

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Flight Centre Limited

ACN/ARSN 003 377 188

1. Details of substantial holder (1)

Name Gainsdale Pty Ltd

ACN/ARSN (if applicable) 008 971 499

There was a change in the interests of the

substantial holder on

20/11/12

The previous notice was given to the company on

15/11/07

The previous notice was dated

15/11/07

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	49,224,523	49.74%	48,303,963	48.23%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	Refer Annexure A				

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	Refer Annexure B				

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

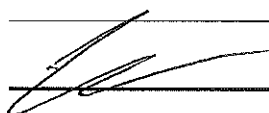
Name	Address
Refer Annexure C	

Signature

print name Graham Turner

capacity Director

sign here



date 20/11/2012

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.

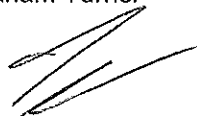
Signature	This form must be signed by either a director or a secretary of the substantial holder.
Lodging period	Nil
Lodging Fee	Nil
Other forms to be completed	Nil
Additional Information	(a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form. (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange. (c) The person must give a copy of this notice: (i) within 2 business days after they become aware of the information; or (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if: (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and (B) the person becomes aware of the information during the bid period.
Annexures	To make any annexure conform to the regulations, you must 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides 2 show the corporation name and A.C.N or ARBN 3 number the pages consecutively 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied 5 identify the annexure with a mark such as A, B, C, etc 6 endorse the annexure with the words: <i>This is annexure (mark) of (number) pages referred to in form (form number and title)</i> 7 sign and date the annexure. The annexure must be signed by the same person(s) who signed the form.

Annexure A

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class & number of securities affected	Person's votes affected
20/11/2012	Gainsdale Pty Ltd	Sale on market	\$2,691,471.55	Ord 98,428	98,428
19/11/2012	Gainsdale Pty Ltd	Sale on market	\$2,789,847.65	Ord 101,572	101,572
13/11/2012	Friday Investments Pty Ltd	Sale on market	\$820,679.64	Ord 30,324	30,324
12/11/2012	Friday Investments Pty Ltd	Sale on market	\$1,885,634.62	Ord 69,676	69,676
09/11/2012	Friday Investments Pty Ltd	Sale on market	\$939,587.40	Ord 34,682	34,682
08/11/2012	Friday Investments Pty Ltd	Sale on market	\$480,047.39	Ord 17,707	17,707
07/11/2012	Friday Investments Pty Ltd	Sale on market	\$2,561,775.94	Ord 94,434	94,434
06/11/2012	Friday Investments Pty Ltd	Sale on market	\$1,723,813.09	Ord 62,554	62,554
31/10/2012	Friday Investments Pty Ltd	Sale on market	\$50,872.61	Ord 1,879	1,879
29/10/2012	Friday Investments Pty Ltd	Sale on market	\$44,873.96	Ord 1,656	1,656
26/10/2012	Friday Investments Pty Ltd	Sale on market	\$69,225.23	Ord 2,549	2,549
25/10/2012	Friday Investments Pty Ltd	Sale on market	\$109,511.55	Ord 4,014	4,014
24/10/2012	Friday Investments Pty Ltd	Sale on market	\$2,202,246.02	Ord 80,525	80,525
09/11/2011	Gainsdale Pty Ltd	Sale on market	\$1,433,155.68	Ord 71,644	71,644
08/11/2011	Gainsdale Pty Ltd	Sale on market	\$2,656,840.17	Ord 134,487	134,487
07/11/2011	Gainsdale Pty Ltd	Sale on market	\$1,025,791.02	Ord 52,158	52,158
03/11/2010	Friday Investments Pty Ltd	Sale on market	\$927,023.30	Ord 39,525	39,525
26/10/2010	Friday Investments Pty Ltd	Sale on market	\$12,682.80	Ord 542	542
21/10/2010	Friday Investments Pty Ltd	Sale on market	\$22,019.40	Ord 941	941
13/10/2010	Friday Investments Pty Ltd	Sale on market	\$352,937.13	Ord 15,008	15,008
12/10/2010	Friday Investments Pty Ltd	Sale on market	\$216,282.80	Ord 9,200	9,200
11/10/2010	Friday Investments Pty Ltd	Sale on market	\$68,165.95	Ord 2,900	2,900
08/10/2010	Friday Investments Pty Ltd	Sale on market	\$326,356.80	Ord 14,000	14,000
07/10/2010	Friday Investments Pty Ltd	Sale on market	\$844,952.40	Ord 36,000	36,000
06/10/2010	Friday Investments Pty Ltd	Sale on market	\$251,843.19	Ord 10,889	10,899
29/09/2010	Friday Investments Pty Ltd	Sale on market	\$577,803.72	Ord 25,002	25,002
20/09/2010	Friday Investments Pty Ltd	Sale on market	\$1,480,975.35	Ord 64,099	64,099
17/09/2010	Friday Investments Pty Ltd	Sale on market	\$1,825,613.18	Ord 78,734	78,734
16/09/2010	Friday Investments Pty Ltd	Sale on market	\$1,457,086.52	Ord 63,146	63,146
14/09/2010	Gehar Pty Ltd	Sale on market	\$10,941,000.00	Ord 500,000	500,000
26/03/2009	Gehar Pty Ltd	Purchase on market	\$77,560.00	Ord 14,000	14,000
25/03/2009	Gehar Pty Ltd	Purchase on market	\$449,650.00	Ord 85,000	85,000
24/03/2009	Gehar Pty Ltd	Purchase on market	\$261,500.00	Ord 50,000	50,000
23/03/2009	Gehar Pty Ltd	Purchase on market	\$589,200.00	Ord 120,000	120,000
20/03/2009	Gehar Pty Ltd	Purchase on market	\$247,691.84	Ord 51,176	51,176
19/03/2009	Gehar Pty Ltd	Purchase on market	\$606,166.99	Ord 117,247	117,247
18/03/2009	Gehar Pty Ltd	Purchase on market	\$387,266.29	Ord 78,553	78,553
17/03/2009	Gehar Pty Ltd	Purchase on market	\$184,097.00	Ord 40,550	40,550
16/03/2009	Gehar Pty Ltd	Purchase on market	\$769,211.75	Ord 180,991	180,991
06/03/2009	Gainsdale Pty Ltd	Purchase on market	\$84,431.60	Ord 22,000	22,000
05/03/2009	Gainsdale Pty Ltd	Purchase on market	\$299,551.20	Ord 78,000	78,000
17/12/2007	Gainsdale Pty Ltd	Share Purchase Plan	\$4,982.00	Ord 212	212

This is Annexure A of 1 page referred to in form 604 dated 20/11/12 Notice of change of interest or entitlement of a substantial shareholder.

Graham Turner



Gainsdale Pty Ltd

20/11/12

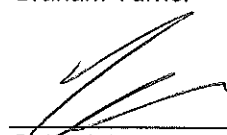
Dated

Annexure B

Holder of relevant Interest	Registered holder of Security	Person entitled to be registered as holder	Nature of relevant Interest	Class & No.	Person's Votes
	Trinity Holdings Ltd	Trinity Holdings Ltd	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to Gainsdale Pty Ltd	Ord 750,000	750,000
	Gehar Pty Ltd	Gehar Pty Ltd	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to Gainsdale Pty Ltd	Ord 15,635,819	15,635,819
Gainsdale Pty Ltd	Gainsdale Pty Ltd	Gainsdale Pty Ltd	Holder	Ord 15,200,000	15,200,000
	Friday Investments Pty Ltd	Friday Investments Pty Ltd	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to Gainsdale Pty Ltd	Ord 3,678,394	3,678,394
	James Management Services Pty Limited	James Management Services Pty Limited	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to Gainsdale Pty Ltd	Ord 13,039,750	13,039,750
			Totals	Ord 48,303,963	48,303,963

This is Annexure B of 1 page referred to in form 604 dated 20/11/12 Notice of change of interest or entitlement of a substantial shareholder.

Graham Turner


Gainsdale Pty Ltd

20/11/12

Dated

Annexure C

Gainsdale Pty Ltd of 41 Macquarie Street, Newstead, Qld
Gehar Pty Ltd of 7 Shakespeare Grove, Hawthorne, Vic
Gehar Pty Ltd of 150 Kerferd Road, Albert Park, Vic
James Management Services Pty Limited of PO Box 113, St Leonards, NSW
Friday Investments Pty Ltd of 7 Watson Street, Wilston, Qld
Trinity Holdings Ltd of PO Box 2033, Apia, Western Samoa.

This is Annexure C of 1 page referred to in form 604 dated 20/11/07 Notice of change of interest or entitlement of a substantial shareholder.

Graham Turner



Gainsdale Pty Ltd

20/11/12

Dated

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Flight Centre Limited

ACN/ARSN 003 377 188

1. Details of substantial holder (1)

Name Trinity Holdings Ltd

ACN/ARSN (if applicable) N/A

There was a change in the interests of the
substantial holder on

20/11/12

The previous notice was given to the company on

15/11/07

The previous notice was dated

15/11/07

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	49,224,523	49.74%	48,303,963	48.23%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	Refer Annexure A				

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	Refer Annexure B				

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Refer Annexure C	

Signature

print name Stephen Kennedy under Power of Attorney dated 28/4/2009

capacity Attorney

sign here

date 20/11/2012

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.

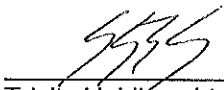
Signature	This form must be signed by either a director or a secretary of the substantial holder.
Lodging period	Nil
Lodging Fee	Nil
Other forms to be completed	Nil
Additional information	(a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form. (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange. (c) The person must give a copy of this notice: (i) within 2 business days after they become aware of the information; or (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if: (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and (B) the person becomes aware of the information during the bid period.
Annexures	To make any annexure conform to the regulations, you must 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides 2 show the corporation name and A.C.N or ARBN 3 number the pages consecutively 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied 5 identify the annexure with a mark such as A, B, C, etc 6 endorse the annexure with the words: <i>This is annexure (mark) of (number) pages referred to in form (form number and title)</i> 7 sign and date the annexure. The annexure must be signed by the same person(s) who signed the form.

Annexure A

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class & number of securities affected	Person's votes affected
20/11/2012	Gainsdale Pty Ltd	Sale on market	\$2,691,471.55	Ord 98,428	98,428
19/11/2012	Gainsdale Pty Ltd	Sale on market	\$2,789,847.65	Ord 101,572	101,572
13/11/2012	Friday Investments Pty Ltd	Sale on market	\$820,679.64	Ord 30,324	30,324
12/11/2012	Friday Investments Pty Ltd	Sale on market	\$1,885,634.62	Ord 69,676	69,676
09/11/2012	Friday Investments Pty Ltd	Sale on market	\$939,587.40	Ord 34,682	34,682
08/11/2012	Friday Investments Pty Ltd	Sale on market	\$480,047.39	Ord 17,707	17,707
07/11/2012	Friday Investments Pty Ltd	Sale on market	\$2,561,775.94	Ord 94,434	94,434
06/11/2012	Friday Investments Pty Ltd	Sale on market	\$1,723,813.09	Ord 62,554	62,554
31/10/2012	Friday Investments Pty Ltd	Sale on market	\$50,872.61	Ord 1,879	1,879
29/10/2012	Friday Investments Pty Ltd	Sale on market	\$44,873.96	Ord 1,656	1,656
26/10/2012	Friday Investments Pty Ltd	Sale on market	\$69,225.23	Ord 2,549	2,549
25/10/2012	Friday Investments Pty Ltd	Sale on market	\$109,511.55	Ord 4,014	4,014
24/10/2012	Friday Investments Pty Ltd	Sale on market	\$2,202,246.02	Ord 80,525	80,525
09/11/2011	Gainsdale Pty Ltd	Sale on market	\$1,433,155.68	Ord 71,644	71,644
08/11/2011	Gainsdale Pty Ltd	Sale on market	\$2,656,840.17	Ord 134,487	134,487
07/11/2011	Gainsdale Pty Ltd	Sale on market	\$1,025,791.02	Ord 52,158	52,158
03/11/2010	Friday Investments Pty Ltd	Sale on market	\$927,023.30	Ord 39,525	39,525
26/10/2010	Friday Investments Pty Ltd	Sale on market	\$12,682.80	Ord 542	542
21/10/2010	Friday Investments Pty Ltd	Sale on market	\$22,019.40	Ord 941	941
13/10/2010	Friday Investments Pty Ltd	Sale on market	\$352,937.13	Ord 15,008	15,008
12/10/2010	Friday Investments Pty Ltd	Sale on market	\$216,282.80	Ord 9,200	9,200
11/10/2010	Friday Investments Pty Ltd	Sale on market	\$68,165.95	Ord 2,900	2,900
08/10/2010	Friday Investments Pty Ltd	Sale on market	\$326,356.80	Ord 14,000	14,000
07/10/2010	Friday Investments Pty Ltd	Sale on market	\$844,952.40	Ord 36,000	36,000
06/10/2010	Friday Investments Pty Ltd	Sale on market	\$251,843.19	Ord 10,889	10,889
29/09/2010	Friday Investments Pty Ltd	Sale on market	\$577,803.72	Ord 25,002	25,002
20/09/2010	Friday Investments Pty Ltd	Sale on market	\$1,480,975.35	Ord 64,099	64,099
17/09/2010	Friday Investments Pty Ltd	Sale on market	\$1,825,613.18	Ord 78,734	78,734
16/09/2010	Friday Investments Pty Ltd	Sale on market	\$1,457,086.52	Ord 63,146	63,146
14/09/2010	Gehar Pty Ltd	Sale on market	\$10,941,000.00	Ord 500,000	500,000
26/03/2009	Gehar Pty Ltd	Purchase on market	\$77,560.00	Ord 14,000	14,000
25/03/2009	Gehar Pty Ltd	Purchase on market	\$449,650.00	Ord 85,000	85,000
24/03/2009	Gehar Pty Ltd	Purchase on market	\$261,500.00	Ord 50,000	50,000
23/03/2009	Gehar Pty Ltd	Purchase on market	\$589,200.00	Ord 120,000	120,000
20/03/2009	Gehar Pty Ltd	Purchase on market	\$247,691.84	Ord 51,176	51,176
19/03/2009	Gehar Pty Ltd	Purchase on market	\$606,166.99	Ord 117,247	117,247
18/03/2009	Gehar Pty Ltd	Purchase on market	\$387,266.29	Ord 78,553	78,553
17/03/2009	Gehar Pty Ltd	Purchase on market	\$184,097.00	Ord 40,550	40,550
16/03/2009	Gehar Pty Ltd	Purchase on market	\$769,211.75	Ord 180,991	180,991
06/03/2009	Gainsdale Pty Ltd	Purchase on market	\$84,431.60	Ord 22,000	22,000
05/03/2009	Gainsdale Pty Ltd	Purchase on market	\$299,551.20	Ord 78,000	78,000
17/12/2007	Gainsdale Pty Ltd	Share Purchase Plan	\$4,982.00	Ord 212	212

This is Annexure A of 1 page referred to in form 604 dated 20/11/07 Notice of change of interest or entitlement of a substantial shareholder.

Stephen Kennedy (Attorney)


Trinity Holdings Ltd

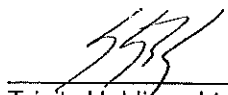
20/11/2012
Dated

Annexure B

Holder of relevant Interest	Registered holder of Security	Person entitled to be registered as holder	Nature of relevant Interest	Class & No.	Person's Votes
Trinity Holdings Ltd	Trinity Holdings Ltd	Trinity Holdings Ltd	Holder	Ord 750,000	750,000
	Gehar Pty Ltd	Gehar Pty Ltd	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to Trinity Holdings Ltd	Ord 15,635,819	15,635,819
	Gainsdale Pty Ltd	Gainsdale Pty Ltd	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to Trinity Holdings Ltd	Ord 15,200,000	15,200,000
	Friday Investments Pty Ltd	Friday Investments Pty Ltd	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to Trinity Holdings Ltd	Ord 3,678,394	3,678,394
	James Management Services Pty Limited	James Management Services Pty Limited	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to Trinity Holdings Ltd	Ord 13,039,750	13,039,750
			Totals	Ord 48,303,963	48,303,963

This is Annexure B of 1 page referred to in form 604 dated 20/11/12 Notice of change of interest or entitlement of a substantial shareholder.

Stephen Kennedy (Attorney)


Trinity Holdings Ltd

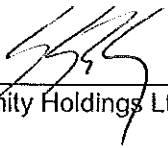
20/11/2012
Dated

Annexure C

Gainsdale Pty Ltd of 41 Macquarie Street, Newstead, Qld
Gehar Pty Ltd of 7 Shakespeare Grove, Hawthorne, Vic
Gehar Pty Ltd of 150 Kerferd Road, Albert Park, Vic
James Management Services Pty Limited of PO Box 113, St Leonards, NSW
Friday Investments Pty Ltd of 7 Watson Street, Wilston, Qld
Trinity Holdings Ltd of PO Box 2033, Apia, Western Samoa.

This is Annexure A of 1 page referred to in form 604 dated 20/11/12 Notice of change of interest or entitlement of a substantial shareholder.

Stephen Kennedy (Attorney)



Trinity Holdings Ltd

20/11/2012

Dated

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Filght Centre Limited

ACN/ARSN 003 377 188

1. Details of substantial holder (1)

Name Gehar Pty Ltd

ACN/ARSN (if applicable) 006 166 472

There was a change in the interests of the
substantial holder on 20/11/12
The previous notice was given to the company on 15/11/07
The previous notice was dated 15/11/07

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	49,224,523	49.74%	48,303,963	48.23%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	Refer Annexure A				

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	Refer Annexure B				

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and applicable ACN/ARSN (if)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Refer Annexure C	

Signature

print name Geoff Harris

Sue Harris

capacity Director

sign here



date 20/11/2012

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
- (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class & number of securities affected	Person's votes affected
20/11/2012	Gainsdale Pty Ltd	Sale on market	\$2,691,471.55	Ord 98,428	98,428
19/11/2012	Gainsdale Pty Ltd	Sale on market	\$2,789,847.65	Ord 101,572	101,572
13/11/2012	Friday Investments Pty Ltd	Sale on market	\$820,679.64	Ord 30,324	30,324
12/11/2012	Friday Investments Pty Ltd	Sale on market	\$1,885,634.62	Ord 69,676	69,676
09/11/2012	Friday Investments Pty Ltd	Sale on market	\$939,587.40	Ord 34,682	34,682
08/11/2012	Friday Investments Pty Ltd	Sale on market	\$480,047.39	Ord 17,707	17,707
07/11/2012	Friday Investments Pty Ltd	Sale on market	\$2,561,775.94	Ord 94,434	94,434
06/11/2012	Friday Investments Pty Ltd	Sale on market	\$1,723,813.09	Ord 62,554	62,554
31/10/2012	Friday Investments Pty Ltd	Sale on market	\$50,872.61	Ord 1,879	1,879
29/10/2012	Friday Investments Pty Ltd	Sale on market	\$44,873.96	Ord 1,656	1,656
26/10/2012	Friday Investments Pty Ltd	Sale on market	\$69,225.23	Ord 2,549	2,549
25/10/2012	Friday Investments Pty Ltd	Sale on market	\$109,511.55	Ord 4,014	4,014
24/10/2012	Friday Investments Pty Ltd	Sale on market	\$2,202,246.02	Ord 80,525	80,525
09/11/2011	Gainsdale Pty Ltd	Sale on market	\$1,433,155.68	Ord 71,644	71,644
08/11/2011	Gainsdale Pty Ltd	Sale on market	\$2,656,840.17	Ord 134,487	134,487
07/11/2011	Gainsdale Pty Ltd	Sale on market	\$1,025,791.02	Ord 52,158	52,158
03/11/2010	Friday Investments Pty Ltd	Sale on market	\$927,023.30	Ord 39,525	39,525
26/10/2010	Friday Investments Pty Ltd	Sale on market	\$12,682.80	Ord 542	542
21/10/2010	Friday Investments Pty Ltd	Sale on market	\$22,019.40	Ord 941	941
13/10/2010	Friday Investments Pty Ltd	Sale on market	\$352,937.13	Ord 15,008	15,008
12/10/2010	Friday Investments Pty Ltd	Sale on market	\$216,282.80	Ord 9,200	9,200
11/10/2010	Friday Investments Pty Ltd	Sale on market	\$68,165.95	Ord 2,900	2,900
08/10/2010	Friday Investments Pty Ltd	Sale on market	\$326,356.80	Ord 14,000	14,000
07/10/2010	Friday Investments Pty Ltd	Sale on market	\$844,952.40	Ord 36,000	36,000
06/10/2010	Friday Investments Pty Ltd	Sale on market	\$251,843.19	Ord 10,889	10,899
29/09/2010	Friday Investments Pty Ltd	Sale on market	\$577,803.72	Ord 25,002	25,002
20/09/2010	Friday Investments Pty Ltd	Sale on market	\$1,480,975.35	Ord 64,099	64,099
17/09/2010	Friday Investments Pty Ltd	Sale on market	\$1,825,613.18	Ord 78,734	78,734
16/09/2010	Friday Investments Pty Ltd	Sale on market	\$1,457,086.52	Ord 63,146	63,146
14/09/2010	Gehar Pty Ltd	Sale on market	\$10,941,000.00	Ord 500,000	500,000
26/03/2009	Gehar Pty Ltd	Purchase on market	\$77,560.00	Ord 14,000	14,000
25/03/2009	Gehar Pty Ltd	Purchase on market	\$449,650.00	Ord 85,000	85,000
24/03/2009	Gehar Pty Ltd	Purchase on market	\$261,500.00	Ord 50,000	50,000
23/03/2009	Gehar Pty Ltd	Purchase on market	\$589,200.00	Ord 120,000	120,000
20/03/2009	Gehar Pty Ltd	Purchase on market	\$247,691.84	Ord 51,176	51,176
19/03/2009	Gehar Pty Ltd	Purchase on market	\$606,166.99	Ord 117,247	117,247
18/03/2009	Gehar Pty Ltd	Purchase on market	\$387,266.29	Ord 78,553	78,553
17/03/2009	Gehar Pty Ltd	Purchase on market	\$184,097.00	Ord 40,550	40,550
16/03/2009	Gehar Pty Ltd	Purchase on market	\$769,211.75	Ord 180,991	180,991
06/03/2009	Gainsdale Pty Ltd	Purchase on market	\$84,431.60	Ord 22,000	22,000
05/03/2009	Gainsdale Pty Ltd	Purchase on market	\$299,551.20	Ord 78,000	78,000
17/12/2007	Gainsdale Pty Ltd	Share Purchase Plan	\$4,982.00	Ord 212	212

This is Annexure A of 1 page referred to in form 604 dated 20/11/12 Notice of change of interest or entitlement of a substantial shareholder

Geoff Harris

Sue Harris


Geoff Harris

Geoff Harris

20/11/2012
Dated

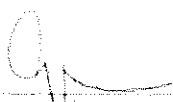
Annexure B

Holder of relevant Interest	Registered holder of Security	Person entitled to be registered as holder	Nature of relevant Interest	Class & No.	Person's Votes
	Trinity Holdings Ltd	Trinity Holdings Ltd	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to Gehar Pty Ltd	Ord 750,000	750,000
Gehar Pty Ltd	Gehar Pty Ltd	Gehar Pty Ltd	Holder	Ord 15,635,819	15,635,819
	Gainsdale Pty Ltd	Gainsdale Pty Ltd	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to Gehar Pty Ltd	Ord 15,200,000	15,200,000
	Friday Investments Pty Ltd	Friday Investments Pty Ltd	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to Gehar Pty Ltd	Ord 3,678,394	3,678,394
	James Management Services Pty Limited	James Management Services Pty Limited	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to Gehar Pty Ltd	Ord 13,039,750	13,039,750
Totals				Ord 48,303,963	48,303,963

This is Annexure B of 1 page referred to in form 604 dated 20/11/12 Notice of change of interest or entitlement of a substantial shareholder

Geoff Harris

Sue Harris


 Gehar Pty Ltd

Gehar Pty Ltd

20/11/2012
Dated

Annexure C

Gainsdale Pty Ltd of 41 Macquarie Street, Newstead, Qld

Gehar Pty Ltd of 7 Shakespeare Grove, Hawthorne, Vic

Gehar Pty Ltd of 150 Kerferd Road, Albert Park, Vic

James Management Services Pty Limited of PO Box 113, St Leonards, NSW

Friday Investments Pty Ltd of 7 Watson Street, Wilston, Qld

Trinity Holdings Ltd of PO Box 2033, Apia, Western Samoa

This is Annexure C of 1 page referred to in form 604 dated 20/11/12 Notice of change of interest or entitlement of a substantial shareholder.

Geoff Harris

Sue Harris



Gehar Pty Ltd

Gehar Pty Ltd

20/11/2012
Dated

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Flight Centre Limited

ACN/ARSN 003 377 188

1. Details of substantial holder (1)

Name Gehar Pty Ltd

ACN/ARSN (if applicable) 006 166 472

There was a change in the interests of the
substantial holder on

20/11/12

The previous notice was given to the company on

15/11/07

The previous notice was dated

15/11/07

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	49,224,523	49.74%	48,303,963	48.23%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	Refer Annexure A				

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	Refer Annexure B				

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

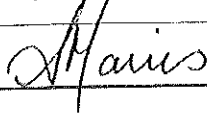
Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Refer Annexure C	

Signature

print name	Geoff Harris	Sue Harris	capacity	Director
sign here			date	20/11/2012

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class & number of securities affected	Person's votes affected
20/11/2012	Gainsdale Pty Ltd	Sale on market	\$2,691,471.55	Ord 98,428	98,428
19/11/2012	Gainsdale Pty Ltd	Sale on market	\$2,789,847.65	Ord 101,572	101,572
13/11/2012	Friday Investments Pty Ltd	Sale on market	\$820,679.64	Ord 30,324	30,324
12/11/2012	Friday Investments Pty Ltd	Sale on market	\$1,885,634.62	Ord 69,676	69,676
09/11/2012	Friday Investments Pty Ltd	Sale on market	\$939,587.40	Ord 34,682	34,682
08/11/2012	Friday Investments Pty Ltd	Sale on market	\$480,047.39	Ord 17,707	17,707
07/11/2012	Friday Investments Pty Ltd	Sale on market	\$2,561,775.94	Ord 94,434	94,434
06/11/2012	Friday Investments Pty Ltd	Sale on market	\$1,723,813.09	Ord 62,554	62,554
31/10/2012	Friday Investments Pty Ltd	Sale on market	\$50,872.61	Ord 1,879	1,879
29/10/2012	Friday Investments Pty Ltd	Sale on market	\$44,873.96	Ord 1,656	1,656
26/10/2012	Friday Investments Pty Ltd	Sale on market	\$69,225.23	Ord 2,549	2,549
25/10/2012	Friday Investments Pty Ltd	Sale on market	\$109,511.55	Ord 4,014	4,014
24/10/2012	Friday Investments Pty Ltd	Sale on market	\$2,202,246.02	Ord 80,525	80,525
09/11/2011	Gainsdale Pty Ltd	Sale on market	\$1,433,155.68	Ord 71,644	71,644
08/11/2011	Gainsdale Pty Ltd	Sale on market	\$2,656,840.17	Ord 134,487	134,487
07/11/2011	Gainsdale Pty Ltd	Sale on market	\$1,025,791.02	Ord 52,158	52,158
03/11/2010	Friday Investments Pty Ltd	Sale on market	\$927,023.30	Ord 39,525	39,525
26/10/2010	Friday Investments Pty Ltd	Sale on market	\$12,682.80	Ord 542	542
21/10/2010	Friday Investments Pty Ltd	Sale on market	\$22,019.40	Ord 941	941
13/10/2010	Friday Investments Pty Ltd	Sale on market	\$352,937.13	Ord 15,008	15,008
12/10/2010	Friday Investments Pty Ltd	Sale on market	\$216,282.80	Ord 9,200	9,200
11/10/2010	Friday Investments Pty Ltd	Sale on market	\$68,165.95	Ord 2,900	2,900
08/10/2010	Friday Investments Pty Ltd	Sale on market	\$326,356.80	Ord 14,000	14,000
07/10/2010	Friday Investments Pty Ltd	Sale on market	\$844,952.40	Ord 36,000	36,000
06/10/2010	Friday Investments Pty Ltd	Sale on market	\$251,843.19	Ord 10,889	10,889
29/09/2010	Friday Investments Pty Ltd	Sale on market	\$577,803.72	Ord 25,002	25,002
20/09/2010	Friday Investments Pty Ltd	Sale on market	\$1,480,975.35	Ord 64,099	64,099
17/09/2010	Friday Investments Pty Ltd	Sale on market	\$1,825,613.18	Ord 78,734	78,734
16/09/2010	Friday Investments Pty Ltd	Sale on market	\$1,457,086.52	Ord 63,146	63,146
14/09/2010	Gehar Pty Ltd	Sale on market	\$10,941,000.00	Ord 500,000	500,000
26/03/2009	Gehar Pty Ltd	Purchase on market	\$77,560.00	Ord 14,000	14,000
25/03/2009	Gehar Pty Ltd	Purchase on market	\$449,650.00	Ord 85,000	85,000
24/03/2009	Gehar Pty Ltd	Purchase on market	\$261,500.00	Ord 50,000	50,000
23/03/2009	Gehar Pty Ltd	Purchase on market	\$589,200.00	Ord 120,000	120,000
20/03/2009	Gehar Pty Ltd	Purchase on market	\$247,691.84	Ord 51,176	51,176
19/03/2009	Gehar Pty Ltd	Purchase on market	\$606,166.99	Ord 117,247	117,247
18/03/2009	Gehar Pty Ltd	Purchase on market	\$387,266.29	Ord 78,553	78,553
17/03/2009	Gehar Pty Ltd	Purchase on market	\$184,097.00	Ord 40,550	40,550
16/03/2009	Gehar Pty Ltd	Purchase on market	\$769,211.75	Ord 180,991	180,991
06/03/2009	Gainsdale Pty Ltd	Purchase on market	\$84,431.60	Ord 22,000	22,000
05/03/2009	Gainsdale Pty Ltd	Purchase on market	\$299,551.20	Ord 78,000	78,000
17/12/2007	Gainsdale Pty Ltd	Share Purchase Plan	\$4,982.00	Ord 212	212

This is Annexure A of 1 page referred to in form 604 dated 20/11/12 Notice of change of interest or entitlement of a substantial shareholder.

Geoff Harris

Sue Harris

Gehar Pty Ltd

Gehar Pty Ltd

20/11/2012

Dated

Annexure B

Holder of relevant Interest	Registered holder of Security	Person entitled to be registered as holder	Nature of relevant Interest	Class & No.	Person's Votes
	Trinity Holdings Ltd	Trinity Holdings Ltd	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to Gehar Pty Ltd	Ord 750,000	750,000
Gehar Pty Ltd	Gehar Pty Ltd	Gehar Pty Ltd	Holder	Ord 15,635,819	15,635,819
	Gainsdale Pty Ltd	Gainsdale Pty Ltd	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to Gehar Pty Ltd	Ord 15,200,000	15,200,000
	Friday Investments Pty Ltd	Friday Investments Pty Ltd	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to Gehar Pty Ltd	Ord 3,678,394	3,678,394
	James Management Services Pty Limited	James Management Services Pty Limited	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to Gehar Pty Ltd	Ord 13,039,750	13,039,750
			Totals	Ord 48,303,963	48,303,963

This is Annexure B of 1 page referred to in form 604 dated 20/11/12 Notice of change of interest or entitlement of a substantial shareholder.

Geoff Harris

Sue Harris



20/11/2012

Gehar Pty Ltd

Gehar Pty Ltd

Dated

Annexure C

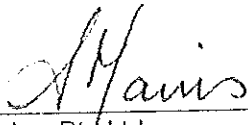
Gainsdale Pty Ltd of 41 Macquarie Street, Newstead, Qld
Gehar Pty Ltd of 7 Shakespeare Grove, Hawthorne, Vic
Gehar Pty Ltd of 150 Kerferd Road, Albert Park, Vic
James Management Services Pty Limited of PO Box 113, St Leonards, NSW
Friday Investments Pty Ltd of 7 Watson Street, Wilston, Qld
Trinity Holdings Ltd of PO Box 2033, Apia, Western Samoa.

This is Annexure C of 1 page referred to in form 604 dated 20/11/12 Notice of change of interest or entitlement of substantial shareholder.

Geoff Harris

Sue Harris

Gehar Pty Ltd



Gehar Pty Ltd

20/11/2012
Dated

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme Flight Centre Limited

ACN/ARSN 003 377 188

1. Details of substantial holder (1)

Name Friday Investments Pty Ltd

ACN/ARSN (if applicable) 210 677 102

There was a change in the interests of the

substantial holder on 20/11/12

The previous notice was given to the company on 15/11/07

The previous notice was dated 15/11/07

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

	Class of securities (4)	Previous notice		Present notice	
		Person's votes	Voting power (5)	Person's votes	Voting p
	Ordinary	48,224,523	49.74%	48,333,963	48.23%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

	Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's affected
		Refer Annexure A				

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

	Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (6)	Nature of relevant interest (6)	Class and number of securities	Person's
		Refer Annexure B				

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

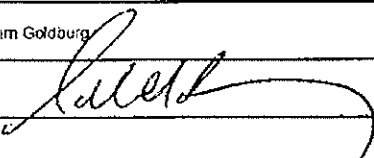
	Name and ACON/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

	Name	Address
	Refer Annexure C	

Signature

print name	Jim Goldberg	capacity
sign here		date

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
- | | |
|-----|---|
| (a) | any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and |
| (b) | any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of in which the relevant interest relates (indicating clearly the particular securities to which the qualification applies). |
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must include on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from

	whom the relevant interest was acquired.
(8)	If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
(9)	Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

1566738v1/S6

604 GUIDE

page 1/1

13 March 2000

GUIDE	This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.
Signature	This form must be signed by either a director or a secretary of the substantial holder.
Lodging period	Nil
Lodging Fee	Nil
Other forms to be completed	Nil
Additional information	(a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form. (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange. (c) The person must give a copy of this notice: (i) within 2 business days after they become aware of the information, or (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if: (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and (B) the person becomes aware of the information during the bid period.
Annexures	To make any annexure conform to the regulations, you must 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides 2 show the corporation name and A.C.N or ARBN 3 number the pages consecutively 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied 5 identify the annexure with a mark such as A, B, C, etc 6 endorse the annexure with the words: <i>This is annexure (mark) of (number) pages referred to in form (form number and title)</i> 7 sign and date the annexure The annexure must be signed by the same person(s) who signed the form.

Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.

ANNEXURE A

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class & number of securities affected	Person's votes affected
20/11/2012	Gainsdale Pty Ltd	Sale on market	\$2,691,471.55	Ord 98,428	98,428
19/11/2012	Gainsdale Pty Ltd	Sale on market	\$2,789,847.65	Ord 101,572	101,572
13/11/2012	Friday Investments Pty Ltd	Sale on market	\$820,679.64	Ord 30,324	30,324
12/11/2012	Friday Investments Pty Ltd	Sale on market	\$1,885,634.62	Ord 69,676	69,676
09/11/2012	Friday Investments Pty Ltd	Sale on market	\$939,587.40	Ord 34,682	34,682
08/11/2012	Friday Investments Pty Ltd	Sale on market	\$480,047.39	Ord 17,707	17,707
07/11/2012	Friday Investments Pty Ltd	Sale on market	\$2,561,775.94	Ord 94,434	94,434
06/11/2012	Friday Investments Pty Ltd	Sale on market	\$1,723,813.09	Ord 62,554	62,554
31/10/2012	Friday Investments Pty Ltd	Sale on market	\$50,872.61	Ord 1,879	1,879
29/10/2012	Friday Investments Pty Ltd	Sale on market	\$44,873.96	Ord 1,656	1,656
26/10/2012	Friday Investments Pty Ltd	Sale on market	\$69,225.23	Ord 2,549	2,549
25/10/2012	Friday Investments Pty Ltd	Sale on market	\$109,511.55	Ord 4,014	4,014
24/10/2012	Friday Investments Pty Ltd	Sale on market	\$2,202,246.02	Ord 80,525	80,525
09/11/2011	Gainsdale Pty Ltd	Sale on market	\$1,433,155.68	Ord 71,644	71,644
08/11/2011	Gainsdale Pty Ltd	Sale on market	\$2,656,840.17	Ord 134,487	134,487
07/11/2011	Gainsdale Pty Ltd	Sale on market	\$1,025,791.02	Ord 52,158	52,158
03/11/2010	Friday Investments Pty Ltd	Sale on market	\$927,023.30	Ord 39,525	39,525
26/10/2010	Friday Investments Pty Ltd	Sale on market	\$12,682.80	Ord 542	542
21/10/2010	Friday Investments Pty Ltd	Sale on market	\$22,019.40	Ord 941	941
13/10/2010	Friday Investments Pty Ltd	Sale on market	\$352,937.13	Ord 15,008	15,008
12/10/2010	Friday Investments Pty Ltd	Sale on market	\$216,282.80	Ord 9,200	9,200
11/10/2010	Friday Investments Pty Ltd	Sale on market	\$68,165.95	Ord 2,900	2,900
08/10/2010	Friday Investments Pty Ltd	Sale on market	\$326,356.80	Ord 14,000	14,000
07/10/2010	Friday Investments Pty Ltd	Sale on market	\$844,952.40	Ord 36,000	36,000
06/10/2010	Friday Investments Pty Ltd	Sale on market	\$251,843.19	Ord 10,889	10,889
29/09/2010	Friday Investments Pty Ltd	Sale on market	\$577,803.72	Ord 25,002	25,002
20/09/2010	Friday Investments Pty Ltd	Sale on market	\$1,480,975.35	Ord 64,099	64,099
17/09/2010	Friday Investments Pty Ltd	Sale on market	\$1,825,613.18	Ord 78,734	78,734
16/09/2010	Friday Investments Pty Ltd	Sale on market	\$1,457,086.52	Ord 63,146	63,146
14/09/2010	Gehar Pty Ltd	Sale on market	\$10,941,000.00	Ord 500,000	500,000
26/03/2009	Gehar Pty Ltd	Purchase on market	\$77,560.00	Ord 14,000	14,000
25/03/2009	Gehar Pty Ltd	Purchase on market	\$140,650.00	Ord 25,000	25,000

24/03/2009	Gehar Pty Ltd	Purchase on market	\$261,500.00	Ord 50,000	50,000
23/03/2009	Gehar Pty Ltd	Purchase on market	\$589,200.00	Ord 120,000	120,000
20/03/2009	Gehar Pty Ltd	Purchase on market	\$247,691.84	Ord 51,176	51,176
19/03/2009	Gehar Pty Ltd	Purchase on market	\$606,166.99	Ord 117,247	117,247
18/03/2009	Gehar Pty Ltd	Purchase on market	\$387,266.29	Ord 78,553	78,553
17/03/2009	Gehar Pty Ltd	Purchase on market	\$184,097.00	Ord 40,550	40,550
16/03/2009	Gehar Pty Ltd	Purchase on market	\$769,211.75	Ord 180,991	180,991
06/03/2009	Gainsdale Pty Ltd	Purchase on market	\$84,431.60	Ord 22,000	22,000
05/03/2009	Gainsdale Pty Ltd	Purchase on market	\$299,551.20	Ord 78,000	78,000
17/12/2007	Gainsdale Pty Ltd	Share Purchase Plan	\$4,982.00	Ord 212	212

This is Annexure A of 1 page referred to in form 604 dated 20/11/07 Notice of change of interest or entitlement of a substantial shareholder.

Jim Goldberg

20/11/2012

Friday Investments Pty Ltd

Dated

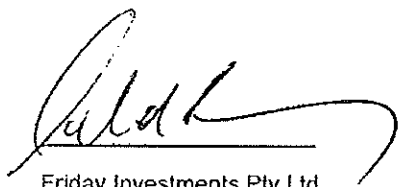
ANNEXURE B

Holder of relevant Interest	Registered holder of Security	Person entitled to be registered as holder	Nature of relevant Interest	Class & No.	Person's Votes
	Trinity Holdings Ltd	Trinity Holdings Ltd	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to Friday Investments Pty Ltd	Ord 750,000	750,000
	Gehar Pty Ltd	Gehar Pty Ltd	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to Friday Investments Pty Ltd	Ord 15,635,819	15,635,819
	Gainsdale Pty Ltd	Gainsdale Pty Ltd	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to Friday Investments Pty Ltd	Ord 15,200,000	15,200,000
Friday Investments Pty Ltd	Friday Investments Pty Ltd	Friday Investments Pty Ltd	Holder	Ord 3,678,394	3,678,394
	James Management Services Pty Limited	James Management Services Pty Limited	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to Friday Investments	Ord 13,039,750	13,039,750

			Pty Ltd			
				Totals	Ord 48,303,963	48,303,963

This is Annexure B of 1 page referred to in form 604 dated 20/11/07 Notice of change of interest or entitlement of a substantial shareholder.

Jim Goldberg



Friday Investments Pty Ltd

20/11/2012

Dated

ANNEXURE C

Gainsdale Pty Ltd of 41 Macquarie Street, Newstead, Qld
 Gehar Pty Ltd of 7 Shakespeare Grove, Hawthorne, Vic
 Gehar Pty Ltd of 150 Kerferd Road, Albert Park, Vic
 James Management Services Pty Limited of PO Box 113, St Leonards, NSW
 Friday Investments Pty Ltd of 7 Watson Street, Wilsdon, Qld
 Trinity Holdings Ltd of PO Box 2033, Apia, Western Samoa.

This is Annexure C of 1 page referred to in form 604 dated 20/11/07 Notice of change of interest or entitlement of a substantial shareholder.

Jim Goldberg



Friday Investments Pty Ltd

20/11/2012

Dated

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Flight Centre Limited

ACN/ARSN 003 377 188

1. Details of substantial holder (1)

Name James Management Services Pty Limited

ACN/ARSN (if applicable) 003 050 244

There was a change in the interests of the
substantial holder on

20/11/12

The previous notice was given to the company on

15/11/07

The previous notice was dated

15/11/07

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	49,224,523	49.74%	48,303,963	48.23%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	Refer Annexure A				

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	Refer Annexure B				

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Refer Annexure C	

Signature

print name William James

capacity Director

sign here



date 20/11/2012

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

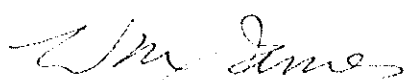
See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class & number of securities affected	Person's votes affected
20/11/2012	Gainsdale Pty Ltd	Sale on market	\$2,691,471.55	Ord 98,428	98,428
19/11/2012	Gainsdale Pty Ltd	Sale on market	\$2,789,847.65	Ord 101,572	101,572
13/11/2012	Friday Investments Pty Ltd	Sale on market	\$820,679.64	Ord 30,324	30,324
12/11/2012	Friday Investments Pty Ltd	Sale on market	\$1,885,634.62	Ord 69,676	69,676
09/11/2012	Friday Investments Pty Ltd	Sale on market	\$939,587.40	Ord 34,682	34,682
08/11/2012	Friday Investments Pty Ltd	Sale on market	\$480,047.39	Ord 17,707	17,707
07/11/2012	Friday Investments Pty Ltd	Sale on market	\$2,561,775.94	Ord 94,434	94,434
06/11/2012	Friday Investments Pty Ltd	Sale on market	\$1,723,813.09	Ord 62,554	62,554
31/10/2012	Friday Investments Pty Ltd	Sale on market	\$50,872.61	Ord 1,879	1,879
29/10/2012	Friday Investments Pty Ltd	Sale on market	\$44,873.96	Ord 1,656	1,656
26/10/2012	Friday Investments Pty Ltd	Sale on market	\$69,225.23	Ord 2,549	2,549
25/10/2012	Friday Investments Pty Ltd	Sale on market	\$109,511.55	Ord 4,014	4,014
24/10/2012	Friday Investments Pty Ltd	Sale on market	\$2,202,246.02	Ord 80,525	80,525
09/11/2011	Gainsdale Pty Ltd	Sale on market	\$1,433,155.68	Ord 71,644	71,644
08/11/2011	Gainsdale Pty Ltd	Sale on market	\$2,656,840.17	Ord 134,487	134,847
07/11/2011	Gainsdale Pty Ltd	Sale on market	\$1,025,791.02	Ord 52,158	52,158
03/11/2010	Friday Investments Pty Ltd	Sale on market	\$927,023.30	Ord 39,525	39,525
26/10/2010	Friday Investments Pty Ltd	Sale on market	\$12,682.80	Ord 542	542
21/10/2010	Friday Investments Pty Ltd	Sale on market	\$22,019.40	Ord 941	941
13/10/2010	Friday Investments Pty Ltd	Sale on market	\$352,937.13	Ord 15,008	15,008
12/10/2010	Friday Investments Pty Ltd	Sale on market	\$216,282.80	Ord 9,200	9,200
11/10/2010	Friday Investments Pty Ltd	Sale on market	\$68,165.95	Ord 2,900	2,900
08/10/2010	Friday Investments Pty Ltd	Sale on market	\$326,356.80	Ord 14,000	14,000
07/10/2010	Friday Investments Pty Ltd	Sale on market	\$844,952.40	Ord 36,000	36,000
06/10/2010	Friday Investments Pty Ltd	Sale on market	\$251,843.19	Ord 10,889	10,899
29/09/2010	Friday Investments Pty Ltd	Sale on market	\$577,803.72	Ord 25,002	25,002
20/09/2010	Friday Investments Pty Ltd	Sale on market	\$1,480,975.35	Ord 64,099	64,099
17/09/2010	Friday Investments Pty Ltd	Sale on market	\$1,825,613.18	Ord 78,734	78,734
16/09/2010	Friday Investments Pty Ltd	Sale on market	\$1,457,086.52	Ord 63,146	63,146
14/09/2010	Gehar Pty Ltd	Sale on market	\$10,941,000.00	Ord 500,000	500,000
26/03/2009	Gehar Pty Ltd	Purchase on market	\$77,560.00	Ord 14,000	14,000
25/03/2009	Gehar Pty Ltd	Purchase on market	\$449,650.00	Ord 85,000	85,000
24/03/2009	Gehar Pty Ltd	Purchase on market	\$261,500.00	Ord 50,000	50,000
23/03/2009	Gehar Pty Ltd	Purchase on market	\$589,200.00	Ord 120,000	120,000
20/03/2009	Gehar Pty Ltd	Purchase on market	\$247,691.84	Ord 51,176	51,176
19/03/2009	Gehar Pty Ltd	Purchase on market	\$606,166.99	Ord 117,247	117,247
18/03/2009	Gehar Pty Ltd	Purchase on market	\$387,266.29	Ord 78,553	78,553
17/03/2009	Gehar Pty Ltd	Purchase on market	\$184,097.00	Ord 40,550	40,550
16/03/2009	Gehar Pty Ltd	Purchase on market	\$769,211.75	Ord 180,991	180,991
06/03/2009	Gainsdale Pty Ltd	Purchase on market	\$84,431.60	Ord 22,000	22,000
05/03/2009	Gainsdale Pty Ltd	Purchase on market	\$299,551.20	Ord 78,000	78,000
17/12/2007	Gainsdale Pty Ltd	Share Purchase Plan	\$4,982.00	Ord 212	212

This is Annexure A of 1 page referred to in form 604 dated 20/11/12 Notice of change of interest or entitlement of a substantial shareholder.

William James



James Management Services Pty Limited

20/11/12

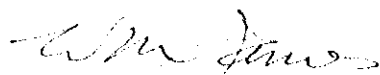
Dated

Annexure B

Holder of relevant Interest	Registered holder of Security	Person entitled to be registered as holder	Nature of relevant Interest	Class & No.	Person's Votes
	Trinity Holdings Ltd	Trinity Holdings Ltd	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to James Management Services Pty Limited	Ord 750,000	750,000
	Gehar Pty Ltd	Gehar Pty Ltd	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to James Management Services Pty Limited	Ord 15,635,819	15,635,819
	Gainsdale Pty Ltd	Gainsdale Pty Ltd	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to James Management Services Pty Limited	Ord 15,200,000	15,200,000
	Friday Investments Pty Ltd	Friday Investments Pty Ltd	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to James Management Services Pty Limited	Ord 3,678,394	3,678,394
James Management Services Pty Limited	James Management Services Pty Limited	James Management Services Pty Limited	Holder	Ord 13,039,750	13,039,750
			Totals	Ord 48,303,963	48,303,963

This is Annexure B of 1 page referred to in form 604 dated 20/11/12 Notice of change of interest or entitlement of a substantial shareholder.

William James



James Management Services Pty Limited

20/11/12

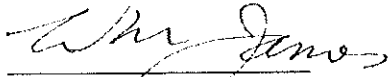
Dated

Annexure C

Gainsdale Pty Ltd of 41 Macquarie Street, Newstead, Qld
Gehar Pty Ltd of 7 Shakespeare Grove, Hawthorne, Vic
Gehar Pty Ltd of 150 Kerferd Road, Albert Park, Vic
James Management Services Pty Limited of PO Box 113, St Leonards, NSW
Friday Investments Pty Ltd of 7 Watson Street, Wilston, Qld
Trinity Holdings Ltd of PO Box 2033, Apia, Western Samoa.

This is Annexure C of 1 page referred to in form 604 dated 20/11/12 Notice of change of interest or entitlement of a substantial shareholder.

William James


James Management Services Pty Limited

20/11/12
Dated