

# Corporate Governance Statement

Flight Centre Travel Group Limited (**FLT**) endorses the Australian Securities Exchange's (ASX) Corporate Governance Principles and Recommendations and complies with each recommendation.

This statement is current as at 30 June 2020 and has been approved by the FLT Board.

## 1. Lay solid foundations for management and oversight

### Roles and responsibilities of the Board and management

The Board acknowledges that its primary role is to create and safeguard shareholder value. The FLT Board Charter is available on the company's corporate website (see [www.fctgl.com/investors/governance/Board-charter](http://www.fctgl.com/investors/governance/Board-charter)) and sets out:

- the respective roles and responsibilities of the Board and management; and
- the matters expressly reserved to the Board and those delegated to management.

In short, the Board's functions include:

- charting the group's direction, strategies and financial objectives;
- overseeing and monitoring organisational performance;
- identifying risks and implementing appropriate control, monitoring and reporting mechanisms;
- instilling and reinforcing the values and culture of FLT including through the Code of Conduct;
- the chair's appointment;
- appointment, performance assessment and, where appropriate, replacement of the chief executive officer (**CEO**), chief financial officer (**CFO**) and company secretary
- ensuring Board structure and composition is effective;
- approving and monitoring major capital expenditure, capital management, operating budgets, acquisitions and divestitures;
- overseeing FLT's corporate reporting systems, disclosure processes and risk management frameworks; and
- approving the incorporation and deregistration of all FLT group entities

The chairman leads the Board in meeting its responsibilities to FLT stakeholders. Under FLT's constitution, the Board can also delegate any of its powers to the CEO. Those powers can be withdrawn, suspended or varied at any time.

The CEO, CFO and the other senior executives are authorised to make day-to-day decisions required to fulfil their roles and to achieve the company's strategic and financial objectives. The company secretary is directly accountable to the Board through the chairman on all matters to do with the Board's proper functioning.

Senior executives report to the Board each month to update it on initiatives and issues. These reports include key performance indicators (**KPIs**), which are the basis of executive performance evaluations.

The full Board deals with all significant matters. To assist in its deliberations, the Board has established various committees that act primarily in a review or advisory capacity.

Regional operational committees are in place in New Zealand, the United Kingdom and the United States. These committees may include Board directors, who work with the senior executive and his or her key management personnel to develop their businesses and address issues that may arise.

### Checks undertaken prior to appointment

Before appointing a director, or putting forward to security holders a candidate for election, appropriate checks are undertaken in relation to such persons, including checks as to the candidate's character, experience, education, criminal record and bankruptcy history. All material information is provided to security holders with regard to the decision on whether or not to elect or re-elect a director. FLT has a written agreement with each director and senior executive setting out the terms of their appointment.

### Diversity Policy

FLT's Diversity Policy is available on the company's corporate website (see [www.fctgl.com/investors/governance/diversity-policy-2/](http://www.fctgl.com/investors/governance/diversity-policy-2/)). FLT's vision for diversity relates to a broad range of areas and the Diversity Policy specifies that diversity at FLT includes, but is not limited to, gender, age, ethnicity and cultural background.

Some examples of how FLT's policy on diversity is reflected in its practice include:

- the company continues to follow a best practice recruitment process to ensure all key selection criteria for each role focus on the experience, merit and competency of the candidate;
- all policies, procedures and advertising are reviewed to ensure no gender bias occurs and the most suitable person is selected. Online training modules have been developed to enhance the effectiveness of the policies;
- targeted remuneration packages are based on the role being performed and are the same for all staff in that particular role. This is designed to limit the influence of gender bias in FLT's remuneration practices; and
- where possible, FLT seeks to identify and develop leaders from within its ranks. Currently, about 70% of staff members are women and 43% of FLT's senior leaders (defined as area leaders and above) are women.

The Board has also established a directorship policy for its subsidiaries that has exposed more staff of both sexes to director roles and responsibilities. Under this policy, the relevant executive general manager (**EGM**) is appointed a director and receives valuable training and experience. Under FLT's diversity measurable objectives, the company seeks to ensure that:

- at least one woman is shortlisted as a candidate for all Board and executive management level roles; and
- initiatives are implemented that increase the number of females applying for, and being appointed to senior leadership positions.

These objectives were achieved in FY20.

FLT also has a range of strategies and programs to achieve specific gender diversity targets. Some of the programs include implementing a development program across the FLT

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group to provide career progression paths for all employees and initiatives to embrace an inclusive work place culture. These strategies and programs have been effective during FY20, and FLT will continue to develop them going forward.

### **Board evaluation**

The company follows an established process for periodically evaluating the performance of the Board, its committees and individual directors. Board members and other senior executives evaluate the Board on its overall performance and individual directors' performance. The Board as a unit is assessed on Board process and dynamics, while the individual directors and chairman are assessed on leadership, interaction with other directors and senior executives, imparting of knowledge, attendance and involvement in decision making. The Board may also engage an external facilitator to help conduct periodic performance reviews. During the FY20 financial year, FLT did not engage an external facilitator. The Board is evaluated annually based on its performance during the financial year and the evaluation process for the Board, its committees and directors was undertaken in FY20.

### **Senior executive evaluation**

FLT's senior executives are subject to informal performance evaluation by the managing director and the task force. This evaluation includes measurement of performance against set KPIs. The process was undertaken during the FY20 financial year and the results of the annual review were communicated to each senior executive.

## **2. Structure the Board to be effective and add value**

The Board has a complementary mix of skills that provides the desired depth and experience. The Board currently consists of four independent non-executive directors (including the chairman) and one executive director, who is the CEO.

The Board generally meets monthly and on an ad hoc basis to consider time critical matters.

Directors may seek legal advice, at the company's expense, on any matter relating to the group, subject to prior notification to the chairman. FLT provides additional updates and training to Board members on matters relating to their roles. Examples may include corporate governance updates and the impacts of recent court rulings involving such topics as directors' duties, disclosures and transactions.

### **Board composition**

The directors' names and biographical details are provided in the annual report's Information on Directors section.

At all times, the Board seeks to have a complementary mix of financial, industry and listed entity knowledge and experience. The Board believes its current members have the necessary knowledge and experience to direct the company in its current operations. A summary of the breadth and depth of the Board's experience and skills appear below:

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## SKILLS AND EXPERIENCE

The current mix of skills and experience represented by the directors during the period, is as follows:

	G.W. SMITH	J.A. EALES	R.A. BAKER	C.M. GARNSEY	G.F. TURNER
Travel or retail industry	✓	✓	✓	✓	✓
Senior executive	✓		✓	✓	✓
Finance/capital markets			✓		
Audit/accounting	✓		✓		
Legal*					
Regulatory/public policy	✓				
International markets	✓	✓		✓	✓
Strategy/risk management	✓	✓	✓	✓	✓
Governance	✓	✓	✓	✓	
Marketing/communications	✓	✓		✓	✓
Technology/IT*					

\* For expertise in areas not listed above, the directors seek expertise within FLT and externally where appropriate.

## Remuneration and Nomination Committee functions

FLT has a Remuneration and Nomination Committee which is comprised of all of FLT's non-executive directors. Due to the Board's small size, FLT has a combined Remuneration and Nomination Committee. Consequently, the Remuneration and Nomination Committee considers (per the Board Charter) Board composition to ensure it includes the appropriate blend of skills and competencies to oversee the company.

The Remuneration and Nomination Committee establishes whether to nominate a further director, if a Board position becomes available or where additional skills may be required at Board level. For example, if the company chose to access a new region or sector, the committee may consider appointing an additional director with appropriate experience.

Where the Remuneration and Nomination Committee recommends the nomination of a further director, the Board may engage a professional recruitment firm to identify candidates that fit the criteria being sought to complement the Board and its existing skills set. Other factors to be considered when appointing a new director will include references, ability to devote time to the role, diversity considerations, cultural fit, strong financial acumen, technology knowledge and residential location.

Once a short list is created, the Remuneration and Nomination Committee will interview candidates.

Ultimately, a candidate will be presented to the full Board for appointment (to be ratified at the next AGM by shareholders). Should shareholders nominate a candidate for election at an upcoming general meeting, the Board will state whether or not it supports the nomination in the explanatory memorandum accompanying the notice of meeting.

Additional information on the roles and responsibilities of the Remuneration and Nomination Committee are set out in the Remuneration and Nomination Committee Charter.

The composition of the Remuneration and Nomination Committee, the Directors' attendance records, as well as the number of times the Remuneration and Nomination Committee met throughout the FY20 financial year, are reported in the annual report's Meetings of Directors section.

## Independence and materiality

All of FLT's non-executive directors are independent directors including the chairman. An independent director is a director who is independent of management and free of any business or other relationship that could materially interfere with the exercise of the director's unfettered and independent judgment. Materiality is assessed on a case-by-case basis from the perspective of both the company and the director concerned.

The Board believes Gary Smith, John Eales, Colette Garnsey and Robert Baker, are independent having regard to the indicia in Box 2.3 of the ASX Corporate Governance Principles and Recommendations. While businesses in which John Eales has an interest supply services to FLT, those services are not of a material quantum to those businesses, nor to FLT, such that the Board would consider that the independence of Mr Eales would be affected.

The roles of chairman and CEO are exercised by different individuals, being Gary Smith and Graham Turner respectively.

Further details regarding the length of service of each director and their relevant interests, positions, associations and relationships, is included in the annual report's Information on Directors section.

## Board and senior executive induction

Non-executive directors are given a letter of appointment setting out the terms of their appointment, time commitment envisaged and the Company's expectations for their role.

Newly appointed Board members and senior executives are given a practical induction into the group's operations, strategies, culture and values, meeting arrangements and financial position through access to appropriate documentation and face-to-face discussions with current Board members and senior executives. The induction is tailored to each individual's existing skills, knowledge and experience.

Appropriate professional development opportunities for directors are also provided in order to allow directors to develop and maintain the skills and knowledge required for them to perform their roles as directors effectively and to add value to FLT. The company secretary, in conjunction with the Board, may from time to time identify professional development courses relevant to the Board members. Lastly, the Board ensures that the directors receive briefings on material developments in legislation, regulations and accounting standards relevant to LFT.

## 3. Instil a culture of acting lawfully, ethically and responsibly

FLT actively promotes a set of values designed to assist employees in their dealings with each other, competitors, customers and the community. These values set out standards expected of all employees. Values endorsed include: honesty, integrity, fairness and respect. These values are incorporated into the company's Philosophies, which are included in the annual report and Code of Conduct. The Code of Conduct also outlines the company's position on lawful and ethical behaviour, conflicts of interest, use of inside information, confidentiality, bribes and facilitation payments, public comments, privacy and harassment, bullying and discrimination.

The Board endorses FLT's Code of Conduct and it applies to all directors, officers, employees, consultants and contractors. All employees receive training on the Code of Conduct, and senior executives are responsible for reinforcing the values in their day-to-day interactions with customers, competitors and suppliers, thereby setting the tone at the top.

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In addition, FLT has implemented a Whistleblowing policy and an Anti-Bribery and Corruption policy across its global operations.

The company takes its corporate social responsibility (**CSR**) obligations seriously and is taking steps to expand the focus on this important area throughout the company and to raise awareness of key issues.

One of these issues is Responsible Travel.

FCTG's Responsible Travel arm, WorldWise, was created during FY16 with a view to enhancing the social, economic and environmental impact we have, in addition to creating a better understanding of the positive and negative impacts that travel can have on wildlife in the destinations in which we operate.

Since this time, FCTG has developed a Responsible Travel Charter available on the company's corporate website (see [www.fctgl.com/about-us/corporate-social-responsibility/responsible-travel/our-charter/](http://www.fctgl.com/about-us/corporate-social-responsibility/responsible-travel/our-charter/)). As part of its implementation, we have focussed on education to enable our people and our customers to travel responsibly, and for them to make informed and socially responsible travel decisions

As a global travel business, FCTG has come to understand the vulnerability of our planet and its people. We are committed to promoting and selling travel that respects human rights, the environment, wildlife and social equality. Our global network also enables us to promote responsible travel principles to a wide range of stakeholders including industry colleagues, and to work together to have a positive influence in the Responsible Travel space.

The Flight Centre Foundation, which started in Australia in 2008, remains a key element in our overall CSR platform and has continued to expand its reach globally.

FLT's workplace giving program in Australia continues to be well supported by our people.

### **Political contributions**

FLT maintains a position of impartiality with respect to party politics and, accordingly, does not contribute any funds in this regard.

### **Trading policy**

The Board has established guidelines in its Share Trading Policy (available on FLT's corporate website at [www.fctgl.com/investors/governance/](http://www.fctgl.com/investors/governance/)) governing trading in FLT shares by directors, senior executives, employees, contractors and people closely connected to FLT's directors and senior executives. Dealings in FLT's shares are only permitted for 30 days following the public release of the company's price sensitive announcements. If new price sensitive information emerges during this period, directors, senior executives, employees, contractors and closely connected persons are not permitted to trade in FLT's shares until the information has been publicly released. The Share Trading Policy also prohibits short-selling and short term dealing in FLT shares at all times. FLT monitors dealing in FLT shares as part of the administration of the Policy.

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## Other policies

The Board also oversees the implementation of:

- the Code of Conduct (see [www.fctgl.com/investors/governance/code-of-conduct-2/](http://www.fctgl.com/investors/governance/code-of-conduct-2/));
- the Anti-Bribery and Corruption Policy (see <https://www.fctgl.com/investors/governance/anti-bribery-corruption-policy>); and
- the Whistleblowing Policy (see [www.fctgl.com/investors/governance/whistleblowing-policy-2/](http://www.fctgl.com/investors/governance/whistleblowing-policy-2/)).

## 4. Safeguard the integrity of corporate reports

### Audit and Risk Committee

The Audit and Risk Committee functions include:

- reviewing and making recommendations on the adequacy of FLT's corporate reporting processes;
- reviewing FLT's financial statements and making recommendations as to whether they reflect the understanding of the committee members of, and otherwise provide a true and fair view of, FLT's financial position and performance;
- assessing the appropriateness of any significant accounting estimates, judgments or choices in FLT's financial statements;
- recommending the external auditor's appointment/removal, reviewing the auditor's performance and the audit's scope and adequacy;
- advising on procedures in relation to the audit engagement partner's rotation;
- helping the Board oversee the risk management framework, including determining the internal audit scope, ratifying the appointment/removal and performance assessment of Enterprise Risk senior managers and risk teams;
- making recommendations on objectivity and performance of the Enterprise Risk team and other risk teams;
- reviewing the company's published financial results;
- reporting to the Board on matters relevant to the committee's role and responsibilities;
- ensuring timely adoption of, and adherence to, all relevant accounting policy changes;
- reporting to the Board on the effectiveness of FLT's risk, control and compliance framework and providing assurance on the preparation and review of FLT's financial statements;
- considering advice from Enterprise Risk on whether FLT is operating efficiently, effectively and in accordance with relevant laws and regulations; and
- scrutinising financial and other risks.

These responsibilities are included in the Audit and Risk Committee charter available on the company's corporate website (see [www.fctgl.com/investors/governance/audit-risk-committee-charter/](http://www.fctgl.com/investors/governance/audit-risk-committee-charter/)).

### Committee composition

The Audit and Risk Committee consists of all of FLT's independent non-executive directors; Robert Baker (appointed chairman of the committee in September 2013), Gary Smith, John Eales and Colette Garnsey, who have a complementary mix of experience and expertise in accountancy, financial management, risk management, legal compliance and corporate finance. Details of the directors' qualifications are set out in the annual report's Information on Directors section.

The Board has reviewed the committee's composition and is satisfied that, given the size of FLT's Board, the committee has appropriate financial representation. The Audit and Risk Committee chairman is not the Board's chairman.

### **Committee meetings**

Directors' attendance records, as well as the number of times the Audit and Risk Committee met throughout the FY20 financial year, are reported in the annual report's Meetings of Directors section.

### **Auditor appointment**

The policy of the company and the Audit and Risk Committee is to appoint an external auditor that clearly demonstrates quality and independence. The external auditor's performance is reviewed annually. Ernst & Young (**EY**), the current auditor, is obliged to rotate audit engagement partners at least every five years. EY was appointed FLT's auditor at the 2013 AGM, after a competitive tender and evaluation process where, competency, experience, price, business understanding and global network were key factors considered.

An analysis of fees paid to the external auditor, including fees for non-audit services, is provided in the annual report. The external auditor's policy is to provide the Audit and Risk Committee with an annual declaration of independence.

### **Certification of financial reports**

A decision by the Board to approve FLT's financial statements for a financial period is subject to receipt, from the CEO and CFO, of a declaration in accordance with section 295A of the *Corporations Act 2001* (Cth) and recommendation 4.2 of the ASX Corporate Governance Principles and Recommendations.

### **Auditor communication**

The external auditor attends every annual general meeting to answer shareholder questions concerning the conduct, preparation and content of the audit report.

## **5. Make timely and balanced disclosure**

FLT has a Communications and Continuous Disclosure Policy (available on FLT's website, see [www.fctgl.com/investors/governance/communications-continuous-disclosure-policy/](http://www.fctgl.com/investors/governance/communications-continuous-disclosure-policy/)) which discloses FLT's policies and procedures governing continuous disclosure and shareholder communication.

In accordance with ASX Listing Rules, the company will immediately disclose publicly any information that a reasonable person will expect to have a material effect on the value of its shares. The Board receives copies of all material market announcements promptly after they have been made.

Prior to any new and substantive presentation being given to investors or analysts, FLT will release a copy of the presentation materials on the ASX Market Announcements Platform.

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All information communicated to the ASX is posted on the company website. The annual report is available on the company's website and, on request, can be emailed or posted to shareholders.

## 6. Respect rights of security holders

### Shareholder communications

The Board aims to keep shareholders informed of all major developments affecting the group's activities and its state of affairs through distribution of the annual report, ASX announcements and media releases. All such communications (including historical announcements for at least the previous three years) are placed on the company website (see [www.fctgl.com](http://www.fctgl.com)).

To facilitate and encourage participation at meetings of security holders, shareholders are encouraged to supply, prior to the annual general meeting, any questions of the Board so that these can be addressed at the meeting. To further encourage participation, FLT's investor relations manager is available at other times to address shareholder, analyst and media queries. Security holders are able to receive communications from, and send communications to, the company and its share registry electronically.

The investor relations manager maintains a register of analyst and investor briefings and supplies teleconference facility details at the end of the results announcements (if held) for shareholders to be fully informed. Where possible, recordings are made available on the company's website.

## 7. Recognise and manage risk

Risk management is making sure the risks we take are the right ones and in the best interest of our people, our customers, our company and is all employees' responsibility.

While FLT does not have a separate risk committee, the Board, through the combined Audit and Risk Committee, is responsible for overseeing the company's integrated risk and compliance management framework. This provides the Board and management with an ongoing program to identify, evaluate, monitor and manage significant risks to enhance, over time, the value of the shareholders' investments and to safeguard assets.

The Audit and Risk Committee's charter is available on FLT's website (see [www.fctgl.com/investors/governance/audit-risk-committee-charter](http://www.fctgl.com/investors/governance/audit-risk-committee-charter)).

The framework is based around the following risk initiatives, as set out in the risk management policy:

- risk identification – identifying significant, foreseeable risks associated with the business;
- risk evaluation – evaluating risks in terms of impact and likelihood;
- risk treatment/mitigation – developing appropriate mitigation to keep the risk within an acceptable level; and
- risk monitoring and reporting – ongoing reporting, usually on an exception basis on the status of the risk.

Risks are identified and evaluated against achievement of strategic objectives, as well as more operational activities. The Board and/or Audit and Risk Committee reviews the FLT risk management policy and FLT's risk management framework and is satisfied that it continues to be sound.

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The CEO and senior management are responsible for identifying, evaluating and monitoring risk. Senior management personnel are responsible for ensuring clear communication of their position on risk throughout the company. A self-assessment on significant business risks and risk culture is conducted in all geographies and reported to the Audit and Risk Committee. Risks considered include strategic, operational, and regulatory and compliance matters.

The Enterprise Risk team plays an integral role in deploying and monitoring this self-assessment, in addition to using the results from this assessment in designing its internal audit plan and testing key control areas. The Enterprise Risk team reports independently on the status of these key controls to the Audit and Risk Committee and works closely with the legal, human resources and company secretariat teams.

A broader risk assessment also takes place over significant capital injections, joint venture or business initiatives.

The CEO and CFO have provided the Board with a formal sign-off on the group's financial statements, in accordance with section 295A of the Corporations Act and recommendation 4.2 of the ASX Corporate Governance Principles and Recommendations, that sign-off is founded upon a sound system of risk management and internal control which is operating effectively in all material aspects in relation to financial reporting risks.

## **Risk Profile**

Risks to which FLT is subject to include:

Operational:

- A dramatic change in customer travel/leisure patterns and tastes
- Loss of key staff and staff turnover
- System availability and performance
- The failure to protect the privacy of personal information
- Reliance on third party supplier product
- Ongoing cost management
- An incident that impacts brand reputation

Market:

- The general state of the Australian and international economies
- Adverse currency and interest rate movements
- The outlook of the tourism and business travel sectors
- Low barriers to entry and modest start-up costs
- Market competition and disruption
- Adverse changes in margin arrangements or rates payable to the group

Environmental, Political and Terrorism:

- The occurrence of natural disasters or adverse weather conditions affecting either customer travel demands or continuing operations of Flight Centre or its suppliers
- Serious pandemics impacting travel
- The impact of political changes or instability in a country
- The occurrence of significant international armed conflict
- Acts of terrorism

Strategic:

- Our strategic objectives of achieving sustainable growth in the 3 key areas of Leisure travel retailing, Corporate travel and In destination experiences not being met
- Our Acquisition strategy fails to deliver expected performance

Regulatory and Compliance:

- Adverse changes in government regulation
- Changes to Industry specific global or country regulations
- Litigation or legal proceedings
- Failure to comply with relevant regulations, policies and procedures

FLT and its Board continually assess emerging trends and associated risks and their possible effects on future profits.

The company has a proven retail formula based on standardised systems, a replicable business model and ongoing business growth. This business model has been, and continues to be, successfully adapted in response to world events and industry changes.

## **8. Remunerate fairly and responsibly**

Full details of FLT's remuneration policies and structures, including director and key management personnel information, are outlined in the remuneration report in the annual report.

A summary of the Remuneration and Nomination Committee's responsibilities is included above at item 2 and additional information can be found in the Remuneration and Nomination Committee charter (see [www.fctgl.com/investors/governance/remuneration-nomination-committee-charter](http://www.fctgl.com/investors/governance/remuneration-nomination-committee-charter)).

**All relevant governance charters and policies are available on [www.fctgl.com/investors/governance](http://www.fctgl.com/investors/governance).**

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