

NOTICE OF ANNUAL GENERAL MEETING



Flight Centre Travel Group Limited (ABN 25 003 377 188) (the "Company") Annual General Meeting will be held at:

Emporium Hotel South Bank
Frangipani Ballroom 1 & 2
Level 1, 267 Grey Street
South Brisbane QLD 4101

at **10.00am (Brisbane time) on Monday 22 October 2018.**

BUSINESS

- 1. Election of Director** – To consider and, if thought fit, to pass the following ordinary resolution:
"That Ms Colette Garnsey, appointed in accordance with Section 46(d) of the Company's constitution, being eligible, be elected as a non-executive director of the Company."
- 2. Re-election of Director** - To consider and, if thought fit, pass the following ordinary resolution:
"That Mr Robert Baker who retires by rotation be re-elected as a non-executive director of the Company."
- 3. 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 year ended 30 June 2018 be adopted".
The vote on this resolution is advisory only and does not bind the directors or the Company.
- 4. Increase in Directors' Remuneration Fee Pool** - To consider and, if thought fit, to pass the following ordinary resolution:
"That, pursuant to ASX Listing Rule 10.17 and Section 48(b) of the Company's constitution, the directors' remuneration fee pool be increased by \$250,000, from \$850,000 to \$1,100,000 per annum (inclusive of superannuation)."
- 5. 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 2018

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 20 October 2018.

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 10:00am (Brisbane time) on 20 October 2018, being 48 hours before the commencement of the meeting. Any proxy form received after that time will not be valid for the scheduled meeting.

VOTING RESTRICTIONS

Item 3 (Remuneration Report)

Members of the company's key management personnel and their closely related parties (as defined in the Corporations Act) are prohibited from voting on Item 3 (Remuneration Report) and any such votes will be disregarded by the company, unless:

- (a) the person is voting as proxy for a person who is entitled to vote in accordance with the directions specified on the proxy form; or
- (b) the vote is cast by the chairman of the meeting for a person who is entitled to vote where the person has expressly authorised the chairman to exercise the proxy.

The chairman of the meeting intends to vote all available proxies in favour of Item 3 (Remuneration Report).

Item 4 (Increase in Directors' Remuneration Fee Pool)

The company will disregard any votes cast in favour on Item 4 (Increase in Directors' Remuneration Fee Pool):

- (a) by a director and any associate of a director; and
- (b) as a proxy by a member of the key management personnel (and their closely related parties),

unless the vote is cast as a proxy on behalf of a person who is entitled to vote in accordance with the directions specified on the proxy form, or is cast by the chairman of the meeting for a person who is entitled to vote where the person has expressly authorised the chairman to exercise the proxy.

The chairman of the meeting intends to vote all available proxies in favour of Item 4 (Increase in Directors' Remuneration Fee Pool).

EXPLANATORY NOTES

This Explanatory Memorandum and the attachments to it are important documents. They should be read carefully.

Item 1 (Election of Director – Ms Colette Garnsey)

Colette was appointed as a non-executive director on 7 February, 2018. Colette has a 40-year career in retail, marketing and distribution. She has served as a director and advisory board member for both not-for-profit enterprises and government boards.

Having held senior roles at David Jones, Pacific Brands and Premier Investments, Colette has played a key role in the Australian retail industry using her deep brand, consumer insights, digital and marketing experience to develop strategy and grow businesses. She has served both on the advisory board of Australian Fashion Week and the Melbourne Fashion Festival. Additionally, Colette has used her unique consumer insights to advise CSIRO, The Federal Innovation Council and the business advisory boards of various Federal Trade and Investment Ministers.

Colette is currently deputy chair of the Australian Wool Innovation Limited board and continues her role as advisor to Federal Minister for Trade and Investment.

Item 2 (Re-election of Director – Mr Robert Baker)

Robert Baker was appointed as a non-executive director on 20 September 2013. His other positions with FLT are Audit & Risk Committee chairman and Remuneration & Nomination Committee member. Rob was formerly an audit partner of PricewaterhouseCoopers, with experience in the retail, travel and hospitality sectors.

Rob holds numerous positions outside of FLT, these include chairman of Goodman Private Wealth Ltd since October 2014, chairman of Archdiocesan Development Fund, Catholic Archdiocese of Brisbane since January 2018, chairman of the Audit and Risk Committee of Australian Catholic University Limited since May 2015, and, chairman of RightCrowd Limited since August 2017.

Item 3 (Remuneration Report)

The vote on this resolution is advisory only and does not bind the directors or the company.


The Board will review and consider shareholder feedback and voting when deliberating on remuneration policies.

Item 4 (Increase in Directors' Remuneration Fee Pool)

The proposed increase is the first since 2013 and will give FLT sufficient head room to:

- (a) appoint an additional board member should it be considered necessary, and or
- (b) adjust fees to align with market, and or
- (c) adjust fees to align with an increase in responsibility.

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

FLT
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 10:00am (Brisbane time) Saturday 20 October 2018**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of Flight Centre Travel Group Limited.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for Flight Centre Travel Group Limited, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Flight Centre Travel Group Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Flight Centre Travel Group Limited to be held at **Emporium Hotel South Bank, Frangipani Ballroom 1 & 2, Level 1, 267 Grey Street, South Brisbane QLD 4101 on Monday 22 October 2018 at 10:00am (Brisbane time)** and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 3 and 4** (except where I/we have indicated a different voting intention below) even though **Item 3 and 4** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 3 and 4** by marking the appropriate box in step 2 below.

STEP 2 Items of Business

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

		For	Against	Abstain
1	Election of Director - Ms Colette Garnsey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Director - Mr Robert Baker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Increase in Directors' Remuneration Fee Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Before completing your vote and returning by post, please consider using the preferred electronic voting option outlined on the front page of this form.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/ /

FLT

239128A

Computershare