Form 604

Corporations Law Section 671B

Notice of change of interests of substantial holder

To Company	
Name/Scheme	Qantas Airways Limited
ACN/ARBN	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 02/05/2014

The previous notice was given to the company on 01/30/2014

The previous notice was dated 01/30/2014

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 (4)	Previous notice		Present notice	
	Person's votes	Voting Power (5)	Person's votes	Voting Power (5)
Ordinary Shares	314,790,434	14.33%*	338,147,190	15.40%*

^{*}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
NOT APPLICABLE	

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 7 February 2014

Annexure A

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 th 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 th Floor, Charter House, 8 Connaught Road, Central, Hong Kong
DARBY ASIA INVESTORS, LTD.	Unit 1607-1608, 16 th 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 DARBY CONVERGING EUROPE	15, Rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg 1133 Connecticut Ave., NW, Suite 400
FOUNDER PARTNER, L.P. DARBY EMERGING MARKETS	Washington, DC 20036 c/o Corporation Service Company,
INVESTMENTS, LTD.	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	P.O. Box 309GT, Ugland House, South

DATEGRODG LED	
INVESTORS, LTD.	Church Street, Georgetown, Grand Cayman,
	Cayman Islands
DARBY LATIN AMERICAN	Rua Jeronimo Da Veiga 45 – 4 th Floor
MEZZANINE INVESTMENTS	04536-000 Sao Paulo (Sp) Brazil
DARBY LATIN AMERICAN	2711 Centerville Road, Suite 400, Wilmington,
MEZZANINE MANAGEMENT II, LLC	Delaware 19808
DARBY MEXICO PRIVATE EQUITY,	Avenida Paseo de la Reforma 342, Colonia
S.A.P.I. DE C.V.	Juarez, Mexico City, CP. 06600, Mexico
DARBY OVERSEAS INVESTMENTS,	1133 Connecticut Ave., NW, Suite 400
LTD.	Washington, DC 20036
DARBY OVERSEAS PARTNERS, L.P.	1133 Connecticut Ave., NW, Suite 400
	Washington, DC 20036
DK CONSULTING LTD.	20th Floor, Korea First Bank Building, 100
DR CONSCETE (G ETD.	Gongpyungdong, Jongno-Gu, Seoul, 110-702
	Korea.
DARBY-PROBANCO INVESTORS, LLC	1133 Connecticut Avenue, NW, Suite 400,
DARB I - FRODANCO IN VESTORS, LLC	Washington, DC 20036
DLAMF II SPECIAL COMPANY, LLC	Corporation Service Company, 2711
	Centerville Road, Suite 400, Wilmington,
	Delaware 19808
FIDUCIARY INTERNATIONAL	1717 Pennsylvania Avenue N.W., Suite 630
HOLDING, INC.	Washington DC 20006
FIDUCIARY INTERNATIONAL	Unit 2F, Block 71, The Plaza, Park West,
IRELAND LIMITED	Dublin 12, Ireland
FIDUCIARY INTERNATIONAL, INC.	600 5 th Avenue, New York, New York 10020
FIDUCIARY INVESTMENT	600 5 th Avenue, New York, New York 10020
CORPORATION	, ,
FIDUCIARY INVESTMENT	1133 Connecticut Avenue, NW, Suite 330,
MANAGEMENT INTERNATIONAL,	Washington D.C. 20036
INC.	Washington 2101 20000
Fiduciary Trust (International) Sàrl	16 rue de la Pélisserie, 1204, Geneva,
11000100 (200020000) 2001	Switzerland
FIDUCIARY TRUST COMPANY	600 5 th Avenue, New York, New York 10020
INTERNATIONAL	
FIDUCIARY TRUST COMPANY OF	250 Sayanth Ayanya SW. Suita 2000, Calgary
	350 Seventh Avenue SW, Suite 3000, Calgary,
CANADA	Alberta, T2P 3N9
FIDUCIARY TRUST INTERNATIONAL	The Adelphi Building, 1-11 John Adam Street,
LIMITED	London, WC2N 6HT
FIDUCIARY TRUST INTERNATIONAL	One Franklin Parkway, Building 910, First
OF CALIFORNIA	Floor, San Mateo, California 94403
FIDUCIARY TRUST INTERNATIONAL	1220 North Market Street, Wilmington,
OF DELAWARE	Delaware 19801
FIDUCIARY TRUST INTERNATIONAL	200 South Biscayne Boulevard, Suite 3050,
OF THE SOUTH	Miami, Florida 33131
FRANKLIN ADVISERS, INC.	One Franklin Parkway, Building 910, First
	Floor, San Mateo, California 94403
FRANKLIN ADVISERS GP, LLC	One Franklin Parkway, Building 910, First
	Floor, San Mateo, California 94403
FRANKLIN ADVISORY SERVICES,	One Parker Plaza, 9 th Floor, Fort Lee, NJ
LLC	07024-2938
FRANKLIN CAPITAL CORPORATION	47 West 200 South, Salt Lake City, UT 84104-
	1621
FRANKLIN INVESTMENT ADVISORY	1133 Connecticut Ave., NW, Suite 400
SERVICES, LLC	Washington, DC 20036
FRANKLIN MUTUAL ADVISERS, LLC	101 John F. Kennedy Parkway, Short Hills, NJ
	07028-2789
FRANKLIN TEMPLETON ASIA	7 Temasek Boulevard, # 38-03, Suntec Tower

VIOLDIVIGE DRIVING VIOLEN	
HOLDINGS PRIVATE LIMITED	One, Singapore,
	038987
FRANKLIN TEMPLETON ASSET	Sakhar Bhavan, 1 st Floor, 230 Backbay
MANAGEMENT (INDIA) PRIVATE	Reclamation, Nariman Point, Mumbai, 400-
LIMITED	021
FRANKLIN TEMPLETON ASSET	Suite 1005, 10 th Floor, Wisma Hamzah-Kwong
MANAGEMENT (MALAYSIA)	Hing No. 1, Leboh Ampang, 50100, Kuala
SDN.BHD.	Lampur, Malaysia
FRANKLIN TEMPLETON ASSET	Avenida Paseo de la Reforma 342, Colonia
MANAGEMENT MEXICO, S.A. DE	Juarez, Mexico City, CP. 06600, Mexico
C.V., SOCIEDAD OPERADORA DE	
SOCIEDADES DE INVERSION	
FRANKLIN TEMPLETON AUSTRIA	4th Floor, Vienna 1010, Austria
GMBH	
FRANKLIN TEMPLETON BANK &	Box 17406, Salt Lake City, UT 84117
TRUST, F.S.B.	Box 17400, Buit Luke City, 61 04117
·	1st Floor Empire Torres 26 20 Herr Note:
FRANKLIN TEMPLETON CAPITAL	1st Floor, Empire Tower, 26-28 Ham Nghi
HOLDINGS PRIVATE LIMITED	District 1, Ho Chi Minh City, Vietnam
FRANKLIN TEMPLETON	One Franklin Parkway, Building 910, First
COMPANIES, LLC	Floor, San Mateo, California 94403
Franklin Templeton Darby Equity	Room 202-2, 200 Huiyuan Road, Jiading
Investment Management (Shanghai) Co.,	District, Shanghai, 201807, China
Ltd.	-
FRANKLIN TEMPLETON FINANCIAL	600 Fifth Avenue, New York, NY 10020
SERVICES CORP.	,
FRANKLIN TEMPLETON FRANCE S.A.	16-18 Avenue George V, 75008 Paris, France
FRANKLIN TEMPLETON FUND	Toronto Square, Infirmary Street, Leeds, LS1
MANAGEMENT LIMITED	2HJ, England
FRANKLIN TEMPLETON GLOBAL	5 Morrison Street, Edinburgh, Scotland, EH3
INVESTORS LIMITED	8BH
FRANKLIN TEMPLETON GSC ASSET	Suite 31-02, 31st Floor, Menara Keck Seng,
MANAGEMENT SDN.BHD	203 Jalan Bukit Bintang, 55100, Kuala
	Lumpur, Malaysia
FRANKLIN TEMPLETON HOLDING	C/O Pricewaterhouse Coopers LLP
LIMITED	Cathedral Square, Port Louis, Mauritius
Franklin Templeton Infrastructure and Real	600 Fifth Avenue, New York, New York,
Resources GP, LLC	10020, United States
FRANKLIN TEMPLETON	600 5 th Avenue, New York, New York 10020
INSTITUTIONAL, LLC	1100 0
FRANKLIN TEMPLETON	1133 Connecticut Ave., NW, Suite 400
INSTITUTIONAL GP, LLC	Washington, DC 20036
FRANKLIN TEMPLETON	Franklin Templeton Park, 18-23, Financial
INTERNATIONAL SERVICES (INDIA)	District, Nanakramguda, Hyderabad - 500019
PRIVATE LIMITED	India
FRANKLIN TEMPLETON	8A, rue Albert Borschette, L-1246,
INTERNATIONAL SERVICES S.à r.l.	Luxembourg
FRANKLIN TEMPLETON	Rua Jerônimo Da Veiga, 45 - 4° Andar
INVESTIMENTOS (BRASIL) LTDA.	São Paulo-Sp, 04536-000, Brasil
·	
FRANKLIN TEMPLETON	Rondo ONZ 1, 00-124 Warszawa
INVESTMENTS POLAND SP Z O.O.	
FRANKLIN TEMPLETON	St. Helier Jersey, Channel Islands
INVESTMENT MANAGEMENT GMBH	
FRANKLIN TEMPLETON	5 Morrison Street, Edinburgh,EH3 8BH
INVESTMENT MANAGEMENT	
LIMITED	
I PRAINKLIN I PIVIPI PI LUN	Mainzer Landstr 16 D-60325 Frankfurt-Am-
FRANKLIN TEMPLETON INVESTMENT SERVICES GMBH	Mainzer Landstr. 16, D-60325 Frankfurt-Am- Main, Germany

FRANKLIN TEMPLETON INVESTMENT SERVICES MEXICO S	Avenida Paseo de la Reforma 342, Colonia Juarez, Mexico City, CP. 06600, Mexico
DE R.L. FRANKLIN TEMPLETON INVESTMENT TRUST MANAGEMENT	3rd Floor, Ccmm Building 12 Youido-Dong, Youngdungpo-Gu, Seoul, South Korea 150-
CO., LTD.	968
FRANKLIN TEMPLETON	17 th Floor, Chater House, 8 Connaught Road
INVESTMENTS (ASIA) LIMITED	Central, Hong Kong
FRANKLIN TEMPLETON	Level 19, 101 Collins Street, Melbourne,
INVESTMENTS AUSTRALIA LIMITED FRANKLIN TEMPLETON	Victoria 3000, Australia
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	Level 7, Gate Precinct Building 3, Unit 5,
INVESTMENTS (ME) LIMITED	Dubai International Financial Centre, Sheikh Zayed Road, Dubai, UAE
FRANKLIN TEMPLETON	First Floor Kildare House, The Oval 1 Oakdale
INVESTMENTS SOUTH AFRICA (PTY) LTD	Road, Newlands, Cape Town, 7700, South Africa
FRANKLIN TEMPLETON INVESTOR	10600 White Rock Road, Rancho Cordova, Ca
SERVICES, LLC	95670-6032
FRANKLIN TEMPLETON ITALIA SIM S.P.A.	C.So Italia, N.1, 20122 Milano, Italy
FRANKLIN TEMPLETON	26 Boulevard Royal, L-2449 Luxembourg
LUXEMBOURG HOLDING S.A.	Grand Duchy Of Luxembourg
FRANKLIN TEMPLETON	Bank Center, Citibank Tower, Szabadsag ter 7,
MAGYARORSZAG KFT	1054 Budapest, Hungary
FRANKLIN TEMPLETON	26 Boulevard Royal, L-2449 Luxembourg,
MANAGEMENT LUXEMBOURG SA	Grand Duchy Of Luxembourg
FRANKLIN TEMPLETON PORTFOLIO ADVISORS, INC.	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
FRANKLIN TEMPLETON REAL	600 Fifth Avenue, New York, New York,
ESTATE ADVISORS GP, LLC	10020, United States
FRANKLIN TEMPLETON REAL	600 Fifth Avenue, New York, New York,
ESTATE GROUP CARRY, L.P.	10020, United States
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 Asesoria	Avenida Paseo de la Reforma 342, Colonia
Mexico, S. de R.L. de C.V.	Juarez, Mexico City, CP. 06600, Mexico
FRANKLIN TEMPLETON SLOVAKIA,	Karadźičova 8/a, Bratislava, 821 08, Slovak
S.R.O.	Republic
FRANKLIN TEMPLETON STRATEGIC	P.O. Box 309GT, Ugland House, South
INVESTMENTS LTD.	Church Street, George Town, Grand Cayman, Cayman Islands.
FRANKLIN TEMPLETON	Bahnhofstrasse 22, Ch-8022 Zurich,
SWITZERLAND LTD	Switzerland
FRANKLIN TEMPLETON TRUSTEE	Sakhar Bhavan, 1st Floor, 230 Backbay
SERVICES PRIVATE LIMITED	Reclamation, Nariman Point, Mumbai 400-021 India
FRANKLIN/TEMPLETON	One Franklin Parkway, San Mateo, CA 94403
DISTRIBUTORS, INC.	• • • • • • • • • • • • • • • • • • • •
FRANKLIN/TEMPLETON TRAVEL,	One Franklin Parkway, Building 910, First
INC.	Floor, San Mateo, California 94403
FS CAPITAL GROUP	1800 Gateway Drive, San Mateo, CA 94404

1900 Catarras Drive Can Mater CA 04404
1800 Gateway Drive, San Mateo, CA 94404
Maples Corporate Services Limited, PO Box
309, Ugland House, Grand Cayman, KY1-
1104, Cayman Islands.
350 Seventh Avenue SW, Suite 3000, Calgary,
Alberta, T2P 3N9
11 Dr. Roy's Drive, Grand Cayman, Cayman
Islands
First Floor Kildare House, The Oval 1 Oakdale
Road, Newlands, Cape Town, 7700, South
Africa
Century Centre, 75 Ttk Road, Chennai, India
600018
One Franklin Parkway, Building 910, First
Floor, San Mateo, California 94403
P.O. Box 309GT, Ugland House, George
Town, Grand Cayman, Cayman Islands, KY1-
1104.
300 Atlantic Street, 12th Floor, Stamford, CT,
06901, United States
300 Atlantic Street, 12th Floor, Stamford, CT,
06901, United States
300 Atlantic Street, 12th Floor, Stamford, CT,
06901, United States
100 Pall Mall, London, SW1Y 5NQ, England
Atago Green Hills MORI Tower 39F, 2-5-1
Atago, Minato-ku, Tokyo, 100-6309, Japan
20F, Workstation Building, 43 Lyndhurst
Terrace, Central, Hong Kong
300 Atlantic Street, 12th Floor, Stamford, CT,
06901, United States
Corporation Service Company, 2711
Centerville Road, Suite 400, Wilmington, DE,
· · · · · · · · · · · · · · · · · · ·
19808, United States
Old Chapel, Union Mills, Main Road
Braddan, Isle Of Man Im4 4ad
Tiara Labuan, Jalan Tanjung Batu, 87000 F.T.
Labuan, Malaysia
Rondo 1, 26th Floor, Rondo ONZ 1, Warsaw,
00-124, Poland
7 Temasek Boulevard, #38-03 Suntec Tower
One, Singapore, 038987
Montes Urales, No. 770-401, Lomas de
Chapultepec, Ciudad de México, D.F.,
Mexico,11000
701b Citigroup Tower, 33 Hua Yuan Shi Qiao
Road, Pudong Shanghai 200120 P.R. China
, & &
Rua Lauro Muller 116, Sala 2404, Rio De
Rua Lauro Muller 116, Sala 2404, Rio De Janeiro, RJ, Brazil
Rua Lauro Muller 116, Sala 2404, Rio De Janeiro, RJ, Brazil Appleby, Spurling & Kempe, 41 Cedar House
Rua Lauro Muller 116, Sala 2404, Rio De Janeiro, RJ, Brazil Appleby, Spurling & Kempe, 41 Cedar House Avenue, P.O. Box Hm 1179, Hamilton Hm Ex,
Rua Lauro Muller 116, Sala 2404, Rio De Janeiro, RJ, Brazil Appleby, Spurling & Kempe, 41 Cedar House Avenue, P.O. Box Hm 1179, Hamilton Hm Ex, Bermuda
Rua Lauro Muller 116, Sala 2404, Rio De Janeiro, RJ, Brazil Appleby, Spurling & Kempe, 41 Cedar House Avenue, P.O. Box Hm 1179, Hamilton Hm Ex, Bermuda P.O. Box N-7759, Lyford Cay, Nassau,
Rua Lauro Muller 116, Sala 2404, Rio De Janeiro, RJ, Brazil Appleby, Spurling & Kempe, 41 Cedar House Avenue, P.O. Box Hm 1179, Hamilton Hm Ex, Bermuda P.O. Box N-7759, Lyford Cay, Nassau, Bahamas
Rua Lauro Muller 116, Sala 2404, Rio De Janeiro, RJ, Brazil Appleby, Spurling & Kempe, 41 Cedar House Avenue, P.O. Box Hm 1179, Hamilton Hm Ex, Bermuda P.O. Box N-7759, Lyford Cay, Nassau, Bahamas P.O. Box N-7759, Lyford Cay, Nassau,
Rua Lauro Muller 116, Sala 2404, Rio De Janeiro, RJ, Brazil Appleby, Spurling & Kempe, 41 Cedar House Avenue, P.O. Box Hm 1179, Hamilton Hm Ex, Bermuda P.O. Box N-7759, Lyford Cay, Nassau, Bahamas

TEMPLETON INVESTMENT COUNSEL, LLC	300 S.E. 2 nd Street, Fort Lauderdale, FL 33301
TEMPLETON RESTRUCTURED	300 S.E. 2 nd Street, Fort Lauderdale, FL 33301
INVESTMENTS, L.L.C.	
TEMPLETON RESTRUCTURED	300 S.E. 2 nd Street, Fort Lauderdale, FL 33301
INVESTMENTS, LTD.	
TEMPLETON RESTRUCTURED	300 S.E. 2 nd Street, Fort Lauderdale, FL 33301
INVESTMENTS III, LTD.	
TEMPLETON RESTRUCTURED	The offices of Mourant Ozannes Corporate
INVESTMENTS IV, LTD.	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 nd Street, Fort Lauderdale, FL 33301
TEMPLETON/FRANKLIN	26515 Carmel Rancho Blvd., Carmel, CA
INVESTMENT SERVICES, INC.	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 6 pages marked Annexure A signed by me and dated 7 February 2014.

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

Annexure B Details of Entitlement and Relevant Interests

				5. Class and Number of Securities	6. Persons
	2. Person Whose Relevant Interest	2 N . CO	4.	affected/	votes
Change 2/3/2014	Changed	3. Nature of Change		Ordinary	effected
2/3/2014	Balanced Equity Management Pty Limited	Acquisition	187,892.38	173,100	173,100
2/5/2014	Balanced Equity Management Pty Limited	Acquisition	333,551.03	323,700	323,700
1/30/2014	F 11' A1 ' I	Acquisition	1,166,024.68	1,074,428	1,074,428
1/31/2014	Franklin Advisers, Inc. Franklin Advisers, Inc.	Acquisition	524,045.45	482,300	482,300
2/3/2014	Franklin Advisers, Inc.	Acquisition	1,377,839.41	1,266,700	1,266,700
2/4/2014	Franklin Advisers, Inc.	Acquisition	2,007,713.52	1,884,600	1,884,600
2/5/2014	Franklin Advisers, Inc.	Acquisition	900,401.13	857,293	857,293
1/30/2014	Franklin Templeton Investments (Asia) Limited	Acquisition	1,114,365.11	1,026,830	1,026,830
1/31/2014	Franklin Templeton Investments (Asia) Limited	Acquisition	501,022.78	461,100	461,100
2/3/2014	Franklin Templeton Investments (Asia) Limited	Acquisition	1,308,660.10	1,203,100	1,203,100
2/4/2014	Franklin Templeton Investments (Asia) Limited	Acquisition	1,909,920.60	1,792,800	1,792,800
2/5/2014	Franklin Templeton Investments (Asia) Limited	Acquisition	855,673.80	814,663	814,663
1/29/2014	Franklin Templeton Investments Corp.	Acquisition	11,584.74	10,600	10,600
1/30/2014	Franklin Templeton Investments Corp.	Acquisition	34,512.54	31,800	31,800
1/31/2014	Franklin Templeton Investments Corp.	Acquisition	5,757.39	5,300	5,300
2/3/2014	Franklin Templeton Investments Corp.	Acquisition	40,354.73	37,100	37,100
2/4/2014	Franklin Templeton Investments Corp.	Acquisition	51,773.04	48,600	48,600
2/5/2014	Franklin Templeton Investments Corp.	Acquisition	22,151.13	21,078	21,078

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1/29/2014	Franklin Templeton Investment Management Limited	Acquisition	55,678.35	50,928	50,928
1/30/2014	Franklin Templeton Investment Management Limited	Acquisition	120,833.64	111,300	111,300
1/31/2014	Franklin Templeton Investment Management Limited	Acquisition	46,045.34	42,400	42,400
2/3/2014	Franklin Templeton Investment Management Limited	Acquisition	126,828.47	116,600	116,600
2/4/2014	Franklin Templeton Investment Management Limited	Acquisition	184,103.82	172,800	172,800
2/5/2014	Franklin Templeton Investment Management Limited	Acquisition	82,122.58	78,033	78,033
1/29/2014	Templeton Global Advisors Limited	Acquisition	486,648.12	445,200	445,200
1/30/2014	Templeton Global Advisors Limited	Acquisition	1,189,576.47	1,095,896	1,095,896
1/31/2014	Templeton Global Advisors Limited	Acquisition	510,745.17	470,050	470,050
2/3/2014	Templeton Global Advisors Limited	Acquisition	1,323,390.73	1,216,631	1,216,631
2/4/2014	Templeton Global Advisors Limited	Acquisition	1,936,080.34	1,817,360	1,817,360
2/5/2014	Templeton Global Advisors Limited	Acquisition	883,205.52	840,807	840,807
1/29/2014	Templeton Investment Counsel, LLC	Acquisition	283,870.65	259,700	259,700
1/30/2014	Templeton Investment Counsel, LLC	Acquisition	690,345.67	636,000	636,000
1/31/2014	Templeton Investment Counsel, LLC	Acquisition	537,929.45	495,063	495,063
2/3/2014	Templeton Investment Counsel, LLC	Acquisition	1,370,602.13	1,260,065	1,260,065
2/4/2014	Templeton Investment Counsel, LLC	Acquisition	2,006,468.53	1,883,439	1,883,439
2/5/2014	Templeton Investment Counsel, LLC	Acquisition	891,849.57	849,392	849,392

7. Holder of Relevant Interest	8. Person's votes	
Balanced Equity Management Pty Limited	205,334,714	votes
Franklin Advisers, Inc.	6,375,868	votes
Franklin Templeton Investments (Asia)	6,947,821	votes
Franklin Templeton Investments Corp.	31,451,371	votes
Franklin Templeton Investment Management Limited	2,000,037	votes
Templeton Asset Management Ltd.	5,268,695	votes
Templeton Global Advisors Limited	37,549,463	votes
Templeton Investment Counsel, LLC	43,219,221	votes

9. Registered Holder of Securities	10. Class and	11. Person	ı's votes	
National Nominees Limited	43,493,600	Ordinary	43,493,600	votes

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JP Morgan Nominees Australia Ltd	49,700,110	Ordinary	49,700,110	votes
HSBC Custody Nominees				
(Australia) Limited	99,408,104	Ordinary	99,408,104	votes
Citicorp Nominees Pty Ltd	11,624,200	Ordinary	11,624,200	votes
BNP Paribas Fund Services				
Australia Pty Limited	1,108,700	Ordinary	1,108,700	votes
Citibank Limited Melbourne	6,194,267	Ordinary	6,194,267	votes
JP Morgan Chase Bank, Sydney	63,315,646	Ordinary	63,315,646	votes
HSBC Bank Australia Limited,				
Sydney	31,829,429	Ordinary	31,829,429	votes
National Australia Bank Limited,				
Melbourne	30,865,183	Ordinary	30,865,183	votes
Australia & New Zealand Bank				
Group Ltd	607,951	Ordinary	607,951	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 7 February 2014.

Lori A. Weber, Assistant Secretary

Franklin Resources, Inc.