Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme	Flight Centr	e Limited	
ACN/ARSN	003 377 18	3	
Details of substantial holder	(1)		
Name	Gainsdale F	'ty Lid	
ACN/ARSN (if applicable)	cable) 008 971 499		
There was a change in the interests	s of the		
substantial holder on		20/11/12	
The previous notice was given to th	e company on	15/11/07	

2. Previous and present voting power

The previous notice was dated

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:

15/11/07

Class of securities (4)	Previous notice		Present notice	
Class of securities (4)	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 entilled 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.

- 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.

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: This is annexure (mark) of (number) pages referred to in form (form number and title)
- 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	Class & number of securities	Person's votes
3.		onango (o)	to change (7)	affected	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.

Granam Turner	
	20/11/12
Gainsdale 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 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		
	20/11/12	
Gainsdale 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 20/11/07 Notice of change of interest or entitlement of a substantial shareholder.

Graham Turner	
	20/11/12
Gainsdale Pty Ltd	Dated

15 July 2001

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			 	
Details of substantial holder (1) Name	Trinity Holdir	nas Ltd			
ACN/ARSN (if applicable)	N/A				
There was a change in the interests of t substantial holder on The previous notice was given to the co The previous notice was dated		20/11/12 15/11/07 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:

	· · · · · · · · · · · · · · · · · · ·					
Olean of a servicine (4)	Previous notice		Present notice	Present notice		
Class of securities (4)	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 Stephen Kennedy under Power of Attorney dated 28/4/2009

capacity

Altorney

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.
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- (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 6718(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

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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

- 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 tegible when photocopied
- 5 identify the annexure with a mark such as A, B, C, etc
- 6 endorse the annexure with the words: This is annexure (mark) of (number) pages referred to in form (form number and title)
- 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	Person whose relevant	Nature of	Consideration	Class & number	Person's
Change	interest changed	change (6)	given in relation	of securities	votes
			to change (7)	affected	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
	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
	Gainsdale Pty Ltd	Sale on market	\$2,656,840.17	Ord 134,487	134,847
	Gainsdale Pty Ltd	Sale on market	\$1,025,791.02	Ord 52,158	52,158
	Friday Investments Pty Ltd	Sale on market	\$927,023.30	Ord 39,525	39,525
	Friday Investments Pty Ltd	Sale on market	\$12,682.80	Ord 542	542
	Friday Investments Pty Ltd	Sale on market	\$22,019.40	Ord 941	941
	Friday Investments Pty Ltd	Sale on market	\$352,937.13	Ord 15,008	15,008
	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
	Friday Investments Pty Ltd	Sale on market	\$326,356.80	Ord 14,000	14,000
	Friday Investments Pty Ltd	Sale on market	\$844,952.40	Ord 36,000	36,000
	Friday Investments Pty Ltd	Sale on market	\$251,843.19	Ord 10,889	10,899
	Friday Investments Pty Ltd	Sale on market	\$577,803.72	Ord 25,002	25,002
	Friday Investments Pty Ltd	Sale on market	\$1,480,975.35	Ord 64,099	64,099
	Friday Investments Pty Ltd	Sale on market	\$1,825,613.18	Ord 78,734	78,734
	Friday Investments Pty Ltd	Sale on market	\$1,457,086.52	Ord 63,146	63,146
	Gehar Pty Ltd	Sale on market	\$10,941,000.00	Ord 500,000	500,000
	Gehar Pty Ltd	Purchase on market	\$77,560.00	Ord 14,000	14,000
	Gehar Pty Ltd	Purchase on market	\$449,650.00	Ord 85,000	85,000
	Gehar Pty Ltd	Purchase on market	\$261,500.00	Ord 50,000	50,000
	Gehar Pty Ltd	Purchase on market	\$589,200.00	Ord 120,000	120,000
	Gehar Pty Ltd	Purchase on market	\$247,691.84	Ord 51,176	51,176
	Gehar Pty Ltd	Purchase on market	\$606,166.99	Ord 117,247	117,247
	Gehar Pty Ltd	Purchase on market	\$387,266.29	Ord 78,553	78,553
	Gehar Pty Ltd	Purchase on market	\$184,097.00	Ord 40,550	40,550
	Gehar Pty Ltd	Purchase on market	\$769,211.75	Ord 180,991	180,991
	Gainsdale Pty Ltd	Purchase on market	\$84,431.60	Ord 22,000	22,000
	Gainsdale Pty Ltd	Purchase on market	\$299,551.20	Ord 78,000	78,000
	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.

1/11		
<i>35</i> 5	20/11/2012	
Trinity Holdings Ltd	Dated	

Stephen Kennedy (Attorney)

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	Flight Centr	e Limited		
ACN/ARSN	003 377 18	8	 	
Details of substantial holder	(1)			
Name	Gehar Pty L	.td		
ACN/ARSN (if applicable)	006 166 47	2		
There was a change in the interest	s of the			
substantial holder on		20/11/12		
The previous notice was given to the	ie company on	15/11/07		
The previous police 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:

A	Previous notice		Present notice		
Class of securities (4)	Person's votes	Voting power (5)	Person's votes	Voling 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 securilles affected	Person's votes affected
	Refer Annexure A				
İ					

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				
····					

page 2/2

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 (i	Nature of association	Parent many
			4

6. Addresses

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

A commence of the commence of	* ************************************	-,
Name	Address	
Refer Annexure C	** The state of th	
A CONTRACTOR OF THE CONTRACTOR		
in the second se		

Signature

sign here Geoff Harris Sue Harris Capacity Director

date 20/11/2012

DIRECTIONS

- 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 6718(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 67 tB[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.
 - (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 refevant 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 fast 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 Lld	Sale on market	\$1,885,634.62	Ord 69,676	69,676
09/11/2012	Friday Investments Ply Ltd	Sale on market	\$939,587.40	Ord 34,682	34.682
08/11/2012	Enday 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

Geoff Harris	Sue Harris	·	
Q-		20/11/2012	
Gehar Pty Ltd	Gehar 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 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 Ply Ltd	Gainsdale Ply 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 Ply 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
t a star and a terrorism to a second and a second and a second and a second a second and a second assessment a	and an experience of the second secon		Tolals	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

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Sue Harris

Gehal Pty Ltd

Gehar Pty Ltd

20/11/2012

Dated

Annexure C

Gainsdale Pty Ltd of 41 Macquarie Street, Newstead, Old 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, Old 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 Fity Ltd.

Gehar Pty Ltd

Dated

20/11/2012

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			
Details of substantial holder (1))		
Name	Gehar Pty L	Ltd	
ACN/ARSN (if applicable)	006 166 472	2	
There was a change in the interests o	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:

01	Previous notice		Present notice	
Class of securities (4)	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 entilled 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:

	ARSN (if	Nature of association
applicable)		

6. Addresses

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

<u></u>	
Name	Address
14ame	
Refer Annexure C	

Signature

print name	Geoff Harris	Sue Harris	capacity	Director
sign here		Maries	date	20/11/2012
	And the second s	4		

DIRECTIONS

- 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 (1) is clearly set out in paragraph 6 of the form.
- See the definition of "associate" in section 9 of the Corporations Act 2001 (2)
- See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001. (3)
- The voting shares of a company constitute one class unless divided into separate classes. (4)
- The person's votes divided by the total votes in the body corporate or scheme multiplied by 100. (5)
- Include details of: (6)
 - 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 (a)
 - 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). (b)

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- 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 (7) 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.
- 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". (8)
- Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice. (9)

Annexure A

Date of	Person whose relevant interest changed	change (6)	Consideration given in relation	Class & number of securities	Person's votes affected
Change	interest changes		to change (7)	affected	98,428
004440040	Gainsdale Pty Ltd		\$2,691,471.55	Ord 98,428	101,572
20/11/2012	Gainsdale Pty Ltd	Sale on market	\$2,789,847.65	Ord 101,572	30,324
19/11/2012	Friday Investments Pty Ltd	Sale on market	\$820,679.64	Ord 30,324	69,676
13/11/2012	Friday Investments Pty Ltd	Sale on market	\$1,885,634.62	Ord 69,676	34,682
12/11/2012	Friday Investments Pty Ltd	Sale on market	\$939,587.40	Ord 34,682	17,707
09/11/2012	Friday Investments Pty Ltd	Sale on market	\$480,047.39	Ord 17,707	94,434
08/11/2012	Friday Investments Pty Ltd	Sale on market	\$2,561,775.94	Ord 94,434	62,554
07/11/2012	Friday Investments Pty Ltd	Sale on market	\$1,723,813.09	Ord 62,554	1,879
06/11/2012	Friday Investments Pty Ltd	Sale on market	\$50,872.61	Ord 1,879	
31/10/2012	Friday Investments Pty Ltd	Sale on market	\$44,873.96	Ord 1,656	1,656
29/10/2012	Friday investments 1 ty Ltd	Sale on market	\$69,225.23	Ord 2,549	2,549
26/10/2012	Friday Investments Pty Ltd	Sale on market	\$109,511.55	Ord 4,014	4,014
25/10/2012	Friday Investments Pty Ltd	Sale on market	\$2,202,246.02	Ord 80,525	80,525
24/10/2012	Friday Investments Pty Ltd	Sale on market	\$1,433,155.68	Ord 71,644	71,644
09/11/2011	Gainsdale Ply Ltd	Sale on market	\$2,656,840.17	Ord 134,487	134,847
08/11/2011	Gainsdale Ply Ltd	Sale on market	\$1,025,791.02	Ord 52,158	52,158
07/11/2011	Gainsdale Pty Ltd	Sale on market	\$927,023.30	Ord 39,525	39,525
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26/10/2010	Friday Investments Pty Ltd		\$22,019.40	Ord 941	941
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13/10/2010	Friday Investments Pty Ltd	Sale on market	\$216,282.80	Ord 9,200	9,200
12/10/2010	Friday Investments Pty Ltd	Sale on market	\$68,165.95	Ord 2,900	2,900
11/10/2010	Friday Investments Pty Ltd	Sale on market	\$326,356.80	Ord 14,000	14,000
08/10/2010	Friday Investments Pty Ltd	Sale on market	\$844,952.40	Ord 36,000	36,000
07/10/2010	Friday Investments Ply Ltd	Sale on market	\$251,843.19	Ord 10,889	10,899
06/10/2010	Friday Investments Pty Ltd	Sale on market	\$577,803.72	Ord 25,002	25,002
29/09/2010	Friday Investments Pty Ltd	Sale on market	64 400 075 35	Ord 64,099	64,099
20/09/2010	Friday Investments Pty Ltd	Sale on market	\$1,480,975.35 \$1,825,613.18	Ord 78,734	78,734
17/09/2010	Friday Investments Ply Ltd	Sale on market		Ord 63,146	63,146
16/09/2010	Friday Investments Pty Ltd	Sale on market	\$1,457,086.52	Ord 500,000	500,000
14/09/2010	Gehar Pty Ltd	Sale on market	\$10,941,000.00	Ord 14,000	14,000
26/03/2009	Gehar Pty Ltd	Purchase on market	\$77,560.00	Ord 85,000	85,000
25/03/2009	Gehar Pty Ltd	Purchase on market	\$449,650.00	Ord 50,000	50,000
24/03/2009	Gehar Pty Ltd	Purchase on market	\$261,500.00	Ord 120,000	120,000
23/03/2009	Gehar Pty Ltd	Purchase on market	\$589,200.00	Ord 51,176	51,176
20/03/2009	Gehar Pty Ltd	Purchase on market	\$247,691.84	Ord 117,247	117,247
19/03/2009	Gehar Pty Ltd	Purchase on marke	\$606,166.99	Ord 78,553	78,553
18/03/2009	Gehar Ply Lld	Purchase on marke	\$387,266.29	Ord 40,550	40,550
17/03/2009	Gehar Pty Ltd	Purchase on marke	\$184,097.00	Ord 180,991	180,991
16/03/2009	Gehar Pty Ltd	Purchase on marke	\$769,211.75	Ord 22,000	22,000
	Gainsdale Pty Ltd	Purchase on marke	t \$84,431.60	Ord 78,000	78,000
06/03/2009 05/03/2009	Gainsdale Pty Ltd	Purchase on marke	t \$299,551.20	Ord 212	$-\frac{76,000}{212}$
1 05/03/2009	TOURS OF THE PARTY	Share Purchase Plan	\$4,982.00	(LIKO 737	£ 1 £

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 Ply Lld	Gehar Ply 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
Genai F ty Ltu	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	
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	Maris	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	
	11/	
	Mains	20/11/2012
Gehar Pty Ltd	Gehar Pty Ltd	Dated

Form 604 Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

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To Compary Nam	e/Scheme	Flight Centre Limited				
ACMAREN		203 377 188				, , , , , , , , , , , , , , , , , , ,
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	of substantial bolder (1)	Citavian deserta Chili			14.004.00000000000000000000000000000000	A
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substantial holder of		20/11/12			1	
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2. Previous	and present voting power				,	
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elevant likelesi (o,	Class of securities (4)	Previous notice			Present notice	
	Olass as becomes (1)	Person's votes		Voting power (5)	Person's votes	Voting p
	Ordinary	49,224,523		49.74%	48,303,963	48.23%
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	Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	number of securities affected	Person's affected
		Refer Annexure A				
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l. Present r	elevant interests					
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'articulars of each	relevant interest of the substantial h			T	Olana and	$\overline{}$
	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
		Refer Annexure B				
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	(2) of, ceased to be associates of, or have cha	enged the nature of their association (9) with, the substantial holder in	
s in the company o	or scheme are as follows.		
	Name and ACN/ARSN (if applicable)	Nature of association	
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· · · · · · · · · · · · · · · · · · ·	any relevant agreement or other circumstances	because of which the change in relevant interest occurred. If subsection 67	1B(4) applies, a
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	print name sign here sign here sign here represent a number by trust), the name of the definition of a the definition of a person's votes did to the consideration of a person of the consideratio	print name Refer Annexure C DIRECTIX Bere are a number of substantial hoders with similar or related relaty trust), the names could be included in an annexure to the formaghout the form as a specifically named group if the membership form. The definition of "refevant interest" in section 9 of the Corporations Act at the definition of "relevant interest" in sections 508 and 6718(7) are voting shares of a company constitute one class unless divided at person's votes divided by the total votes in the body corporate of the definition of "relevant agreement or other circumstances document setting out the terms of any relevant arrangement, must accompany this form, toget any qualification of the power of a person to exhibit the definition of "relevant agreement" in section 9 of the Corporation of the definition of "relevant agreement" in section 9 of the Corporation of the consideration must include any sind all benefits must be included to the consideration must have accessed in relation to the decreasion of an annext relevant agreement in section 9 of the Corporation of the consideration must have accessed in relation to the decreasion of the power of a person to expend the consideration must have accessed in relation to the decreasion of the power of a person to expend the consideration must have accessed in relation to the decreasion of the power of the consideration must have accessed in relation to the decreasion of the power of the consideration must be accessed in relation to the decreasion of the power of the consideration must be accessed in relation to the decreasion of the power of the consideration must be accessed in relation to the decreasion of the power of the consideration must be accessed in the decreasion of the power of the consideration of the power of the c	print name Imm Goldburg sign here DIRECTIONS DIRECTIONS DIRECTIONS DIRECTIONS DIRECTIONS perce are a number of substantial horders with similar or related relevant interests (e.g., a corporation and its related corporations, or "the managery trust), the names could be included in an annexing to the form. If the reversal interests of a group of persons are essentially smaller, they updout the form as a specifically pamed group if the membership of each group, with the names and addresses of intermetric as deathy set out form. The the deficition of "associate" in section 9 of the Corporations Act 2001. Sethe deficition of "relevant interest" in sections 508 and 6718(7) of the Corporations Act 2001. Person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

	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 anses 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.

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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	Nii
Other forms to be completed	N8)
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. (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 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides show the corporation name and A,C.N or ARBN number the pages consecutively print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied identify the annexure with a mark such as A, B, C, etc endorse the annexure with the words: This is annexure (mark) of (number) pages referred to in form (form number and title) 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	
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
4/09/2010	Gehar Pty Ltd	Sale on market			500,000
26/03/2009	Gehar Pty Ltd	Purchase on market	\$77,560.00	Ord 14,000	14,000

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	Gainsdate 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.

20/11/2012

Dated

thtoD mit.	31100

ANNEXURE B

Friday Investments Pty Ltd

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	1 ,	Friday Investments Pty Ltd	Holder	Ord 3,678,394	3,678,394
		James Management Services Pty Limited		Ord 13,039,750	13,039,750

	Pty Ltd		
		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 Goldburg

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, Hawthome, 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.

Jim Goldburg

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	
Details of substantial holder	r (1)	
Name	James Management Services Pty Limited	
ACN/ARSN (if applicable)	003 050 244	
There was a change in the interes	its of the	

there was a change at the meresis 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:

Olara ofitian (4)	Previous notice		Present notice	Present notice		
Class of securities (4)	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 William James

capacity

Director

sian here

ever 5

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	Person whose relevant	Nature of	Consideration	Class & number	Person's
Change	interest changed	change (6)	given in relation	of securities	votes
onango			to change (7)	affected	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 Ply Ltd	Sale on market	\$939,587.40	Ord 34,682	34,682
08/11/2012	Friday Investments Ply 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 Ply 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	 	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
<u> </u>	Gainsdale Pty Ltd	Purchase on market	\$299,551.20	Ord 78,000	78,000
05/03/2009 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		
In Ino	20/11/12	
James Management Services Pty Limited	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		
- Em gans	20/11/12	
James Management Services Pty Limited	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