



## Announcement Summary

**Entity name**

FLIGHT CENTRE TRAVEL GROUP LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

31/1/2023

**The Proposed issue is:** An offer of securities under a securities purchase plan A placement or other type of issue**Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan**

| ASX +security code | +Security description | Maximum Number of +securities to be issued |
|--------------------|-----------------------|--|
| FLT                | ORDINARY FULLY PAID   | 2,739,726                                  |

**+Record date**

30/1/2023

**Offer closing date**

6/3/2023

**+Issue date**

13/3/2023

**Total number of +securities proposed to be issued for a placement or other type of issue**

| ASX +security code | +Security description | Maximum Number of +securities to be issued |
|--------------------|-----------------------|--|
| FLT                | ORDINARY FULLY PAID   | 12,328,768                                 |

**Proposed +issue date**

6/2/2023

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

FLIGHT CENTRE TRAVEL GROUP LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ABN

**Registration Number**

25003377188

**1.3 ASX issuer code**

FLT

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

31/1/2023

**1.6 The Proposed issue is:**

- An offer of +securities under a +securities purchase plan
- A placement or other type of issue



Part 4 - Details of proposed offer under securities purchase plan

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Part 4A - Conditions

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**4A.1 Do any external approvals need to be obtained or other conditions satisfied before the offer of +securities under the +securities purchase plan issue can proceed on an unconditional basis?**

No



Part 4B - Offer details

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**Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued**

**ASX +security code and description**

FLT : ORDINARY FULLY PAID

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

Details of +securities proposed to be issued

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**ASX +security code and description**

FLT : ORDINARY FULLY PAID

**Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted**

2,739,726

**Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?**

No

**Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?**

No

**Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?**

Yes

**Is the minimum acceptance unit based or dollar based?**

Dollar based (\$)

**Please enter the minimum acceptance value**

\$ 2,500

**Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?**

Yes

**Is the maximum acceptance unit based or dollar based?**

Dollar based (\$)

**Please enter the maximum acceptance value**

\$ 30,000



**Describe all the applicable parcels available for this offer in number of securities or dollar value**

Each eligible security holder may apply for a parcel of securities with a dollar value of \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000

**Offer price details**

**Has the offer price been determined?**

No

**In what currency will the offer be made?**

AUD - Australian Dollar

**How and when will the offer price be determined?**

See Q4F.4

**Oversubscription & Scale back details**

**Will a scale back be applied if the offer is over-subscribed?**

Yes

**Describe the scale back arrangements**

FLT intends to cap the offer under the security purchase plan (SPP Offer) at \$40,000,000, with the ability to accept oversubscriptions. FLT may determine to raise a higher or lower amount. FLT reserves the right (in its absolute discretion) to scale back applications under the SPP. If there is a scale back, the difference between the application monies received, and the number of New Shares allocated multiplied by the Offer Price (as defined in Q4F.4), will be refunded without interest.

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

Part 4C - Timetable

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**4C.1 Date of announcement of +security purchase plan**

31/1/2023

**4C.2 +Record date**

30/1/2023

**4C.3 Date on which offer documents will be made available to investors**

9/2/2023

**4C.4 Offer open date**

9/2/2023

**4C.5 Offer closing date**

6/3/2023



**4C.7 +Issue date and last day for entity to announce results of +security purchase plan offer**

13/3/2023

Part 4D - Listing Rule requirements

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**4D.1 Does the offer under the +securities purchase plan meet all of the requirements of listing rule 7.2 exception 5 or do you have a waiver from those requirements?**

Yes

Part 4E - Fees and expenses

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**4E.1 Will there be a lead manager or broker to the proposed offer?**

No

**4E.2 Is the proposed offer to be underwritten?**

No

**4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

No

**4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

Typical costs associated with an equity raising process, including legal, accounting, registry and associated administrative costs.

Part 4F - Further Information

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**4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

Proceeds of the Placement alongside A\$40 million of existing cash on balance sheet will be used to fund the acquisition of 100% of the UK-based Luxury Travel Holdings Limited and associated costs prior to receipt of any funds raised under the SPP.

**4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?**

No



**4F.2 Countries in which the entity has +security holders who will not be eligible to accept the proposed offer**

Any country outside of Australia and New Zealand

**4F.3 URL on the entity's website where investors can download information about the proposed offer**

[www.flightcentrespp.com](http://www.flightcentrespp.com) which will be available from the day on which the SPP will open (being Thursday, 9 February 2023)

**4F.4 Any other information the entity wishes to provide about the proposed offer**

The offer price under the SPP offer is the lesser of:

- (a) \$14.60 per Share, being the price at which shares will be issued under the institutional placement (Placement); and
- (b) the price that is a 2.0% discount to the volume weighted average price of Shares traded on the ASX over the 5 trading days up to, and including, the day on which the SPP will close (being Monday, 6 March 2023) (rounded down to the nearest cent),  
(Offer Price).



Part 7 - Details of proposed placement or other issue

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Part 7A - Conditions

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**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

No

Part 7B - Issue details

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**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

Details of +securities proposed to be issued

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**ASX +security code and description**

FLT : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

12,328,768

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

Yes

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 14.60000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes





Part 7C - Timetable

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**7C.1 Proposed +issue date**

6/2/2023

Part 7D - Listing Rule requirements

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**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

12,328,768

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

No

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

No

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No

Part 7E - Fees and expenses

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**7E.1 Will there be a lead manager or broker to the proposed issue?**

Yes

**7E.1a Who is the lead manager/broker?**

Macquarie Capital (Australia) Limited and UBS Securities Australia Limited (together, the Joint Lead Managers).

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

A management fee of 0.4% of the aggregate amount to be raised under the Placement.

**7E.2 Is the proposed issue to be underwritten?**

Yes



**7E.2a Who are the underwriter(s)?**

Macquarie Capital (Australia) Limited and UBS Securities Australia Limited (together, the Underwriters)

**7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?**

The Placement (\$180 million) is fully underwritten by the Underwriters (please see pages 49 to 50 of the investor presentation released 31 January 2023 for a description of the terms and conditions of the underwriting arrangements).

**7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?**

An underwriting fee of 1.6% of the aggregate amount to be raised under the placement

**7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.**

Please see pages 49 to 50 of the investor presentation released 31 January 2023 for a summary of the terms and conditions of the underwriting arrangements, including the significant events that could lead to the underwriting being terminated

**7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?**

No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

Typical costs associated with an equity raising process, including legal, accounting, registry and associated administrative costs.

Part 7F - Further Information

**7F.01 The purpose(s) for which the entity is issuing the securities**

Refer to 4F.01

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**

Refer to the announcement and investor presentation released 31 January 2023.

**7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)