

# 2022 NOTICE OF ANNUAL GENERAL MEETING



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

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

at 10.00am (Brisbane time) on Monday 14 November 2022.

## BUSINESS

1. **Election of Director:** that Kirsty Rankin, appointed in accordance with Section 46(d) of the Company's constitution be elected as a non-executive director of the Company.
2. **Re-election of Director:** that Gary Smith, who retires by rotation, be re-elected as a non-executive director of the Company.
3. **Remuneration Report:** that the Remuneration Report for the year ended 30 June 2022 be adopted.
4. **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".

David Smith  
Company Secretary  
13 October 2022

## **Voting Entitlements**

AGM voting entitlements will be determined from the share register as at 7.00pm (Sydney time) on 11 November 2022.

## **Lodgement of a Proxy**

The lodgement of the proxy form (and any Power of Attorney under which it is signed) must be received by 10:00am (Brisbane time) on 12 November, being 48 hours before the start of the meeting. Any proxy form received after that time will not be valid for the AGM.

## **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).

## **EXPLANATORY NOTES**

### **Item 1 (Election of Director – Kirsty Rankin)**

Kirsty Rankin was appointed to the FCTG Board on 25 August 2022. Kirsty is an entrepreneur & former CEO with global experience in data-driven insights, digital transformation, loyalty programs, customer engagement & new product development across multiple industries, organisations & geographies.

Kirsty was CEO of Pinpoint Pty Ltd, an organisation that specialised in cultivating customer loyalty and engagement programs, prior to its sale to Mastercard in 2014 & subsequently a global executive with Mastercard in the USA. She is also a non-executive director of Azupay (privately-owned real-time payments platform), Stone & Chalk (leading innovation start-up & scale-up hub) & Skyfii, an ASX-listed omni-data intelligence company. Kirsty has vast experience in developing capacity in data-driven customer insights, managing digital transformation and developing and implementing customer loyalty programs.

Kirsty is also a member of FLT's Remuneration and nomination committee, and the Audit and risk committee.

### **Item 2 (Re-election of Director – Gary Smith)**

FLT director since 2007, Gary has vast tourism industry experience and has served on a diverse range of boards and tourism industry related bodies during the past 30 years. Gary is a Fellow of the Australian Institute of Company Directors and the Institute of Chartered Accountants. He is also a director of Michael Hill International Limited (from Feb-16) and National Roads and Motorists' Association Limited (the NRMA) (from Feb-19).

Gary led the Company and the board through the Covid pandemic, working closely with senior management on the emergency measures implemented by the Company - including rapid cost reductions and restructuring, protecting our most valuable assets and multiple capital raisings totalling \$1.5billion.

Gary is FLT's independent non-executive chairman. He is also a member of FLT's Remuneration and nomination committee, and the Audit and risk committee.

### **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.

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

## Need assistance?



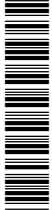
**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



FLT

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



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10.00am (Brisbane time) Saturday, 12 November 2022.**

# 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 the Company.**

## 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.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

I ND

## 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 at Emporium Hotel South Bank, Frangipani 1 & 2, Level 1, 267 Grey Street, South Brisbane QLD 4101 on Monday, 14 November 2022 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 (except where I/we have indicated a different voting intention in step 2) even though Item 3 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 3 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 show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Item 1 Election of Director – Kirsty Rankin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Re-election of Director – Gary Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

FLT

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Computershare

