

NOTICE OF ANNUAL GENERAL MEETING

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

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

and online via:

<https://meetnow.global/MJYSAYG>

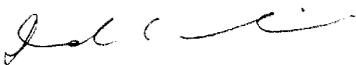
at **10.00am (Brisbane time) on Wednesday, 15 November 2023**

If you are attending the meeting online, there is a comprehensive online meeting guide which can be found at <https://meetnow.global/MJYSAYG>.

BUSINESS

1. **Re-election of Director:** that John Eales, who retires under rule 50 of the Company's constitution, be re-elected as a non-executive director of the Company.
2. **Remuneration Report:** that the Remuneration Report for the year ended 30 June 2023 be adopted.
3. **Refresh placement capacity:** That the issue of 12,328,768 fully paid ordinary shares pursuant to the institutional placement announced by the Company to ASX on 31 January 2023 be approved and ratified for all purposes, including for the purpose of ASX Listing Rule 7.4.
4. **Other business:** to deal with any other business in accordance with the constitution and the Corporations Act.

By order of the board



David Smith
Company Secretary
13 October 2023

Voting Entitlements

AGM voting entitlements will be determined from the share register as at 7.00pm (Sydney time) on 13 November 2023.

Lodgement of a Proxy

Proxy forms (and any Power of Attorney under which they are signed) must be received by 10:00am (Brisbane time) on 13 November 2023, otherwise they are invalid.

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 proxies in favour of Item 2 (Remuneration Report).

Item 3 (Refresh placement capacity)

The Company will disregard any votes cast in favour of Ordinary Resolution 3 by or on behalf of a person who participated in the issue of Placement Shares 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 Ordinary Resolution 3 (Refresh placement capacity).

EXPLANATORY NOTES

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

John has been an FLT director since 2012. John is also Chairman of Trajan Group Holdings Ltd (from Mar-21) and De Motu Cordis Pty Ltd (from Jan-20) 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.

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)

Background

On 6 February 2023, the Company completed the issue of 12,328,768 fully paid ordinary shares (Placement Shares) at an issue price of \$14.60 per Share, raising a total of \$180,000,012.80. The issue of the Placement Shares was accompanied by a share purchase plan offer to eligible shareholders.

The net proceeds of the Placement Shares issue were used to fund the acquisition of a 100% interest in Luxury Travel Holdings Limited (Scott Dunn). The Placement Shares were marketed to new and existing institutional investors and are listed on the ASX.

Reason for seeking approval

In general terms, ASX Listing Rule 7.1 imposes a limit on the number of equity securities (including ordinary shares) 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 Placement Shares 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 Ordinary Resolution 3 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 Placement Shares had been issued with shareholder approval. If shareholders approve Ordinary Resolution 3, 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 Ordinary Resolution 3, the issue of the Placement Shares 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.

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	The Placement Shares were issued to existing and new institutional investors. The investors were identified through a bookbuild process which involved the joint lead managers to the Placement (JLMs) seeking expressions of interest to participate in the Placement from existing investors of the Company and clients and contacts of the JLMs. No investor in the Placement was a Material Investor within the meaning of ASX Listing Rules Guidance Note 21, section 7.2 and no investor was issued more than 1% of the Company's current issued capital.
Date of issue	6 February 2023
The number and class of securities issued or agreed to issue	12,328,768 fully paid ordinary shares.
The price or other consideration the entity has received	\$14.60 per Placement Share
The terms of the securities	The Placement Shares were issued on the same terms as existing ordinary shares on issue.
The purpose of issue and intended use of the funds	The net proceeds from the issue of the Placement Shares were used to fund the acquisition of a 100% interest in Scott Dunn.
Voting exclusion	The Company will disregard any votes cast in favour of Ordinary Resolution 3 by or on behalf of a person who participated in the issue of the Placement Shares.
Directors' recommendation	The Directors recommend that you vote in favour of this resolution.

FLIGHT CENTRE TRAVEL GROUP™

ABN: 25 003 377 188

Need assistance?



Phone:

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



Online:

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) Monday, 13 November 2023.**

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 and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at 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

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, Frangipani Rooms 1 & 2, Level 1, 267 Grey Street, South Brisbane QLD and virtually via <https://meetnow.global/MJYSAYG> on Wednesday, 15 November 2023 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 show of hands or a poll and your votes will not be counted in computing the required majority.

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

