

2021 NOTICE OF ANNUAL GENERAL MEETING



Flight Centre Travel Group Limited's (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 Wednesday 20 October 2021**.

Shareholders may be present online and vote through the online webcasting platform provided by the Company's share registry at Web.lumiagm.com/365256131 on their smartphone, tablet or computer. Further information about online attendance at the meeting is in the online meeting guide attached to this notice of meeting.

BUSINESS

To consider and vote on the following ordinary resolutions:

- 1. Re-election of Director - Colette Garnsey:** *That Colette Garnsey, who retires by rotation, be re-elected as a non-executive director of the Company.*
- 2. Re-election of Director - Robert Baker:** *That Robert Baker, 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 2021 be adopted.*
The vote on this resolution is advisory only and does not bind the directors or the company.
- 4. Approval of the issue of Notes (refresh placement capacity):** *That the issue of 2,000 senior unsecured unsubordinated convertible notes issued by the Company, on the terms and conditions as summarised in the Explanatory Notes to this notice, is ratified for all purposes, including for the purpose of ASX Listing Rule 7.4.*
- 5. Approval of the grant of Global Recovery Rights (refresh placement capacity):** *That the grant under the LTRP of 1,768,178 rights to receive fully paid ordinary shares on the terms and conditions as summarised in the Explanatory Notes to this notice, is ratified for all purposes, including for the purpose of ASX Listing Rule 7.4.*
- 6. Approval of the grant of PCRPs Rights (refresh placement capacity):** *That the grant under the LTRP of 1,180,678 rights to receive fully paid ordinary shares on the terms and conditions as summarised in the Explanatory Notes to this notice, is ratified for all purposes, including for the purpose of ASX Listing Rule 7.4.*
- 7. Approval of future issuances under the Flight Centre Employee Share Plan (ESP) -** *That issues of shares under the ESP, as described in the Explanatory Notes to this notice, be approved as an exception to ASX Listing Rule 7.1 pursuant to Exception 13 in ASX Listing Rule 7.2.*
- 8. Approval of future issuances under the Flight Centre Long Term Retention Plan (LTRP) -** *That issues of shares under the LTRP, as described in the Explanatory Notes to this notice, be approved as an exception to ASX Listing Rule 7.1 pursuant to Exception 13 in ASX Listing Rule 7.2.*

Special business

- 9. Amendments to the Constitution -** *That, in accordance with section 136(2) of the Corporations Act, the Company's Constitution be amended as set out in the Explanatory Notes to this notice with effect from the close of this meeting.*

Voting Requirements – item 9: Section 136(2) of the Corporations Act requires the amendments to the Constitution to be approved by a special resolution of the shareholders of the Company.

By order of the board

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

David Smith
Company Secretary
17 September 2021

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 (Brisbane time) on 18 October 2021.

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 18 October 2021, 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 undirected proxies in favour of Item 3 (Remuneration Report).

Items 4, 5 and 6 (Refresh placement capacity) and items 7 and 8 (Approvals of future issuances under employee incentive plans)

Flight Centre will disregard any votes cast in favour of:

- (a) Ordinary Resolution 4 by or on behalf of a person who participated in the issue of the Notes;
- (b) Ordinary Resolution 5 by or on behalf of a person who participated in the issue of Global Recovery Rights;
- (c) Ordinary Resolution 6 by or on behalf of a person who participated in the issue of PCRPs Rights; and
- (d) Ordinary Resolutions 7 and 8 by or on behalf of a person who is eligible to participate in the relevant employee incentive plan the subject of the resolution,

or any associate of that person or those persons.

However, this does not apply to a vote cast in favour of Ordinary Resolutions 4, 5, 6, 7 or 8 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 Items 4, 5 and 6 (Refresh placement capacity) and items 7 and 8 (Approvals of future issuances under the ESP and LTRP).

EXPLANATORY NOTES

These Explanatory Notes are important and should be read carefully.

Item 1 (Re-election of Director – 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 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 an independent non-executive director of Australian Wool Innovation Limited, Seven West Media Limited, Magellan Financial Group Limited and Laser Clinics Australia.

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

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

Robert Baker was appointed as a non-executive director on 20 September 2013. His other positions with the Company 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 the Company. These include chairman of RightCrowd Limited since August 2017 and director of Apollo Tourism & Leisure Ltd (from Jan 2020). Both of these companies are multinationals with an Australian head office. Robert is also a director of several unlisted companies and has pro bono roles on several not for profit advisory boards including being 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 the Governance Committee of the St Vincent de Paul Society (Queensland) since 2020.

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

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.

Item 4 (Refresh placement capacity – approval of the issue of Notes)

Background

On 17 November 2020, the Company completed the issue of 2,000 senior unsecured unsubordinated convertible notes (**Notes**) at an issue price of \$200,000 per Note, raising a total of \$400 million.

The net proceeds of the Notes issuance were used to fund the retirement of \$100 million of the Company's existing debt, with the remaining proceeds being applied to further strengthen the Company's liquidity position. The Notes were marketed to eligible investors and are listed on the Official List of the Singapore Exchange Securities Trading Limited.

The Notes are senior, unsecured subordinated convertible notes issued by the Company, due 2027, and which are convertible into fully paid ordinary shares in the Company. A summary of the terms of the Notes is provided in **Appendix A** to these Explanatory Notes. A copy of the Offering Circular containing the full terms of the Notes was lodged with the ASX on 11 November 2020 and is available on the Company's website at <https://www.fctgl.com/investors/asx-announcements/asx-announcements-2020/>.

Reason for seeking approval

In general terms, ASX Listing Rule 7.1 imposes a limit on the number of equity securities (including ordinary shares and convertible securities) that a company can issue or agree to issue without shareholder approval (15% placement capacity) where an exemption to the rule does not apply. The Company determined that it was able to issue all of the Notes within the 15% limit of its placement capacity and accordingly no shareholder approval was required.

ASX Listing Rule 7.4 provides that an issue of equity securities by a company made pursuant to ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1, if it is subsequently approved by the company's shareholders.

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

The effect of approving Item 4 will be to refresh the Company's 15% placement capacity under ASX Listing Rule 7.1 so that its capacity would be the same as if the Notes had been issued with shareholder approval. If shareholders approve Item 4, the Company will have greater flexibility to make future issues of the Company shares and other issuances of equity securities to raise funds to meet future needs.

If shareholders do not vote in favour of this Item 4, the issue of the Notes will be included in calculating the Company's 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.

Information required by ASX Listing Rule 7.5

In accordance with ASX Listing Rule 7.5, shareholders are provided the following information:

The names of the persons to whom the securities were issued	Eligible investors pursuant to the Offering Circular lodged with ASX on 11 November 2020
Date of issue	17 November 2020
The number and class of securities issued or agreed to issue	2,000 senior unsecured unsubordinated convertible notes. The conversion feature of the Notes means that the Notes are "convertible securities" of the Company for the purposes of the ASX Listing Rules. For the purposes of calculating the impact on placement capacity under the ASX Listing Rules, the Company has set out the maximum number of shares which may be issued in connection with the Notes, being: (a) up to 26,004,820 fully paid ordinary shares in the Company upon a change of control on the date on which the non-conversion period expires (which, for the avoidance of doubt, did not occur); (b) up to 25,331,887 fully paid ordinary shares in the Company upon a change of control on 20 October 2021 being the date of the Company's Annual General Meeting; or (c) 19,960,080 fully paid ordinary shares in the Company in ordinary circumstances, subject to adjustment in accordance with the terms and conditions of the Notes (further set out in the Appendix A).
The price or other consideration the entity has received	\$400 million
The terms of the securities	Refer to Appendix A
The purpose of issue and intended use of the funds	The net proceeds of the Notes issuance were used to fund the retirement of \$100 million of the Company's existing debt, with the remaining proceeds being applied to further strengthen the Company's liquidity position.
Voting exclusion	Flight Centre will disregard any votes cast in favour of Ordinary Resolution 4 by or on behalf of a person who participated in the issue of the Notes.
Directors' recommendation	The Directors recommend that you vote in favour of this resolution.

Item 5 (Refresh placement capacity – approval of the issue of Global Recovery Rights)

Background

As previously announced to the ASX, the Company introduced the Global Recovery Rights Program (**GRRP**) on 25 June 2021. The GRRP and any grants of rights under it are made under the existing LTRP.

As at the date of this notice, the Company has issued 1,768,178 rights under the GRRP (“**Global Recovery Rights**”) to a total of 7,024 employees of the Company. The Global Recovery Rights were issued on 10 September 2021. Each Global Recovery Right is a right to receive one fully paid ordinary share in the Company.

A summary of the terms of the Global Recovery Rights is provided in **Appendix B** to these Explanatory Notes.

Reason for seeking approval

Item 5 is for shareholders to ratify, for the purposes of ASX Listing Rule 7.4, the issue of the Global Recovery Rights to employees.

As detailed above, the effect of approving Item 5 will be to refresh the Company’s 15% placement capacity so that its capacity would be the same as if the Global Recovery Rights had been issued with shareholder approval. If shareholders approve Item 5, the Company will have greater flexibility to make future issues of the Company’s shares and other issuances of equity securities to raise funds to meet future needs.

For the purposes of calculating the impact on placement capacity under the ASX Listing Rules, the total number fully paid ordinary shares which may be issued if all Global Recovery Rights are exercised is 1,768,178.

If shareholders do not vote in favour of this Item 5, the issue of the Global Recovery Rights will be included in calculating the Company’s 15% limit in ASX Listing Rule 7.1, effectively decreasing the number equity securities it can issue without shareholder approval over the 12-month period following the issue date.

Information required by ASX Listing Rule 7.5

In accordance with ASX Listing Rule 7.5, Shareholders are provided the following information:

The names of the persons to whom the securities were issued	Employees of the Company and its subsidiaries globally (excluding board members and senior executives)
Date of issue	10 September 2021
The number and class of securities issued or agreed to issue	The Company has issued 1,768,178 rights under the GRRP. Each Global Recovery Right is a right to receive one fully paid ordinary share in the Company. For the purposes of calculating the impact on placement capacity under the ASX Listing Rules, the total number fully paid ordinary shares which may be issued if all Global Recovery Rights are exercised is 1,768,178.
The price or other consideration the entity has received	Nil
The terms of the securities	Refer to Appendix B
The purpose of issue and intended use of the funds	To recognise and thank all eligible employees globally (excluding board members and senior executives) for their loyalty and dedication to the Company over the last 18-month period, to thank all new employees who have joined the Company during a challenging time and to provide a retention incentive for such employees.
Voting exclusion	Flight Centre will disregard any votes cast in favour of Ordinary Resolution 5 by or on behalf of a person who participated in the issue of Global Recovery Rights.
Directors’ recommendation	The Directors recommend that you vote in favour of this resolution.

Item 6 (Refresh placement capacity – approval of the issue of PCRPs Rights)

Background

The Company introduced the Post-COVID-19 Retention Plan (**PCRPs**) on 20 December 2020. The PCRPs and any grants of rights under it are made under the existing LTRP.

As at the date of this notice, the Company has issued 1,180,678 rights under the PCRPs (“**PCRPs Rights**”) to a total of 22 members of senior management of the Company. The PCRPs Rights were issued on 12 February 2021. Each PCRPs Right is a right to receive one fully paid ordinary share in the Company.

A summary of the terms of the PCRPs Rights is provided in **Appendix C** to these Explanatory Notes.

Reason for seeking approval

Item 6 is for shareholders to ratify, for the purposes of ASX Listing Rule 7.4, the issue of the PCRPs Rights to senior management.

As detailed above, the effect of approving Item 6 will be to refresh the Company’s 15% placement capacity so that its capacity would be the same as if the PCRPs Rights had been issued with shareholder approval. If shareholders approve Item 6, the Company will have greater flexibility to make future issues of the Company’s shares and other issuances of equity securities to raise funds to meet future needs.

For the purposes of calculating the impact on placement capacity under the ASX Listing Rules, the total number fully paid ordinary shares which may be issued if all PCRPs Rights are exercised is 1,180,678.

If shareholders do not vote in favour of this Item 6, the issue of the PCRPs Rights will be included in calculating the Company’s 15% limit in ASX Listing Rule 7.1, effectively decreasing the number equity securities it can issue without shareholder approval over the 12-month period following the issue date.

Information required by ASX Listing Rule 7.5

In accordance with ASX Listing Rule 7.5, Shareholders are provided the following information:

The names of the persons to whom the securities were issued	Select senior managers of the Company and its subsidiaries globally (excluding board members)
Date of issue	12 February 2021
The number and class of securities issued or agreed to issue	The Company has issued 1,180,678 rights under the PCRPs. Each PCRPs Right is a right to receive one fully paid ordinary share in the Company. For the purposes of calculating the impact on placement capacity under the ASX Listing Rules, the total number fully paid ordinary shares which may be issued if all PCRPs Rights are exercised is 1,180,678.
The price or other consideration the entity has received	Nil
The terms of the securities	Refer to Appendix C
The purpose of issue and intended use of the funds	The purpose of the PCRPs is to recognise the dedication and loyalty of members of senior management during the covid pandemic and to offer a retention incentive for their continued employment with the Company.
Voting exclusion	Flight Centre will disregard any votes cast in favour of Ordinary Resolution 6 by or on behalf of a person who participated in the issue of PCRPs Rights.
Directors’ recommendation	The Directors recommend that you vote in favour of this resolution.

Item 7 (Approvals of future issuances under the ESP)

Background

The Flight Centre Global Employee Share Plan (**ESP**) was established to offer eligible employees across the business an opportunity to become shareholders of the Company in a cost effective manner and enhance employee engagement by aligning employees' interests with the Company's performance and the interests of shareholders.

Under the ESP, offers will be made to eligible employees to make cash contributions from their after tax salary to purchase shares in the Company and, where such employees satisfy certain vesting conditions, to receive certain matched shares (the purchased shares and matched shares collectively being **Plan Shares**).

The Plan Shares to be allocated under the ESP may be acquired through an on-market purchase on the ASX or directly issued as new shares by the Company.

Reasons for seeking approval

The Board is seeking the approval of shareholders for future issues of Plan Shares for the purposes of ASX Listing Rule 7.2 (Exception 13).

Listing Rule 7.1 provides that a listed entity must not issue equity securities that total more than 15% of its fully paid ordinary shares in a 12-month period without the approval of shareholders (**15% Rule**).

Under ASX Listing Rule 7.2, shareholders may approve the issue of shares under an employee incentive scheme as an exception to the 15% Rule. This means that issues of shares under such a scheme would not be included for the purposes of calculating the capacity of the Company to issue securities under the 15% Rule. This approval continues for three years, at which time it must be renewed, or it will expire.

In the absence of such an approval, Plan Shares may be issued, but must fall within and be permitted by the 15% Rule at the time of issue. Whether or not the resolution is passed, the Company may acquire shares on-market to satisfy the allocation of Plan Shares under the ESP without shareholder approval.

By seeking shareholder approval of item 7, the Company is seeking flexibility in being able to satisfy, at its discretion, an allocation of Plan Shares by either, or a mixture of, the issue of new shares or the acquisition on-market of existing shares, depending on what may be in the best interests of the Company at the relevant time.

In the opinion of the Board, the resolution will assist the Company to manage its capital requirements efficiently by ensuring that the 15% limit is not diminished by the issue of Plan Shares and capacity is available for capital management and other purposes, if necessary.

ESP Rules

A summary of the terms of the ESP is provided in **Appendix D** to these Explanatory Notes.

Shares issued under the ESP

A total of 1,198,833 Plan Shares have been issued pursuant to the ESP since the listing of the Company.

The maximum number of Plan Shares that may be issued under the ESP following approval of this item 7 (if approved) is 1,000,000.

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

Item 8 (Approvals of future issuances under the LTRP)

Background

The LTRP is designed to allow the Board to make grants of awards (**LTRP Awards**) to employees which provide the opportunity to acquire shares in the Company (**LTRP Shares**) to assist with:

- (a) attracting, motivating and retaining employees;
- (b) delivering rewards to employees for individual and company performance;
- (c) allowing employees the opportunity to become shareholders; and
- (d) aligning the interests of employees with those of shareholders.

Reasons for seeking approval

The Board is seeking the approval of shareholders for future issues of LTRP Awards under the LTRP (and for LTRP Shares issued to satisfy LTRP Awards) for the purposes of ASX Listing Rule 7.2 (Exception 13).

Listing Rule 7.1 provides that a listed entity must not issue equity securities that total more than 15% of its fully paid ordinary shares in a 12-month period without the approval of shareholders (**15% Rule**).

Under ASX Listing Rule 7.2, shareholders may approve the issue of shares under an employee incentive scheme as an exception to the 15% Rule. This means that issues of shares under such a scheme would not be included for the purposes of calculating the capacity of the Company to issue securities under the 15% Rule. This approval continues for three years, at which time it must be renewed, or it will expire.

In the absence of such an approval, issues of LTRP Awards (and LTRP Shares issued to satisfy LTRP Awards) may be made, but must fall within and be permitted by the 15% Rule at the time of issue. Whether or not the resolution is passed, the Company may acquire shares on-market to satisfy LTRP Awards under the LTRP (and LTRP Shares issued to satisfy LTRP Awards) without shareholder approval.

By seeking shareholder approval of item 8, the Company is seeking flexibility in being able to satisfy, at its discretion, the exercise of LTRP Awards by either, or a mixture of, the issue of new shares or the acquisition on-market of existing shares, depending on what may be in the best interests of the Company at the relevant time.

In the opinion of the Board, the resolution will assist the Company to manage its capital requirements efficiently by ensuring that the 15% limit is not diminished by the issue of LTRP Awards under the LTRP and capacity is available for capital management and other purposes, if necessary.

LTRP Rules

A summary of the terms of the LTRP is provided in **Appendix E** to these Explanatory Notes.

Shares issued under the LTRP

A total of 3,027,915 LTRP Awards have been issued pursuant to the LTRP since the listing of the Company.¹

The maximum number of LTRP Shares that may be issued upon exercise of LTRP Awards that may be granted under the LTRP following approval of this item 8 (if approved) is 1,800,000.

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

Item 9 (Amendments to the Constitution)

The Company's Constitution was last amended in November 2013.

¹ This figure includes LTRP Awards that have since vested, been exercised, cancelled or lapsed.

The Company has recently undertaken a review of the Constitution and proposes a number of amendments consistent with the Corporations Act and the ASX Listing Rules and which seek to achieve the efficient and flexible administration of the Company and to enable greater participation by, and engagement with, shareholders at general meetings. A copy of the Constitution which sets out the proposed amendments is available on the Company's website at <https://www.fctgl.com/investors/2021-agm/>.

Under section 136 of the Corporations Act, amendments to the Constitution may only be made by a special resolution of shareholders.

Unless a contrary intention appears, capitalised terms in the table below have the meaning given in the Constitution, these Explanatory Notes or the Company's 2021 Notice of Annual General Meeting.

Topic	Summary of proposed amendment(s)
General Meetings (various)	<p>A number of amendments are proposed to be made to facilitate the holding of general meetings by the Company, including as set out below.</p> <ul style="list-style-type: none"> • The Constitution is proposed to be amended to: <ul style="list-style-type: none"> ○ specifically provide for a meeting to be held at one or more venues using any technology, or using virtual technology only, that gives shareholders as a whole a reasonable opportunity to participate; ○ permit direct voting by members in general meetings; ○ ensure that persons participating using technology are counted for the purposes of determining a quorum; and ○ deal with the scenario where technical difficulties occur before or during the relevant meeting to enable the chair of the meeting to adjourn the meeting to allow the technical difficulties to be rectified or, if a quorum remains present and able to participate, continue the meeting. <p>These amendments are intended to enable greater participation by, and engagement with, shareholders. Notably, amendments with respect to virtual-only meetings will be subject to legislative changes which are anticipated to come into effect at the end of this year. If such legislative changes are not passed, the rules will not apply to the extent that they are not permitted by law.</p> • The Constitution is also proposed to be amended to include additional provisions regarding proxy, attorney and representative appointments, including specific options available to the Company where an instrument appointing a proxy, attorney or representative is received and it is not properly executed or authenticated, or is incomplete or unclear. <p>These amendments are designed to provide the Company with greater flexibility and increased efficiency in dealing with proxy documents.</p> • It is proposed that the Constitution be amended to specify that unless a person objects to the holding of a meeting at the start of the relevant meeting or, in the case of a particular matter not referred to in the notice of the meeting, when the matter is first presented (as applicable), a person who attends the relevant meeting waives any objection they may have to any failure by the Company to give notice or the giving of a defective notice, or the consideration of a particular matter which is not within the business referred to in the notice of the relevant meeting. • The chair of a general meeting is also proposed to be given greater flexibility with respect to the conduct of general meetings as part of the proposed amendments to the Constitution, including to: <ul style="list-style-type: none"> ○ arrange another or a second venue (without giving notice or putting the matter to a vote) where there is insufficient room at the meeting venue; ○ refuse to allow any amendments to be moved in respect of any resolution set out in the notice of the relevant meeting or any business to be transacted unless the general nature of the business is stated in the notice of the relevant meeting; ○ withdraw from consideration any resolution set out in the notice of the relevant meeting (other than a resolution which has been requisitioned by shareholders or required by law); and ○ subject to the Corporations Act, terminate discussion or debate on any matter where the chair considers it necessary or desirable for the proper conduct of the relevant meeting.

<p>Directors and Directors' Meetings (various)</p>	<ul style="list-style-type: none"> • It is proposed that the Constitution be amended to provide that the period for nominations for election as a Director will be extended from at least 35 business days prior to the relevant meeting to at least 45 business days but no more than 90 business days prior to the meeting, in order to better align the Constitution with market practice and to facilitate adequate time for the Company to comply with its notice requirements and to print and distribute the relevant materials to shareholders after a nomination is received. • Further, it is proposed that amendments be made to the provisions dealing with meetings of Directors to provide greater flexibility and efficiency to the way the Directors operate – including by allowing the use of technology and for written resolutions of the Directors to be passed by fax, email or other electronic means, and to deal with the scenario where technical difficulties occur before or during any relevant meeting of the Directors which is being held using technology. • The Constitution is also proposed to be amended to broaden the Directors' delegation powers and to clarify that the Directors' powers of delegation set out in the Constitution are conferred in substitution for, and to the exclusion of, the power conferred in section 198D of the Corporations Act.
<p>Dividends and reserves (Rules 68, 69(a) and 73(b) and (c))</p>	<ul style="list-style-type: none"> • A new rule relating to the reserves of the Company is proposed to be introduced to reflect common market practice, including that reserves may be applied for any purposes that the Directors decide. • The Constitution will also be amended to make clear that the Directors may revoke, rescind or alter any determination or declaration to pay a Dividend at any time before the Dividend is paid. • The Constitution is also proposed to be amended to clarify that where a Dividend or other distribution has been paid by the Company and: <ul style="list-style-type: none"> ○ any cheque is not presented for payment within 3 months; or ○ any direct credit is unsuccessful as a result of incorrect payment details being provided by or on behalf of a shareholder, <p>(as applicable), then the monies will be taken to be an unclaimed Dividend or distribution and may be invested or otherwise used by the Directors for the benefit of the Company until claimed or dealt with according to law.</p>
<p>Off-market Transfers (Rule 27(d))</p>	<p>It is proposed that the Constitution be amended to provide that, subject to the Listing Rules, the Company or the Company's securities registry may charge a reasonable fee for the registration of paper-based transfers in registrable form.</p> <p>The purpose of this amendment is to enable the Company's securities registry to charge a reasonable fee for the registration of off-market transfers because of the need to undertake additional security measures and perform identity validation checks to detect fraudulent activity specific to off-market transfers, which are necessary for the protection of shareholders.</p>
<p>Definition of "Officer" for the purposes of Indemnity (Rule 77(e))</p>	<p>The definition of "Officer" for the purposes of Rule 77 has been amended to include any "officer" (as that term is defined in the Corporations Act) of the Company determined by the Directors from time to time.</p> <p>This amendment will mean that the indemnity and insurance provisions set out in Rule 77 of the Constitution may extend to "officers" (i.e. in addition to the Directors or the Secretary), where determined by the Directors.</p>

<p>Restricted Securities (Rule 30)</p>	<p>Although the Company does not have any Restricted Securities on issue currently, it is proposed that the Constitution be amended to provide for the matters required in Listing Rule 15.12 in case Restricted Securities are one day issued. Such matters are:</p> <ul style="list-style-type: none"> • a holder of Restricted Securities must not dispose of, or agree or offer to dispose of, the securities during the Escrow Period applicable to those Securities except as permitted by the Listing Rules; • if Restricted Securities are in the same class as quoted securities, the holder will be deemed to have agreed that the Restricted Securities will be kept on the Company's issuer sponsored sub-register and are to have a holding lock applied for the relevant Escrow Period applicable to those Restricted Securities under the Listing Rules; • the Company will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of Restricted Securities during the Escrow Period except as permitted by the Listing Rules or ASX; • during the Escrow Period applicable to those Restricted Securities under the Listing Rules, the holder of the Restricted Securities is not entitled to participate in any return of capital on those Restricted Securities during the Escrow Period except as permitted by the Listing Rules or the ASX; and • if a holder of Restricted Securities breaches a Restriction Agreement or a provision of the Company's Constitution restricting a disposal of those Restricted Securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those Restricted Securities for so long as the breach continues.
<p>Consequential and other amendments (various)</p>	<p>A number of additional minor changes are proposed to be made to the Constitution, including various consequential amendments in order to give effect to the changes summarised above, to reflect current law and practice, and to correct minor inconsistencies, syntax, formatting errors or cross-references.</p>

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

APPENDIX A – SUMMARY OF THE TERMS OF THE NOTES

The following is a summary only of the terms and conditions of the Notes. The Notes terms are set out in Section 11 of the Offering Circular dated 11 November 2020 (**Offering Circular**). Capitalised terms used in this summary have the meaning given to them in the Offering Circular.

About the Notes

The notes are senior unsecured convertible notes issued by the Company. They are direct, unsubordinated, unconditional, and unsecured, and can be converted at any time on or after 41 business days after issuance for a term of 7 years. The Offer Price was \$200,000 per Note.

Interest on the Notes

The Notes will bear interest from (and including) 17 November 2020 at the rate of 2.50% per annum calculated by reference to the outstanding principal amount thereof and payable semi-annually in arrears on 17 May and 17 November in each year, with the first interest payment date falling on 17 May 2021.

Conversion Right

The Conversion Right may be exercised at any time by a Noteholder on or after 18 January 2021, subject to the Terms and Conditions of the Notes.

Subject to the Terms and Conditions of the Notes, the number of Ordinary Shares to be issued or transferred and delivered on exercise of a Conversion Right shall be determined by dividing the principal amount of the Notes to be converted by the Conversion Price in effect on the relevant Conversion Date.

Upon exercise of a Conversion Right, the Ordinary Shares will be issued initially at a Conversion Price of A\$20.04 per Share, subject to adjustment as described in the Terms and Conditions of the Notes.

Redemption

The Notes may be redeemed in the following circumstances:

- **Redemption at Option of the Company:** the Company may, on giving notice to the Noteholders (and others), redeem all but not some only of the Notes on the date specified in the notice, if Conversion Rights shall have been exercised, and/or purchases (and corresponding cancellations) and/or redemptions shall have been effected in respect of 85% or more in principal amount of the Notes originally issued.
- **Redemption at Option of Noteholders:** at the option of any Noteholder, after issuing an Optional Put Exercise Notice, the Company will redeem all or some only of such holder's Notes on 17 November 2024 at 100.00 per cent of the principal amount of the relevant Notes plus any interest accrued but unpaid to (but exclusive) the relevant Redemption Date.
- **Redemption for a Relevant Event:** after the occurrence of a Relevant Event (being a Delisting or a Change of Control of the Company), each Noteholder will have the right at their option to require the Company to redeem all or some only of that holder's Notes on the Relevant Event Redemption Date.
- **Redemption for Taxation Reasons:** the Company may also choose to redeem all but not some only of the Notes having given not less than 30 nor more than 60 days' notice by way of Tax Redemption Notice.
- **Redemption on final Maturity Date:** unless previously purchased and cancelled, redeemed or converted, the Notes will be redeemed at 100.00 per cent of the principal amount of the relevant Notes plus any interest accrued but unpaid to (but excluding) the relevant Redemption Date on 17 November 2027.

Ranking in a winding up

The Notes are unsecured obligations and will rank behind the claims of the Company's secured creditors and payments under the Notes will be structurally subordinated to liabilities and obligations of the subsidiaries of the Company.

APPENDIX B – SUMMARY OF THE TERMS OF THE GLOBAL RECOVERY RIGHTS

The following is a summary only of the terms and conditions of the Global Recovery Rights issued under the LTRP. Capitalised terms used in this summary have the meaning given to them in the GRRP terms and conditions or the LTRP (as applicable).

Global Recovery Rights and Terms of Issue

Under the GRRP, employees of the Company who accept their participation in the GRRP (**Participants** or **Participant**) are given a one-off grant of rights to receive fully paid ordinary shares in the Company.

All staff members globally (apart from board members and senior executives) are included in the GRRP.

Each Global Recovery Right is a right to receive one fully paid ordinary share in the Company. These Global Recovery Rights will vest if a Participant is employed by the Company or one of its subsidiaries continuously from the date a Participant accepts to be in the GRRP until the Company releases to the ASX its results for the 6 months ending 31 December 2022 (currently expected to be on or about 24 February 2023).

The terms of any Global Recovery Right granted are as follows:

- Global Recovery Rights do not carry a right to vote or to receive dividends, or in general, a right to participate in other corporate actions such as bonus issues;
- Global Recovery Rights are not transferable and may not be dealt with (except with Board approval or by force of law upon death or bankruptcy) and will lapse immediately if dealt with in breach of the terms and conditions of the GRRP Grant; and
- Participants who are granted Global Recovery Rights are prohibited from entering into any scheme or arrangement under which they “hedge” or alter the economic benefit that they may derive in respect of their Global Recovery Rights.

If the Global Recovery Rights vest, subject to Flight Centre’s Share Trading Policy a Participant can exercise the Global Recovery Rights at any time in a trading window in the following 5 years and receive fully paid ordinary shares in the Company. On exercise of a Global Recovery Right, the Company will settle its obligation by buying shares on market or issuing new shares, unless the Board determines otherwise and as required by law.

There is no price to pay on the exercise of the Global Recovery Rights or for the payment of any shares issued on exercise of the Global Recovery Rights. The Global Recovery Rights were issued for nil consideration to employees.

Cessation of employment

Under the terms of the GRRP, if a Participant ceases employment, for whatever reason, prior to the vesting date, the Global Recovery Rights will automatically lapse, subject to the Board’s sole discretion in special circumstances.

If a Participant ceases employment but holds vested Global Recovery Rights that have not been exercised, the Participant will have 90 days (or such other period as the Board determines) within which to exercise vested Global Recovery Rights before they will lapse, unless the cessation of employment was due to gross misconduct, for example, in which case the Global Recovery Rights will lapse on cessation of employment.

Reorganisation of capital

Pursuant to the terms of the LTRP, if, prior to vesting of the Global Recovery Rights, there is a Variation of Capital Event, then the number of awards to which each Participant is entitled may be adjusted in the manner determined by the Board, such discretion to be exercised to ensure that Participants do not enjoy a windfall gain and do not suffer a material detriment as a result of any corporate action.

If there is a reorganisation of capital, the rights of each participant who has been allocated an award under the GRRP will be adjusted in the manner required by the Listing Rules applying at the time of the reorganisation.

If there is a Trigger Event (defined below), the Board may in its absolute discretion determine the treatment of the Participant's unvested award under the GRRP and the timing of such treatment. A Trigger Event is defined under the LTRP to mean a takeover bid, a meeting convened to vote on a proposed scheme of arrangement, a notice proposing a resolution for the winding up, or any transaction or event which, in the opinion of the Board, may result in a person becoming entitled to exercise control over the Company).

New issues

The invitation to participate in the GRRP does not entitle a Participant to participate in future offers under the GRRP, or any other incentive or retention plan of the Company. Eligibility to participate in any future offer of Global Recovery Rights or shares is determined by the Board in its absolute discretion.

APPENDIX C – SUMMARY OF THE TERMS OF THE PCRFP RIGHTS

The following is a summary only of the terms and conditions of the PCRFP in respect of the 2020/21 financial year (**PCRFP FY21 Grant**). The PCRFP is a one-off issuance made under the LTRP. Capitalised terms used in this summary have the meaning given to them in the PCRFP terms and conditions or the LTRP (as applicable).

PCRFP FY21 Grant

1 Base rights

For the PCRFP FY21 Grant, each participant will be granted a certain number of base rights. Each base right is a right to receive one fully paid ordinary share in the Company, subject to the participant's continuing employment with the Company or one of its subsidiaries (a **Group Company**) until the vesting date.

The terms of any base rights granted are as follows:

- base rights do not carry a right to vote or to receive dividends, or in general, a right to participate in other corporate actions such as bonus issues;
- base rights are not transferable and may not be dealt with (except with Board approval or by force of law upon death or bankruptcy) and will lapse immediately if a participant purports to deal with them in breach of these terms; and
- the participants are prohibited from entering into any scheme or arrangement under which they "hedge" or alter the economic benefit that may derive in respect of the base rights.

2 Matched rights

For the PCRFP FY21 Grant, each participant will be granted a certain number of matched rights which will vest provided the participant still holds base rights and remains employed by a Group Company on the relevant vesting date. Upon vesting, each matched right is a right to receive one matched share. The matched rights will be issued in two tranches:

- (a) Tranche 1 matched rights will vest (and become exercisable) on the date the Company releases its FY2023 results to the ASX.
- (b) Tranche 2 matched rights will vest (and become exercisable) on the date the Company releases its FY2024 results to the ASX.

If a participant sells a portion of their base rights prior to a matched rights vesting date, the participant's number of matched rights will be reduced on a pro rata basis.

Cessation of employment

Under the terms of the PCRFP, if a participant ceases to be employed by a Group Company, for whatever reason, prior to the vesting date, the base rights and matched rights will automatically lapse, subject to the Board's sole discretion in special circumstances.

If a participant ceases to be employed by a Group Company but holds vested base rights or matched rights that have not been exercised, the participant will have 90 days (or such other period as the Board determines) within which to exercise vested base rights and matched rights before they will lapse, unless the cessation of employment was due to gross misconduct or material breach of contract, in which case the base rights and matched rights will lapse on cessation of employment.

Issue price

The base rights and matched rights will be issued for a nil issue price.

Exercise price

No exercise price is payable upon exercise of the base rights and matched rights.

Exercise period

The exercise periods for the PCRFP FY21 Grant are set out below:

Events	Base Rights – FY21 Grant	Tranche 1 Matched Rights – FY21 Grant	Tranche 2 Matched Rights – FY21 Grant
Exercise Period	The date the Company releases its FY2022 results to the ASX	The date the Company releases its FY2023 results to the ASX	The date the Company releases its FY2024 results to the ASX

APPENDIX D – Summary of the Flight Centre Global Employee Share Plan

The following is a summary only of the terms and conditions of the rights under the ESP. Capitalised terms used in this summary have the meaning given to them in the ESP rules dated 18 April 2013 (**ESP Rules**).

General terms

- 1 **Eligibility:** Employees are eligible to participate if they have been employed full-time or permanent part-time for at least 3 months.
- 2 **Matched shares:** Eligible employees are granted a conditional right to receive a certain number of matched shares upon purchasing shares in the Company (for cash consideration), subject to vesting conditions.
- 3 **Offers:** Offers to participate in the ESP will be made to eligible employees in November/December and May/June each Year. An eligible employee who accepts the offer will make cash contributions to the ESP from their after tax salary in accordance with the ESP Rules. The terms of the offer will be determined by the Board and will include as a minimum:
 - (a) the name of the eligible employee;
 - (b) the maximum and minimum values of shares that an eligible employee may purchase with their after tax salary;
 - (c) how the purchase price will be calculated;
 - (d) the ratio of matched shares to acquired shares (not exceeding 1:1);
 - (e) the vesting conditions;
 - (f) the forfeiture conditions;
 - (g) the closing date for accepting the offer; and
 - (h) any other terms and conditions the Board considers appropriate.
- 4 **Cessation of employment:** rights to the matched shares under the ESP are subject to continuing employment by a Company group member. Unless the Board determines otherwise, a participant who ceases to be an employee as a result of their death or total and permanent disablement will be entitled to all or some of the matched shares (as determined by the Board).

Vesting requirements

- 5 A participant must hold the acquired share for a period of two years and one month and still be employed with the Company at the end of that time. If acquired shares are sold before the end of the vesting period, conditional rights to the matched shares are forfeited. The Board may determine at any time, at its absolute discretion, that any vesting conditions no longer apply and will notify the participant of such a determination in writing.
- 6 Without limiting paragraph 7, the Board may at any time in its absolute discretion waive any applicable vesting conditions on any disposal of a Company group member or change of control.

Method of settlement

- 7 A participant who satisfies the vesting conditions will become entitled to the matched shares on the last day of the vesting period. The matched shares may be newly issued by the Company or purchased on-market.

APPENDIX E – Summary of the Flight Centre Long Term Retention Plan

The following is a summary only of the terms and conditions of the rights under the LTRP. Capitalised terms used in this summary have the meaning given to them in the LTRP rules (the “**Plan Rules**”).

General terms

- 1 Under the Plan Rules, the Board may grant LTRP Awards to employees (including any executive director). They may be granted by Fee Grant, Salary Sacrifice Arrangement or a Matching Arrangement.
- 2 Unless the Board determines otherwise, a grant of LTRP Awards cannot be transferred to other persons or entities (subject to limited exceptions).
- 3 LTRP Awards granted under the LTRP carry no dividend or voting rights. When exercisable, each right is convertible into one fully paid ordinary share of the Company (**LTRP Share**).
- 4 LTRP Awards do not carry entitlements to participate in new issues of securities made by the Company. However, subject to the Listing Rules, adjustments may be made to the number of LTRP Shares to which LTRP Awards relate and/or the exercise price to take into account changes to the capital structure of the Company that occur by way of a pro rata issue or bonus issue.

Vesting requirements

- 5 Base rights granted to participants for each tranche will vest on the base rights vesting dates set out in the relevant offer letter, subject to the relevant conditions being satisfied (e.g. participants remain employed by the company at the vesting date).
- 6 Subject to the Board’s overriding discretion and the additional rules summarised below, a participant’s unvested LTRP Awards will lapse upon the earliest to occur of:
 - the time set out in the offer letter issued to the participant;
 - cessation of the participant’s employment;
 - the participant purporting to transfer or encumber their LTRP Award without the consent of the Board;
 - a Change of Control, Variation of Capital Event or a divestment of a material business or subsidiary; or
 - the 15th anniversary of the date of grant of the LTRP Award.
- 7 The Board may also specify in the offer letter additional circumstances in which a participant’s LTRP Awards may lapse prior to vesting or exercise.
- 8 In any reorganisation of the Company’s capital, the rights of each participant who has been allocated LTRP Awards will be adjusted in the manner required by the Listing Rules applying at the time of the reorganisation. Where there is a new issue of shares of the Company, LTRP Awards may be adjusted in a similar way as applied to options under the Listing Rules.
- 9 Subject to the Board’s discretion, if there is a Change of Control of the Company, LTRP Awards granted under a Matching Agreement will vest on a pro rata basis according to the time period over which they would otherwise vest. All LTRP Awards granted under a Free Grant or a Salary Sacrifice Arrangement will vest.

Method of settlement

- 10 The method of settlement, including whether it will be effected through a new issuance of shares, the purchase of shares on-market or the allocation of shares from treasury, will be set out in the offer letter.

