

2020 NOTICE OF ANNUAL GENERAL MEETING



Flight Centre Travel Group Limited (ABN 25 003 377 188) (the "Company") Annual General Meeting will be held as a virtual meeting by electronic means at **10.00am (Brisbane time) on Thursday 5 November 2020**.

Shareholders may be present online and vote through the online webcasting platform provided by the Company's share registry at web.lumiagm.com/392937065 on their smartphone, tablet or computer. Further information about online attendance at the meeting is in the online meeting guide at www.computershare.com.au/virtualmeetingguide.

BUSINESS

To consider and vote on the following ordinary resolutions:

- 1. Re-election of Director** - *That John Eales, who retires by rotation, be re-elected as a non-executive director of the Company.*
- 2. Remuneration Report** - *That the Remuneration Report for the year ended 30 June 2020 be adopted.*
The vote on this resolution is advisory only and does not bind the directors or the company.
- 3. Refresh placement capacity** – *That the issue of 23,911,438 fully paid ordinary shares pursuant to the institutional placement announced by the Company to ASX on 6 April 2020 be approved for the purposes of ASX Listing Rule 7.4 and for all other purposes.*

Other business - To deal with any other business 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", written over a horizontal line.

David Smith
Company Secretary
1 October 2020

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 3 November 2020.

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 3 November 2020, 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 2 (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 2 (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 undirected proxies in favour of Item 2 (Remuneration Report).

Item 3 (Refresh placement capacity)

Flight Centre will disregard any votes cast in favour of Ordinary Resolution 3 by or on behalf of a person who participated in the issue of shares under the Placement (or any associate of that person or those persons).

However, this does not apply to a vote cast in favour of Ordinary Resolution 3 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:
 - the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

The chairman of the meeting intends to vote all available undirected proxies in favour of Item 3 (Refresh placement capacity).

EXPLANATORY NOTES

These Explanatory Notes are important and should be read carefully.

Item 1 (Re-election of Director – John Eales)

John has been an FLT director since 2012. John is also a director of Magellan Financial Group (from Jul-17), Executive Health Solutions (from Jun-15) and FujiXerox-DMS Asia Pacific (from Jan-14). John is the co-founder of the Mettle Group in 2003, which was acquired by Chandler MacLeod in 2007. John is an independent non-executive director of FLT. He is also FLT's Remuneration & nomination committee chairman, and an Audit & risk committee member.

The Directors recommend that you vote in favour of this resolution.

Item 2 (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.

The Directors recommend that you vote in favour of this resolution.

Item 3 (Refresh placement capacity)

On 17 April 2020 ("Issue Date"), Flight Centre issued 39,106,873 ordinary shares pursuant to an institutional placement announced on 6 April 2020 ("Placement"). The Placement was accompanied by an entitlement offer which gave all other shareholders an opportunity to acquire shares at the same price.

ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the number of fully paid ordinary securities it had on issue at the start of that period subject to certain exceptions. Under temporary COVID-19 relief granted by ASX, that percentage was lifted to 25%.

The Placement used up virtually all of the limit. This effectively reduced Flight Centre's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the Issue Date.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made (other than the issue under the additional 10% placement capacity, which cannot be refreshed). If they do so, the issue is taken to have been approved under Listing Rule 7.1.

Flight Centre wishes to retain flexibility to issue additional equity securities up to the 15% limit in the period ahead without having to obtain shareholder approval.

If Ordinary Resolution 3 is passed, the Placement will be excluded in calculating Flight Centres' 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Ordinary Resolution 3 is not passed, the Placement will be included in calculating Flight Centres' 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Issue Date to 60,575, as at the date of this notice.

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the proposed approval of the issue of the relevant ordinary shares under the Placement:

- Names of the persons to whom Flight Centre issued the shares or the basis on which those persons were identified or selected: The shares were issued pursuant to the Placement to existing and new institutional investors
- Number and class of shares issued for which approval is sought: 23,911,438 ordinary shares.
- Date of issue: 17 April 2020.
- Issue price: \$7.20 per share.
- Terms of the shares: The shares were issued on the same terms as existing shares on issue.
- Purpose of Placement: Proceeds of the Placement were used to ensure Flight Centre has the balance sheet flexibility and liquidity to manage the business through a prolonged period of disruption to the global travel industry.

The Directors recommend that you vote in favour of this resolution.

Need assistance?**Phone:**1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)**Online:**www.investorcentre.com/contact

FLTRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030**YOUR VOTE IS IMPORTANT**For your proxy appointment to be effective it must be received by **10:00am (Brisbane time) Tuesday 3 November 2020.**

Proxy Form

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.

Lodge your Proxy Form:

XX**Online:**Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is

**Control Number: 999999****PIN: 99999**For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com**By Mail:**Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia**By Fax:**1800 783 447 within Australia or
+61 3 9473 2555 outside Australia**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

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.



IND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

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 via an online platform at web.lumiagm.com/392937065 on **Thursday 5 November 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 2** (except where I/we have indicated a different voting intention in step 2) even though **Item 2** is 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 2** by marking the appropriate box in step 2.

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 poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Re-election of Director - John Eales	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Refresh placement capacity	<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 available 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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

