

**Form 603**

**Corporations Act 2001**

**Section 671B**

**Notice of initial substantial holder**

**To:** Flight Centre Travel Group Limited  
**ABN:** 25 003 377 188  
**ASX Code:** FLT

**1. Details of substantial holder**

**Name:** Bennelong Funds Management Group Pty Ltd  
**ABN:** 95 144 676 344

This notice is given by Bennelong Funds Management Group Pty Limited on behalf of itself and its subsidiaries.

The holder became a substantial shareholder on: 2<sup>nd</sup> March 2015

**2. Details of 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 had a relevant interest in on the date the substantial holder became a substantial holder are as follows:

<b>Class of securities</b>	<b>Number of securities</b>	<b>Person's votes</b>	<b>Voting power</b>
Ordinary	5,329,157	5,329,157	5.2901%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

<b>Holder of relevant interest</b>	<b>Nature of relevant interest</b>	<b>Class and number of securities</b>
Bennelong Fund Management Group Pty Ltd	Investment Manager	5,329,157

#### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant Interest	Registered holder of securities	Persons entitled to be registered as holder	Class and number of securities
Bennelong Funds Management Group Pty Ltd	HSBC		940,030 Ordinary shares
Bennelong Funds Management Group Pty Ltd	BNP		2,827,490 Ordinary shares
Bennelong Funds Management Group Pty Ltd	NAB Asset Servicing		1,194,190 Ordinary shares
Bennelong Funds Management Group Pty Ltd	JPM		367,447 Ordinary shares

The custodians in the table above hold shares in FLT as custodian for companies in the Bennelong Funds Management Group that are either:

- the responsible entity or trustee of pooled investment products such as registered managed investment schemes (Funds); or
- the investment manager of Portfolios held for a number of institutional investors. The institutional investors are generally superannuation funds regulated under the Superannuation Industry Supervision Act 1993.

The holding of shares in FLT were acquired as part of the wide portfolio of Australian shares and units acquired for the Funds and the Portfolios.

The members of the Bennelong Funds Management Group and the Custodians may hold relevant interests due to the capacity of these entities to dispose of the shares FLT.

Each investor in a Fund owns an undivided interest in the Fund's assets and no client directly owns any asset of the Fund. The unitholding of each Fund varies from time to time as clients enter and withdraw from the Funds. The various institutional investors with portfolios delegate the management of the portfolios to the members of the Bennelong Funds Management Group.

## 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of Acquisition	Consideration		Class and number of securities
		Cash	Non-cash	
Bennelong Funds Management Group Pty Ltd	Various			5,329,157 Ordinary shares

## 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not Applicable	


## 7. Addresses

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

Name	Address
Bennelong Funds Management Group Pty Ltd	Ground Floor, 9 Queen Street, Melbourne VIC 3000

## Signature

Print name: JEFF PHILLIPS Capacity: COMPANY SECRETARY

Sign here:  Date: 3/3/2015