

NOTICE OF ANNUAL GENERAL MEETING



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

Customs House
Long Room
399 Queen Street
Brisbane Qld 4000

at 11.00am (Brisbane time) on Tuesday 30 October 2012.

ORDINARY BUSINESS

1. **Election of Director** - To consider and, if thought fit, to pass the following ordinary resolution:

"That Mr. Peter Morahan, a non-executive director retiring in accordance with Section 47 of the Flight Centre Limited constitution, being eligible, be re-elected as a non-executive director of Flight Centre Limited."

2. **Election of Director** – To consider and, if thought fit, to pass the following resolution:

"That Mr. John Eales, appointed in accordance with Section 46(d) of the Flight Centre Limited constitution, being eligible, be elected as a non-executive director of Flight Centre Limited."

3. **Directors' Remuneration Report** -To consider and, if thought fit, pass the following ordinary resolution:

"That the Remuneration Report (which forms part of the Directors' Report) for the financial year ended 30 June 2012 be adopted."

The vote on this resolution is advisory only and does not bind the directors or the company.

4. **Appointment of Auditor** – To consider and, if thought fit, pass the following resolution:

"That Ernst & Young (ABN 75 288 172 749), having been nominated and consenting to do so, be appointed as the auditors of Flight Centre Limited, to replace PricewaterhouseCoopers, who retires at this meeting."

5. **Other Business**

To deal with any other business which may be brought forward 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
20 September 2012

Voting Entitlements

Pursuant to the Corporations Act, the Directors have determined that the shareholding of each shareholder for the purpose of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the Share Register as at 7.00pm (Sydney time) on Friday 26 October 2012.

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 11:00am (Brisbane time) on Sunday 28 October 2012, being 48 hours before the commencement of the meeting. Any proxy form received after that time will not be valid for the scheduled meeting.

Further Information – Directors' Remuneration Report Resolution

The *Corporations Act 2001* (Cth) (**Corporations Act**) prohibits members of the company's key management personnel (**KMP**) and their closely related parties (as defined in the Corporations Act) from casting a vote in respect of Item 3 (Directors' Remuneration Report). Flight Centre Limited will disregard any votes cast on Item 3 (Directors' Remuneration Report) by a member of the KMP (or their closely related party) unless the vote is cast:

- (a) as proxy for a person who is entitled to vote on the resolution, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, where the proxy does not direct the chair how to vote but includes that person's express authority to vote the undirected proxy.

The chairman intends to vote all available proxies in favour of Item 3.

EXPLANATORY NOTES

This Explanatory Memorandum and the attachments to it are important documents. They should be read carefully.

Election of Director – John Eales

Flight Centre Limited's (FLT) directors appointed Mr John Eales as an FLT non-executive director on 13 September 2012. Under the company's constitution, Mr Eales holds office until the next AGM and is then eligible for election at that meeting.

As announced to the Australian Securities Exchange on 13 September, FLT's directors believe Mr Eales' experience, knowledge, outstanding people skills and leadership qualities will be great assets to the FLT board and to the company as a whole.

After retiring from rugby in 2001, he has served in executive or advisory positions with a number of companies and organisations. Mr Eales cofounded the Mettle Group in 2003 - a corporate consultancy which was acquired by Chandler Macleod in 2007 - and currently sits on the GRM International, International Quarterback and Australian Rugby Union boards. He was also a shareholder and director of QM Technologies in the lead-up to its IPO in 2007 and its subsequent acquisition by Computershare in 2009.

In addition, he is an occasional lecturer at Sydney's University of Notre Dame and continues to consult to other major Australian and international companies. Mr Eales, 42, is the author of two books, *Learning From Legends Sports* and *Learning From Legends Business*.

Appointment of Auditor

During the year, Flight Centre Limited (FLT) undertook a competitive tender process for external audit services. Key factors considered included competency, experience, price and global network capabilities. Following this tender process, Ernst & Young was selected and nominated by an FLT shareholder to be appointed auditor. A copy of this nomination is attached. Ernst & Young has consented to act as FLT's auditor.

PricewaterhouseCoopers, FLT's current auditor, has agreed to resign the position from the close of the 2012 AGM.

Flight Centre Limited
Level 2, 545 Queen Street
Brisbane QLD 4000

27 August 2012

To the Flight Centre Limited Directors,

RE: Nomination of Flight Centre Limited Auditor

Pursuant to section 328B(1) of the Corporations Act, I Graham Francis Turner (Gainsdale Pty Ltd Director), being a member of Flight Centre Limited, hereby nominate Ernst & Young (ABN 75 288 172 749) for appointment as the company auditor of Flight Centre Limited at the annual general meeting to be held on 30 October 2012.

Yours sincerely

A handwritten signature in black ink, appearing to be 'G. Turner', written in a cursive style.

Graham Turner
Director (Gainsdale Pty Ltd)

