

NOTICE OF ANNUAL GENERAL MEETING



Flight Centre Limited's (ABN 25 003 377 188) Annual General Meeting will be held at:

Customs House
Long Room
399 Queen Street
Brisbane Qld 4000

at 10.30am (Brisbane time) on Thursday 27 October 2011.

ORDINARY BUSINESS

- 1. Election of Directors** - To consider and, if thought fit, to pass the following ordinary resolution:
"That Mr. Peter Barrow, a non-executive director retiring in accordance with Section 47 of the Flight Centre Limited constitution, being eligible, be re-elected as a non-executive director of Flight Centre Limited."
- 2. Directors' Remuneration Report** - To consider and, if thought fit, pass the following ordinary resolution:
"That the Remuneration Report (which forms part of the Directors' Report) for the financial year ended 30 June 2011 be adopted".

The vote on this resolution is advisory only and does not bind the directors or the company.
- 3. Other Business**
To deal with any other business which may be brought forward in accordance with the constitution and the Corporations Act.

By Order of the Board

A handwritten signature in black ink, appearing to read "David Smith".

David Smith
Company Secretary
20 September 2011

Voting Entitlements

Pursuant to the Corporations Act, the Directors have determined that the shareholding of each shareholder for the purpose of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the Share Register as at 7.00pm (Sydney time) on Tuesday 25 October 2011.

Lodgement of a Proxy

The lodgement of the proxy form (and any Power of Attorney under which it is signed) must be received no later than 10:30am (Brisbane time) on Tuesday 25 October 2011, being 48 hours before the commencement of the meeting. Any proxy form received after that time will not be valid for the scheduled meeting.

Further Information – Directors' Remuneration Report Resolution

Any undirected proxies held by the chairman of the meeting, other directors or other key management personnel or any of their closely related parties (as defined in the Corporations Act 2001, which includes certain of their family members, dependents and companies they control) will not be voted in respect of Item 2 (Directors' Remuneration Report). The voting form provides for directing the chairman of the meeting how to vote.