



STATEMENT TO AUSTRALIAN SECURITIES EXCHANGE – October 7, 2016

Please find attached for release to the market, copies of Flight Centre Travel Group Limited's:

- Notice of Annual General Meeting and Explanatory Notes
- Proxy Form

as provided to shareholders today.

# NOTICE OF ANNUAL GENERAL MEETING

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

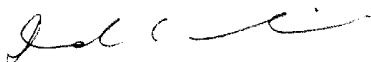
Sky Room  
Sky Level  
Brisbane Convention and Exhibition Centre  
Cnr Merivale & Glenelg Streets  
South Brisbane QLD 4101

at **9.00am (Brisbane time) on Wednesday 9 November 2016.**

## ORDINARY BUSINESS

- 1. Re-election of Director** - To consider and, if thought fit, pass the following ordinary resolution:  
*"That Mr Gary Smith who retires by rotation and, being eligible, be re-elected as a non-executive director."*
- 2. Directors' Remuneration Report** - To consider and, if thought fit, pass the following ordinary resolution:  
*"That the Remuneration Report (which forms part of the Directors' Report) for the financial year ended 30 June 2016 be adopted".*  
  
The vote on this resolution is advisory only and does not bind the directors or the company.
- 3. Other Business** - To deal with any other business which may be brought forward in accordance with the constitution and the Corporations Act.

By order of the board



David Smith  
Company Secretary  
7 October 2016

## **Voting Entitlements**

Pursuant to the Corporations Act, the Directors have determined that the shareholding of each shareholder for the purpose of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the Share Register as at 7.00pm (Sydney time) on Monday 7 November 2016.

## **Lodgement of a Proxy**

The lodgement of the proxy form (and any Power of Attorney under which it is signed) must be received no later than 9:00am (Brisbane time) on Monday 7 November 2016, being 48 hours before the commencement of the meeting. Any proxy form received after that time will not be valid for the scheduled meeting.

## **VOTING RESTRICTIONS**

### **Item 2 (Directors' Remuneration Report)**

Members of the company's key management personnel and their closely related parties (as defined in the Corporations Act) are prohibited from voting on Item 2 (Directors' Remuneration Report) and any such votes will be disregarded by the company, unless:

- (a) the person is voting as proxy for a person who is entitled to vote in accordance with the directions specified on the proxy form; or
- (b) the vote is cast by the chairman of the meeting for a person who is entitled to vote where the person has expressly authorised the chairman to exercise the proxy.

The chairman of the meeting intends to vote all available proxies in favour of Item 2 (Directors' Remuneration Report).

## **EXPLANATORY NOTES.**

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

### **Item 1 (Re-election of Director – Mr Gary Smith)**

Gary has vast tourism industry experience and has served on a diverse range of boards and tourism industry related bodies during the past 25 years.

He is currently managing director of Tourism Leisure Corporation and the Kingfisher Bay Resort Group of companies and a director of both Tourism Events Queensland and Michael Hill International Limited, in addition to chairing the FLT board.

During his career, Gary also served for ten years as Queensland Tourism Industry Council chairman, an Ecotourism Australia Board member and deputy chair and a member of the Queensland Tourism Minister's Tourism Strategy Steering Committee.

After completing a Bachelor of Commerce degree at the University of Queensland, Gary joined international accounting and consultancy firm Arthur Andersen & Co's financial consulting division, where he qualified as a chartered accountant. He then became founding director and full time executive of Queensland Tourism Industries Limited, a public company that listed on the Australian Securities Exchange in 1987.

Gary is a Fellow of the Australian Institute of Company Directors and the Institute of Chartered Accountants.

He was appointed to FLT's board in 2007 and became chairman in 2014.

The board considers that Gary Smith, if re-elected, qualifies as an independent director.


The directors (other than Gary Smith) support this resolution.



# FLIGHT CENTRE<sup>TM</sup> TRAVEL GROUP

ABN: 25 003 377 188

## Lodge your vote:

 **Online:**  
www.investorvote.com.au

 **By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) www.intermediaryonline.com

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

FLT  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## Proxy Form

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### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



### Your access information that you will need to vote:

**Control Number: 999999**

**SRN/HIN: I999999999**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 9:00am (Brisbane time) Monday 7 November 2016**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please submit them in advance using the online form at [www.investorvote.com.au](http://www.investorvote.com.au). Alternatively please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Flight Centre Travel Group Limited hereby appoint

the Chairman of the Meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Flight Centre Travel Group Limited to be held at **Sky Room, Sky Level, Brisbane Convention and Exhibition Centre, Cnr Merivale & Glenelg Streets, South Brisbane QLD 4101 on Wednesday, 9 November 2016 at 9:00am (Brisbane time)** and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 2** (except where I/we have indicated a different voting intention below) even though **Item 2** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 2** by marking the appropriate box in step 2 below.

### STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
1	Re-election of Director - Mr Gary Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Before completing your vote and returning by post, please consider using the preferred electronic voting option outlined on the front page of this form.**

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / / \_\_\_\_\_