  |
|----------------------------|-----------------|------------------|-------------------|------------------|
|                            | Person's votes  | Voting Power (5) | Person's<br>votes | Voting Power (5) |
| Ordinary Shares            | 385,586,709     | 17.56%           | 360,454,957       | 16.41%*          |

\*Based on shares outstanding of 2,196,330,250

### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an association 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 (6)   | Consideration given in relation to change(7) | Class and number of securities affected | Person's votes affected |
|------------------------|----------------------------------------|------------------------|----------------------------------------------|-----------------------------------------|-------------------------|
| See Annexure B, item 1 | See Annexure B, item 2                 | See Annexure B, item 3 | See Annexure B, item 4                       | See Annexure B, item 5                  | See Annexure B, item 6  |

### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6) | Class and number of securities  | Person's votes         |
|-----------------------------|---------------------------------|------------------------------------------------|---------------------------------|---------------------------------|------------------------|
| See Annexure B, item 7      | See Annexure B, item 9          | See Annexure B, item 12                        | See Annexure B, item 3          | See Annexure B, item 8, 10 & 13 | See Annexure B, item 8 |

### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN (if applicable) | Nature of association |
|------------------------------|-----------------------|
| <b>NOT APPLICABLE</b>        |                       |

### 6. Addresses

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

| Name           | Address        |
|----------------|----------------|
| See Annexure A | See Annexure A |

### Signature

print name Lori A. Weber

Capacity: Assistant Secretary,  
Franklin Resources, Inc.

sign here \_\_\_\_\_

date 19 November 2014

## Annexure A

1 Names and addresses of all associates for whom composite notice is given:

| Name                                                   | Address                                                                                                                                              |
|--------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|
| BALANCED EQUITY MANAGEMENT PTY. LIMITED                | Level 19, 101 Collins Street, Melbourne, Victoria 3000, Australia                                                                                    |
| C&EE GENERAL PARTNER LIMITED                           | St. Helier Jersey, Channel Islands                                                                                                                   |
| DARBY –HANA INFRASTRUCTURE FUND MANAGEMENT CO., LTD    | 18 <sup>th</sup> Floor, SKC Building 23-10, Youido-Dong, Youngdungpo-Gu, Seoul, S. Korea 150-734                                                     |
| DARBY ADMINISTRACAO DE INVESTIMENTOS LTDA.             | Av. Brigadeiro de Faria Lima, 3311, 5th floor, suite 502 – part C, Itaim Bibi, postal code 04538-133, City of São Paulo, State of São Paulo – Brazil |
| DARBY ASIA FOUNDER PARTNER, L.P.                       | M&C Corporate Services Limited, P.O. Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands                         |
| DARBY ASIA INVESTORS (HK), LTD.                        | Unit 1607-1608, 16 <sup>th</sup> Floor, Charter House, 8 Connaught Road, Central, Hong Kong                                                          |
| DARBY ASIA INVESTORS, LTD.                             | Unit 1607-1608, 16 <sup>th</sup> Floor, Charter House, 8 Connaught Road, Central, Hong Kong                                                          |
| DARBY ASIA INVESTORS (INDIA) PRIVATE LIMITED           | Sakhar Bhavan, 1st Floor, 230 Backbay Reclamation Nariman Point, Mumbai 400-021, India                                                               |
| DARBY ASIA MEZZANINE FUND II MANAGEMENT CO., LTD.      | M&C Corporate Services Limited, PO Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, KY1-1104, Cayman Islands                 |
| DARBY ASIA OPPORTUNITIES FUND III GP, L.P.             | Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands                                                |
| DARBY ASIA OPPORTUNITIES FUND III MANAGEMENT CO., LTD. | Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands                                                |
| DARBY BRAZIL MEZZANINE MANAGEMENT, LLC                 | 1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036                                                                                            |
| DARBY CEE FOUNDER PARTNER II, LLC                      | 1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036                                                                                            |
| DARBY COLPATRIA CAPITAL SAS                            | 1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036                                                                                            |
| DARBY CONVERGING EUROPE FUND III MANAGEMENT            | 15, Rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg                                                                                |
| DARBY CONVERGING EUROPE FOUNDER PARTNER, L.P.          | 1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036                                                                                            |
| DARBY EMERGING MARKETS INVESTMENTS, LTD.               | c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808                                                        |
| DARBY EUROPE MEZZANINE MANAGEMENT                      | PO Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands                                                           |
| DARBY HOLDINGS, INC.                                   | 1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036                                                                                            |
| DARBY LATIN AMERICAN INVESTORS, LTD.                   | P.O. Box 309GT, Ugland House, South Church Street, Georgetown, Grand Cayman, Cayman Islands                                                          |
| DARBY LATIN AMERICAN MEZZANINE INVESTMENTS             | Rua Jeronimo Da Veiga 45 – 4 <sup>th</sup> Floor 04536-000 Sao Paulo (Sp) Brazil                                                                     |
| DARBY LATIN AMERICAN MEZZANINE MANAGEMENT II, LLC      | 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808                                                                                         |
| DARBY MEXICO PRIVATE EQUITY, S.A.P.I. DE C.V.          | Avenida Paseo de la Reforma 342, Colonia Juarez, Mexico City, CP. 06600, Mexico                                                                      |
| DARBY OVERSEAS INVESTMENTS, LTD.                       | 1133 Connecticut Ave., NW, Suite 400                                                                                                                 |

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|                                                                                                               | Washington, DC 20036                                                                                              |
| DARBY OVERSEAS PARTNERS, L.P.                                                                                 | 1133 Connecticut Ave., NW, Suite 400<br>Washington, DC 20036                                                      |
| DK CONSULTING LTD.                                                                                            | 20th Floor, Korea First Bank Building, 100<br>Gongpyungdong, Jongno-Gu, Seoul, 110-702 Korea.                     |
| DARBY-PROBANCO INVESTORS, LLC                                                                                 | 1133 Connecticut Avenue, NW, Suite 400, Washington,<br>DC 20036                                                   |
| DLAMF II SPECIAL COMPANY, LLC                                                                                 | Corporation Service Company, 2711 Centerville Road,<br>Suite 400, Wilmington, Delaware 19808                      |
| FIDUCIARY INTERNATIONAL HOLDING, INC.                                                                         | 1717 Pennsylvania Avenue N.W., Suite 630<br>Washington DC 20006                                                   |
| FIDUCIARY INTERNATIONAL IRELAND LIMITED                                                                       | Unit 2F, Block 71, The Plaza, Park West,<br>Dublin 12, Ireland                                                    |
| FIDUCIARY INTERNATIONAL, INC.                                                                                 | 600 5 <sup>th</sup> Avenue, New York, New York 10020                                                              |
| FIDUCIARY INVESTMENT CORPORATION                                                                              | 600 5 <sup>th</sup> Avenue, New York, New York 10020                                                              |
| FIDUCIARY INVESTMENT MANAGEMENT<br>INTERNATIONAL, INC.                                                        | 1133 Connecticut Avenue, NW, Suite 330, Washington<br>D.C. 20036                                                  |
| Fiduciary Trust (International) Sàrl                                                                          | 16 rue de la Pélisserie, 1204, Geneva, Switzerland                                                                |
| FIDUCIARY TRUST COMPANY INTERNATIONAL                                                                         | 600 5 <sup>th</sup> Avenue, New York, New York 10020                                                              |
| FIDUCIARY TRUST COMPANY OF CANADA                                                                             | 350 Seventh Avenue SW, Suite 3000, Calgary, Alberta,<br>T2P 3N9                                                   |
| FIDUCIARY TRUST INTERNATIONAL LIMITED                                                                         | The Adelphi Building, 1-11 John Adam Street, London,<br>WC2N 6HT                                                  |
| FIDUCIARY TRUST INTERNATIONAL OF<br>CALIFORNIA                                                                | One Franklin Parkway, Building 910, First Floor, San<br>Mateo, California 94403                                   |
| FIDUCIARY TRUST INTERNATIONAL OF<br>DELAWARE                                                                  | 1220 North Market Street, Wilmington, Delaware 19801                                                              |
| FIDUCIARY TRUST INTERNATIONAL OF THE<br>SOUTH                                                                 | 200 South Biscayne Boulevard, Suite 3050, Miami,<br>Florida 33131                                                 |
| FRANKLIN ADVISERS, INC.                                                                                       | One Franklin Parkway, Building 910, First Floor, San<br>Mateo, California 94403                                   |
| FRANKLIN ADVISERS GP, LLC                                                                                     | One Franklin Parkway, Building 910, First Floor, San<br>Mateo, California 94403                                   |
| FRANKLIN ADVISORY SERVICES, LLC                                                                               | One Parker Plaza, 9 <sup>th</sup> Floor, Fort Lee, NJ 07024-2938                                                  |
| FRANKLIN ALTERNATIVE STRATEGIES<br>ADVISERS GP, LLC                                                           | The Corporation Trust Company, 1209 Orange Street,<br>Wilmington, New Castle County, DE, 19801, United<br>States  |
| FRANKLIN ALTERNATIVE STRATEGIES<br>ADVISERS, LLC                                                              | The Corporation Trust Company, 1209 Orange Street,<br>Wilmington, New Castle County, DE, 19801, United<br>States  |
| FRANKLIN CAPITAL CORPORATION                                                                                  | 47 West 200 South, Salt Lake City, UT 84104-1621                                                                  |
| FRANKLIN INVESTMENT ADVISORY SERVICES,<br>LLC                                                                 | 1133 Connecticut Ave., NW, Suite 400<br>Washington, DC 20036                                                      |
| FRANKLIN MUTUAL ADVISERS, LLC                                                                                 | 101 John F. Kennedy Parkway, Short Hills, NJ 07028-<br>2789                                                       |
| FRANKLIN TEMPLETON ASIA HOLDINGS<br>PRIVATE LIMITED                                                           | 7 Temasek Boulevard, # 38-03, Suntec Tower One,<br>Singapore,<br>038987                                           |
| FRANKLIN TEMPLETON ASSET MANAGEMENT<br>(INDIA) PRIVATE LIMITED                                                | Sakhar Bhavan, 1 <sup>st</sup> Floor, 230 Backbay Reclamation,<br>Nariman Point, Mumbai, 400-021                  |
| FRANKLIN TEMPLETON ASSET MANAGEMENT<br>(MALAYSIA) SDN.BHD.                                                    | Suite 1005, 10 <sup>th</sup> Floor, Wisma Hamzah-Kwong Hing No.<br>1, Leboh Ampang, 50100, Kuala Lumpur, Malaysia |
| FRANKLIN TEMPLETON ASSET MANAGEMENT<br>MEXICO, S.A. DE C.V., SOCIEDAD OPERADORA<br>DE SOCIEDADES DE INVERSION | Avenida Paseo de la Reforma 342, Colonia Juarez,<br>Mexico City, CP. 06600, Mexico                                |
| FRANKLIN TEMPLETON AUSTRIA GMBH                                                                               | 4th Floor, Vienna 1010, Austria                                                                                   |
| FRANKLIN TEMPLETON BANK & TRUST, F.S.B.                                                                       | Box 17406, Salt Lake City, UT 84117                                                                               |
| FRANKLIN TEMPLETON CAPITAL HOLDINGS                                                                           | 1st Floor, Empire Tower, 26-28 Ham Nghi District 1, Ho                                                            |

|                                                                            |                                                                                                                |
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| PRIVATE LIMITED                                                            | Chi Minh City, Vietnam                                                                                         |
| FRANKLIN TEMPLETON COMPANIES, LLC                                          | One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403                                   |
| Franklin Templeton Darby Equity Investment Management (Shanghai) Co., Ltd. | Room 202-2, 200 Huiyuan Road, Jiading District, Shanghai, 201807, China                                        |
| FRANKLIN TEMPLETON FINANCIAL SERVICES CORP.                                | 600 Fifth Avenue, New York, NY 10020                                                                           |
| FRANKLIN TEMPLETON FRANCE S.A.                                             | 16-18 Avenue George V, 75008 Paris, France                                                                     |
| FRANKLIN TEMPLETON FUND MANAGEMENT LIMITED                                 | Toronto Square, Infirmary Street, Leeds, LS1 2HJ, England                                                      |
| FRANKLIN TEMPLETON GLOBAL INVESTORS LIMITED                                | 5 Morrison Street, Edinburgh, Scotland, EH3 8BH                                                                |
| FRANKLIN TEMPLETON GSC ASSET MANAGEMENT SDN.BHD                            | Suite 31-02, 31st Floor, Menara Keck Seng, 203 Jalan Bukit Bintang, 55100, Kuala Lumpur, Malaysia              |
| FRANKLIN TEMPLETON HOLDING LIMITED                                         | C/O Pricewaterhouse Coopers LLP<br>Cathedral Square, Port Louis, Mauritius                                     |
| Franklin Templeton Infrastructure and Real Resources GP, LLC               | 600 Fifth Avenue, New York, New York, 10020, United States                                                     |
| FRANKLIN TEMPLETON INSTITUTIONAL, LLC                                      | 600 5 <sup>th</sup> Avenue, New York, New York 10020                                                           |
| FRANKLIN TEMPLETON INSTITUTIONAL GP, LLC                                   | 1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036                                                      |
| FRANKLIN TEMPLETON INTERNATIONAL SERVICES (INDIA) PRIVATE LIMITED          | Franklin Templeton Park, 18-23, Financial District, Nanakramguda, Hyderabad - 500019 India                     |
| FRANKLIN TEMPLETON INTERNATIONAL SERVICES S.à r.l.                         | 8A, rue Albert Borschette, L-1246, Luxembourg                                                                  |
| FRANKLIN TEMPLETON INVESTIMENTOS (BRASIL) LTDA.                            | Rua Jerônimo Da Veiga, 45 - 4º Andar<br>São Paulo-Sp, 04536-000, Brasil                                        |
| FRANKLIN TEMPLETON INVESTMENTS POLAND SP Z O.O.                            | Rondo ONZ 1, 00-124 Warszawa                                                                                   |
| FRANKLIN TEMPLETON INVESTMENT MANAGEMENT GMBH                              | St. Helier Jersey, Channel Islands                                                                             |
| FRANKLIN TEMPLETON INVESTMENT MANAGEMENT LIMITED                           | 5 Morrison Street, Edinburgh, EH3 8BH                                                                          |
| FRANKLIN TEMPLETON INVESTMENT SERVICES GMBH                                | Mainzer Landstr. 16, D-60325 Frankfurt-Am-Main, Germany                                                        |
| FRANKLIN TEMPLETON INVESTMENT SERVICES MEXICO S DE R.L.                    | Avenida Paseo de la Reforma 342, Colonia Juarez, Mexico City, CP. 06600, Mexico                                |
| FRANKLIN TEMPLETON INVESTMENT TRUST MANAGEMENT CO., LTD.                   | 3rd Floor, Ccmm Building 12 Youido-Dong, Youngdungpo-Gu, Seoul, South Korea 150-968                            |
| FRANKLIN TEMPLETON INVESTMENTS (ASIA) LIMITED                              | 17 <sup>th</sup> Floor, Chater House, 8 Connaught Road Central, Hong Kong                                      |
| FRANKLIN TEMPLETON INVESTMENTS AUSTRALIA LIMITED                           | Level 19, 101 Collins Street, Melbourne, Victoria 3000, Australia                                              |
| FRANKLIN TEMPLETON INVESTMENTS CORP.                                       | 5000 Yonge Street Suite 900, Toronto, Ontario M2N 0A7, Canada                                                  |
| FRANKLIN TEMPLETON INVESTMENTS JAPAN LIMITED                               | 1-9-10 Roppongi, Minato-ku, Tokyo, Japan                                                                       |
| FRANKLIN TEMPLETON INVESTMENTS (ME) LIMITED                                | Level 7, Gate Precinct Building 3, Unit 5, Dubai International Financial Centre, Sheikh Zayed Road, Dubai, UAE |
| FRANKLIN TEMPLETON INVESTMENTS SOUTH AFRICA (PTY) LTD                      | First Floor Kildare House, The Oval 1 Oakdale Road, Newlands, Cape Town, 7700, South Africa                    |
| FRANKLIN TEMPLETON INVESTOR SERVICES, LLC                                  | 10600 White Rock Road, Rancho Cordova, Ca 95670-6032                                                           |
| FRANKLIN TEMPLETON ITALIA SIM S.P.A.                                       | C.So Italia, N.1, 20122 Milano, Italy                                                                          |
| FRANKLIN TEMPLETON LUXEMBOURG HOLDING S.A.                                 | 26 Boulevard Royal, L-2449 Luxembourg<br>Grand Duchy Of Luxembourg                                             |
| FRANKLIN TEMPLETON MAGYARORSZAG KFT                                        | Bank Center, Citibank Tower, Szabadsag ter 7, 1054 Budapest, Hungary                                           |
| FRANKLIN TEMPLETON MANAGEMENT LUXEMBOURG SA                                | 26 Boulevard Royal, L-2449 Luxembourg,<br>Grand Duchy Of Luxembourg                                            |

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| FRANKLIN TEMPLETON PORTFOLIO ADVISORS, INC.                         | One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403                                   |
| FRANKLIN TEMPLETON REAL ESTATE ADVISORS GP, LLC                     | 600 Fifth Avenue, New York, New York, 10020, United States                                                     |
| FRANKLIN TEMPLETON REAL ESTATE GROUP CARRY, L.P.                    | 600 Fifth Avenue, New York, New York, 10020, United States                                                     |
| FRANKLIN TEMPLETON SERVICES (INDIA) PRIVATE LIMITED                 | Indiabulls Finance Centre, Tower 2, 13th Floor, Senapati Bapat Marg, Elphinstone (West), Mumbai, 400013, India |
| FRANKLIN TEMPLETON SERVICES LIMITED                                 | The Sweepstakes Centre, Block C, Ballsbridge, Dublin 4, Ireland                                                |
| FRANKLIN TEMPLETON SERVICES, LLC                                    | 140 Fountain Parkway, St. Petersburg, FL 33716                                                                 |
| Franklin Templeton Servicios de Asesoría Mexico, S. de R.L. de C.V. | Avenida Paseo de la Reforma 342, Colonia Juárez, Mexico City, CP. 06600, Mexico                                |
| FRANKLIN TEMPLETON SLOVAKIA, S.R.O.                                 | Karadžičova 8/a, Bratislava, 821 08, Slovak Republic                                                           |
| FRANKLIN TEMPLETON STRATEGIC INVESTMENTS LTD.                       | P.O. Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands.                  |
| FRANKLIN TEMPLETON SWITZERLAND LTD                                  | Bahnhofstrasse 22, CH-8022 Zurich, Switzerland                                                                 |
| FRANKLIN TEMPLETON TRUSTEE SERVICES PRIVATE LIMITED                 | Sakhar Bhavan, 1st Floor, 230 Backbay Reclamation, Nariman Point, Mumbai 400-021 India                         |
| FRANKLIN/TEMPLETON DISTRIBUTORS, INC.                               | One Franklin Parkway, San Mateo, CA 94403                                                                      |
| FRANKLIN/TEMPLETON TRAVEL, INC.                                     | One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403                                   |
| FS CAPITAL GROUP                                                    | 1800 Gateway Drive, San Mateo, CA 94404                                                                        |
| FS PROPERTIES, INC.                                                 | 1800 Gateway Drive, San Mateo, CA 94404                                                                        |
| FT OPPORTUNISTIC DISTRESSED FUND LTD                                | Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.           |
| FTC INVESTOR SERVICES INC.                                          | 350 Seventh Avenue SW, Suite 3000, Calgary, Alberta, T2P 3N9                                                   |
| FTCI (CAYMAN) LTD.                                                  | 11 Dr. Roy's Drive, Grand Cayman, Cayman Islands                                                               |
| FTI South Africa                                                    | First Floor Kildare House, The Oval 1 Oakdale Road, Newlands, Cape Town, 7700, South Africa                    |
| ITI CAPITAL MARKETS LIMITED                                         | Century Centre, 75 Ttk Road, Chennai, India 600018                                                             |
| LSIMC, LLC                                                          | One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403                                   |
| MUTUAL RECOVERY FUND, LTD.                                          | P.O. Box 309GT, Ugland House, George Town, Grand Cayman, Cayman Islands, KY1-1104.                             |
| K2 Advisors Holdings, LLC                                           | 300 Atlantic Street, 12th Floor, Stamford, CT, 06901, United States                                            |
| K2 Advisors LLC                                                     | 300 Atlantic Street, 12th Floor, Stamford, CT, 06901, United States                                            |
| K2/D&S Management Co., L.L.C.                                       | 300 Atlantic Street, 12th Floor, Stamford, CT, 06901, United States                                            |
| K2 Advisors Limited                                                 | 100 Pall Mall, London, SW1Y 5NQ, England                                                                       |
| K2 Advisors Japan Ltd.                                              | Atago Green Hills MORI Tower 39F, 2-5-1 Atago, Minato-ku, Tokyo, 100-6309, Japan                               |
| K2 Advisors Hong Kong Limited                                       | 20F, Workstation Building, 43 Lyndhurst Terrace, Central, Hong Kong                                            |
| K2/Highland Management Co., L.L.C.                                  | 300 Atlantic Street, 12th Floor, Stamford, CT, 06901, United States                                            |
| RIVA FINANCIAL SYSTEMS LIMITED                                      | Old Chapel, Union Mills, Main Road Braddan, Isle Of Man IM4 4ad                                                |
| TEMPLETON ASSET MANAGEMENT (LABUAN) LIMITED                         | Tiara Labuan, Jalan Tanjung Batu, 87000 F.T. Labuan, Malaysia                                                  |
| TEMPLETON ASSET MANAGEMENT (POLAND) TFI S.A.                        | Rondo 1, 26th Floor, Rondo ONZ 1, Warsaw, 00-124, Poland                                                       |
| TEMPLETON ASSET MANAGEMENT LTD.                                     | 7 Temasek Boulevard, #38-03 Suntec Tower One, Singapore, 038987                                                |
| Templeton Asset Management Limited Mexico, S. de R.L. de C.V.       | Montes Urales, No. 770-401, Lomas de Chapultepec, Ciudad de México, D.F., Mexico, 11000                        |

|                                              |                                                                                                                                                          |
|----------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|
| TEMPLETON CHINA RESEARCH LIMITED             | 701b Citigroup Tower, 33 Hua Yuan Shi Qiao Road, Pudong Shanghai 200120 P.R. China                                                                       |
| TEMPLETON DO BRASIL LTDA.                    | Rua Lauro Muller 116, Sala 2404, Rio De Janeiro, RJ, Brazil                                                                                              |
| TEMPLETON FRANKLIN GLOBAL DISTRIBUTORS, LTD. | Appleby, Spurling & Kempe, 41 Cedar House Avenue, P.O. Box Hm 1179, Hamilton Hm Ex, Bermuda                                                              |
| TEMPLETON GLOBAL ADVISORS LIMITED            | P.O. Box N-7759, Lyford Cay, Nassau, Bahamas                                                                                                             |
| TEMPLETON GLOBAL HOLDINGS LTD.               | P.O. Box N-7759, Lyford Cay, Nassau, Bahamas                                                                                                             |
| TEMPLETON INTERNATIONAL, INC.                | 300 S.E. 2 <sup>nd</sup> Street, Fort Lauderdale, FL 33301                                                                                               |
| TEMPLETON INVESTMENT COUNSEL, LLC            | 300 S.E. 2 <sup>nd</sup> Street, Fort Lauderdale, FL 33301                                                                                               |
| TEMPLETON RESTRUCTURED INVESTMENTS, L.L.C.   | 300 S.E. 2 <sup>nd</sup> Street, Fort Lauderdale, FL 33301                                                                                               |
| TEMPLETON RESTRUCTURED INVESTMENTS, LTD.     | 300 S.E. 2 <sup>nd</sup> Street, Fort Lauderdale, FL 33301                                                                                               |
| TEMPLETON RESTRUCTURED INVESTMENTS III, LTD. | 300 S.E. 2 <sup>nd</sup> Street, Fort Lauderdale, FL 33301                                                                                               |
| TEMPLETON RESTRUCTURED INVESTMENTS IV, LTD.  | The offices of Maurant Ozannes Corporate Services (Cayman) Limited, 94 Solaris Avenue, Camana Bay, P.O. Box 1348, Grand Cayman, KY1-1108, Cayman Islands |
| TEMPLETON WORLDWIDE, INC.                    | 300 S.E. 2 <sup>nd</sup> Street, Fort Lauderdale, FL 33301                                                                                               |
| TEMPLETON/FRANKLIN INVESTMENT SERVICES, INC. | 26515 Carmel Rancho Blvd., Carmel, CA 93923                                                                                                              |
| TSEMF III (JERSEY) LIMITED                   | Whiteley Chambers, Don Street, St Helier, Jersey, JE4 9WG                                                                                                |
| TSEMF IV (Jersey) Limited                    | Whiteley Chambers, Don Street, St. Helier, Jersey (Channel Islands), JE4 9WG                                                                             |

This is the annexure of 5 pages marked Annexure A signed by me and dated [19 November 2014](#).

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Lori A. Weber, Assistant Secretary  
Franklin Resources, Inc.

**Annexure B**  
**Details of Entitlement and Relevant Interests**

| 1. Date of Change | 2. Person Whose Relevant Interest Changed        | 3. Nature of Change      | 4. Consideration | 5. Class and Number of Securities affected/ Ordinary | 6. Persons votes effected |
|-------------------|--------------------------------------------------|--------------------------|------------------|------------------------------------------------------|---------------------------|
| 26-Sep-14         | Balanced Equity Management Pty Limited           | Acquired                 | 76,680           | 53,600                                               | 53,600                    |
| 30-Sep-14         | Balanced Equity Management Pty Limited           | Acquired                 | 428,210          | 308,000                                              | 308,000                   |
| 2-Oct-14          | Balanced Equity Management Pty Limited           | Acquired                 | 44,336           | 31,100                                               | 31,100                    |
| 10-Oct-14         | Balanced Equity Management Pty Limited           | Acquired                 | 8,134,020        | 6,000,000                                            | 6,000,000                 |
| 10-Oct-14         | Balanced Equity Management Pty Limited           | Disposed                 | (955,484)        | (707,766)                                            | (707,766)                 |
| 14-Oct-14         | Balanced Equity Management Pty Limited           | Acquired                 | 19,238,418       | 15,000,000                                           | 15,000,000                |
| 27-Oct-14         | Balanced Equity Management Pty Limited           | Disposed                 | (6,659,309)      | (4,500,000)                                          | (4,500,000)               |
| 28-Oct-14         | Balanced Equity Management Pty Limited           | Disposed                 | (16,533,263)     | (10,400,000)                                         | (10,400,000)              |
| 29-Oct-14         | Balanced Equity Management Pty Limited           | Acquired                 | 114,848          | 70,000                                               | 70,000                    |
| 30-Oct-14         | Balanced Equity Management Pty Limited           | Acquired                 | 126,718          | 77,000                                               | 77,000                    |
| 31-Oct-14         | Balanced Equity Management Pty Limited           | Disposed                 | (2,799,067)      | (1,664,429)                                          | (1,664,429)               |
| 3-Nov-14          | Balanced Equity Management Pty Limited           | Disposed                 | (3,563,621)      | (2,098,845)                                          | (2,098,845)               |
| 4-Nov-14          | Balanced Equity Management Pty Limited           | Disposed                 | (6,383,855)      | (3,822,609)                                          | (3,822,609)               |
| 5-Nov-14          | Balanced Equity Management Pty Limited           | Disposed                 | (8,247,093)      | (4,901,600)                                          | (4,901,600)               |
| 10-Nov-14         | Balanced Equity Management Pty Limited           | Disposed                 | (1,083,400)      | (629,400)                                            | (629,400)                 |
| 11-Nov-14         | Balanced Equity Management Pty Limited           | Disposed                 | (2,795,740)      | (1,623,300)                                          | (1,623,300)               |
| 13-Nov-14         | Balanced Equity Management Pty Limited           | Disposed                 | (6,602,673)      | (3,710,515)                                          | (3,710,515)               |
| 17-Nov-14         | Balanced Equity Management Pty Limited           | Disposed                 | (3,246,331)      | (1,787,135)                                          | (1,787,135)               |
| 18-Nov-14         | Balanced Equity Management Pty Limited           | Disposed                 | (6,190,422)      | (3,419,944)                                          | (3,419,944)               |
| 24-Oct-14         | Franklin Templeton Investments (Asia)            | Acquired                 | 257,952          | 181,019                                              | 181,019                   |
| 3-Nov-14          | Franklin Templeton Investments (Asia)            | Disposed                 | (33,707)         | (20,004)                                             | (20,004)                  |
| 06-Nov-14         | Franklin Templeton Investments (Asia)            | Transfer from management | -                | (2,552,000)                                          | (2,552,000)               |
| 06-Nov-14         | Franklin Templeton Investments Australia Limited | Transfer into management | -                | 2,552,000                                            | 2,552,000                 |
| 17-Sep-14         | Franklin Templeton Institutional, LLC            | Disposed                 | (46,137)         | (30,611)                                             | (30,611)                  |



|           |                                       |          |             |             |             |
|-----------|---------------------------------------|----------|-------------|-------------|-------------|
| 27-Oct-14 | Franklin Templeton Institutional, LLC | Disposed | (96,900)    | (64,600)    | (64,600)    |
| 28-Oct-14 | Franklin Templeton Institutional, LLC | Disposed | (46,350)    | (30,276)    | (30,276)    |
| 25-Sep-14 | Franklin Templeton Investments Corp.  | Disposed | (73,593)    | (51,259)    | (51,259)    |
| 26-Sep-14 | Franklin Templeton Investments Corp.  | Disposed | (3,644)     | (2,548)     | (2,548)     |
| 29-Sep-14 | Franklin Templeton Investments Corp.  | Disposed | (34,931)    | (24,600)    | (24,600)    |
| 30-Sep-14 | Franklin Templeton Investments Corp.  | Disposed | (14,472)    | (10,390)    | (10,390)    |
| 1-Oct-14  | Franklin Templeton Investments Corp.  | Acquired | 100,699     | 72,970      | 72,970      |
| 8-Oct-14  | Franklin Templeton Investments Corp.  | Acquired | 242,660     | 176,075     | 176,075     |
| 9-Oct-14  | Franklin Templeton Investments Corp.  | Acquired | 154,386     | 110,997     | 110,997     |
| 20-Oct-14 | Templeton Asset Management Ltd.       | Disposed | (706,749)   | (528,035)   | (528,035)   |
| 21-Oct-14 | Templeton Asset Management Ltd.       | Disposed | (3,336,879) | (2,460,802) | (2,460,802) |
| 31-Oct-14 | Templeton Asset Management Ltd.       | Disposed | (2,542,444) | (1,515,401) | (1,515,401) |
| 25-Sep-14 | Templeton Global Advisors Limited     | Acquired | 46,660      | 32,511      | 32,511      |
| 6-Oct-14  | Templeton Global Advisors Limited     | Acquired | 335,190     | 237,892     | 237,892     |
| 7-Oct-14  | Templeton Global Advisors Limited     | Acquired | 2,458,521   | 1,755,008   | 1,755,008   |
| 17-Oct-14 | Templeton Global Advisors Limited     | Acquired | 234,081     | 175,914     | 175,914     |
| 22-Oct-14 | Templeton Global Advisors Limited     | Acquired | 477,144     | 350,841     | 350,841     |
| 30-Oct-14 | Templeton Global Advisors Limited     | Disposed | (4,912,540) | (2,982,720) | (2,982,720) |
| 17-Sep-14 | Templeton Investment Counsel, LLC     | Disposed | (458,853)   | (304,433)   | (304,433)   |
| 25-Sep-14 | Templeton Investment Counsel, LLC     | Disposed | (4,751,111) | (3,309,140) | (3,309,140) |
| 26-Sep-14 | Templeton Investment Counsel, LLC     | Disposed | (281,533)   | (196,714)   | (196,714)   |
| 29-Sep-14 | Templeton Investment Counsel, LLC     | Acquired | 133,973     | 93,799      | 93,799      |
| 29-Sep-14 | Templeton Investment Counsel, LLC     | Disposed | (2,454,299) | (1,728,232) | (1,728,232) |
| 30-Sep-14 | Templeton Investment Counsel, LLC     | Acquired | 49,481      | 34,602      | 34,602      |
| 30-Sep-14 | Templeton Investment Counsel, LLC     | Disposed | (727,323)   | (520,323)   | (520,323)   |
| 8-Oct-14  | Templeton Investment Counsel, LLC     | Acquired | 3,488,777   | 2,531,646   | 2,531,646   |
| 9-Oct-14  | Templeton Investment Counsel, LLC     | Acquired | 2,246,788   | 1,615,180   | 1,615,180   |

|           |                                   |          |           |           |           |
|-----------|-----------------------------------|----------|-----------|-----------|-----------|
| 24-Oct-14 | Templeton Investment Counsel, LLC | Disposed | (53,607)  | (38,291)  | (38,291)  |
| 27-Oct-14 | Templeton Investment Counsel, LLC | Disposed | (929,835) | (619,890) | (619,890) |
| 28-Oct-14 | Templeton Investment Counsel, LLC | Disposed | (514,526) | (336,094) | (336,094) |

| 7. Holder of Relevant Interest                   | 8. Person's votes |       |
|--------------------------------------------------|-------------------|-------|
| Balanced Equity Management Pty Limited           | 151,321,727       | Votes |
| Franklin Advisers, Inc.                          | 6,940,412         | Votes |
| Franklin Templeton Investments (Asia)            | 3,037,103         | Votes |
| Franklin Templeton Investments Australia Limited | 6,321,109         | Votes |
| Franklin Templeton Investments Corp.             | 33,755,804        | Votes |
| Franklin Templeton Institutional, LLC            | 262,427           | Votes |
| Franklin Templeton Investment Management Limited | 2,440,383         | Votes |
| Templeton Asset Management Ltd.                  | 1,022,961         | Votes |
| Templeton Global Advisors Limited                | 74,743,857        | votes |
| Templeton Investment Counsel, LLC                | 80,609,174        | votes |

| 9. Registered Holder of Securities                | 10. Class and Number of Shares |          | 11. Person's votes |       |
|---------------------------------------------------|--------------------------------|----------|--------------------|-------|
| National Nominees Limited                         | 31,961,700                     | Ordinary | 31,961,700         | votes |
| JP Morgan Nominees Australia Ltd                  | 37,961,800                     | Ordinary | 37,961,800         | votes |
| HSBC Custody Nominees (Australia) Limited         | 70,811,327                     | Ordinary | 70,811,327         | votes |
| Citicorp Nominees Pty Ltd                         | 10,586,900                     | Ordinary | 10,586,900         | votes |
| Citibank Limited Melbourne                        | 6,679,892                      | Ordinary | 6,679,892          | votes |
| JP Morgan Chase Bank, Sydney                      | 93,576,145                     | Ordinary | 93,576,145         | votes |
| HSBC Bank Australia Limited, Sydney               | 62,916,963                     | Ordinary | 62,916,963         | votes |
| Merrill Lynch Global Services Pte Ltd., Melbourne | 8,421,818                      | Ordinary | 8,421,818          | votes |
| National Australia Bank Limited, Melbourne        | 36,311,564                     | Ordinary | 36,311,564         | votes |
| Australia & New Zealand Bank Group Ltd            | 1,226,848                      | Ordinary | 1,226,848          | votes |

This is the annexure of 3 pages marked Annexure B referred to in the Form 604: Notice of change in interests or entitlements of substantial shareholder signed by me and dated [19 November 2014](#).

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Lori A. Weber, Assistant Secretary  
Franklin Resources, Inc.