

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Flight Centre Travel Group Limited

ACN/ARSN 003 377 188

1. Details of substantial holder (1)

Name Friday Investments Pty Ltd
ACN 010 677 102

There was a change in the interests of the substantial holder on 10/02/17
The previous notice was given to the company on 31/07/13
The previous notice was dated 29/07/13

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	47,236,054	47.04%	46,454,479	46.00%

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
30/9/2013	Friday Investments Pty Ltd	Sale on market	\$7,064,260.00	Ord 200,000	200,000
30/10/2013	Friday Investments Pty Ltd	Sale on market	\$2,611,640.00	Ord 50,000	50,000
11/03/2014	Friday Investments Pty Ltd	Sale on market	\$5,370,261.50	Ord 100,000	100,000
12/03/2014	Friday Investments Pty Ltd	Sale on market	\$5,388,970.00	Ord 100,000	100,000
24/09/2015	Gehar Pty Ltd	Sale on market	\$5,020,696.49	Ord 147,059	147,059
14/03/2016	Friday Investments Pty Ltd	Sale on Market	\$491,412.81	Ord 10,911	10,911
15/03/2016	Friday Investments Pty Ltd	Sale on Market	\$150,750.67	Ord 3,350	3,350
01/02/2017	Friday Investments Pty Ltd	Sale on Market	\$165,015	Ord 5,500	5,500
02/02/2017	Friday Investments Pty Ltd	Sale on Market	\$112,680	Ord 3,755	3,755
10/02/2017	Friday Investments Pty Ltd	Sale on Market	\$4,892,983.20	Ord 161,000	161,000

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
	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 14,670,851	14,670,851
	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 2,843,878	2,843,878
	James Management Services Pty Limited	James Management Services Pty Limited	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to Friday Investments Pty Ltd	Ord 12,989,750	12,989,750
			Totals	Ord 46,454,479	46,454,479

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 applicable)	Nature of association
NIL		NIL

6. Addresses

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


Name	Address
Gainsdale Pty Ltd	41 Macquarie Street, Newstead, Qld
Gehar Pty Ltd	7 Shakespeare Grove, Hawthorne, Vic
Gehar Pty Ltd	150 Kerferd Road, Albert Park, Vic
James Management Services Pty Ltd	PO Box 113, St Leonards, NSW
Friday Investments Pty Ltd	PO Box 339, Wilston, Qld
Trinity Holdings Limited	PO Box 2033, Apia, Western Samoa

Signature

print name Jennifer Goldberg

capacity Director

sign here



date 28/02/2017

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.

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Flight Centre Travel Group Limited

ACN/ARSN 003 377 188

1. Details of substantial holder (1)

Name Gehar Pty Ltd
ACN 006 166 472

There was a change in the interests of the substantial holder on 10/02/17
The previous notice was given to the company on 31/07/13
The previous notice was dated 29/07/13

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	47,236,054	47.04%	46,454,479	46.00%

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
30/9/2013	Friday Investments Pty Ltd	Sale on market	\$7,064,260.00	Ord 200,000	200,000
30/10/2013	Friday Investments Pty Ltd	Sale on market	\$2,611,640.00	Ord 50,000	50,000
11/03/2014	Friday Investments Pty Ltd	Sale on market	\$5,370,261.50	Ord 100,000	100,000
12/03/2014	Friday Investments Pty Ltd	Sale on market	\$5,388,970.00	Ord 100,000	100,000
24/09/2015	Gehar Pty Ltd	Sale on market	\$5,020,696.49	Ord 147,059	147,059
14/03/2016	Friday Investments Pty Ltd	Sale on Market	\$491,412.81	Ord 10,911	10,911
15/03/2016	Friday Investments Pty Ltd	Sale on Market	\$150,750.67	Ord 3,350	3,350
01/02/2017	Friday Investments Pty Ltd	Sale on Market	\$165,015	Ord 5,500	5,500
02/02/2017	Friday Investments Pty Ltd	Sale on Market	\$112,680	Ord 3,755	3,755
10/02/2017	Friday Investments Pty Ltd	Sale on Market	\$4,892,983.20	Ord 161,000	161,000

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
	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 14,670,851	14,670,851
	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 2,843,878	2,843,878
	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 12,989,750	12,989,750
			Totals	Ord 46,454,479	46,454,479

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
NIL	NIL

6. Addresses

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

Name	Address
Gainsdale Pty Ltd	41 Macquarie Street, Newstead, Qld
Gehar Pty Ltd	7 Shakespeare Grove, Hawthorne, Vic
Gehar Pty Ltd	150 Kerferd Road, Albert Park, Vic
James Management Services Pty Ltd	PO Box 113, St Leonards, NSW
Friday Investments Pty Ltd	PO Box 339, Wilston, Qld
Trinity Holdings Limited	PO Box 2033, Apia, Western Samoa

Signature

print name Geoff Harris Sue Harris capacity Directors
sign here  date 28/02/2017

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.

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Flight Centre Travel Group Limited

ACN/ARSN 003 377 188

1. Details of substantial holder (1)

Name James Management Services Pty Ltd
ACN 003 050 244

There was a change in the interests of the substantial holder on 10/02/17
The previous notice was given to the company on 31/07/13
The previous notice was dated 29/07/13

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	47,236,054	47.04%	46,454,479	46.00%

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
30/9/2013	Friday Investments Pty Ltd	Sale on market	\$7,064,260.00	Ord 200,000	200,000
30/10/2013	Friday Investments Pty Ltd	Sale on market	\$2,611,640.00	Ord 50,000	50,000
11/03/2014	Friday Investments Pty Ltd	Sale on market	\$5,370,261.50	Ord 100,000	100,000
12/03/2014	Friday Investments Pty Ltd	Sale on market	\$5,388,970.00	Ord 100,000	100,000
24/09/2015	Gehar Pty Ltd	Sale on market	\$5,020,696.49	Ord 147,059	147,059
14/03/2016	Friday Investments Pty Ltd	Sale on Market	\$491,412.81	Ord 10,911	10,911
15/03/2016	Friday Investments Pty Ltd	Sale on Market	\$150,750.67	Ord 3,350	3,350
01/02/2017	Friday Investments Pty Ltd	Sale on Market	\$165,015	Ord 5,500	5,500
02/02/2017	Friday Investments Pty Ltd	Sale on Market	\$112,680	Ord 3,755	3,755
10/02/2017	Friday Investments Pty Ltd	Sale on Market	\$4,892,983.20	Ord 161,000	161,000

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
	Trinity Holdings Ltd	Trinity Holdings Ltd	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to James Management Services 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 James Management Services Pty Ltd	Ord 14,670,851	14,670,851
	Gainsdale Pty Ltd	Gainsdale Pty Ltd	Deed dated 9/10/95 (previously lodged) granting pre-emptive rights to James Management Services 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 James Management Services Pty Ltd	Ord 2,843,878	2,843,878
James Management Services Pty Ltd	James Management Services Pty Ltd	James Management Services Pty Ltd	Holder	Ord 12,989,750	12,989,750
			Totals	Ord 46,454,479	46,454,479

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
NIL	NIL

6. Addresses

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

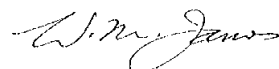
Name	Address
Gainsdale Pty Ltd	41 Macquarie Street, Newstead, Qld
Gehar Pty Ltd	7 Shakespeare Grove, Hawthorne, Vic
Gehar Pty Ltd	150 Kerferd Road, Albert Park, Vic
James Management Services Pty Ltd	PO Box 113, St Leonards, NSW
Friday Investments Pty Ltd	PO Box 339, Wilston, Qld
Trinity Holdings Limited	PO Box 2033, Apia, Western Samoa

Signature

print name William James

capacity Director

sign here



date 28/02/2017

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.

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Flight Centre Travel Group Limited

ACN/ARSN 003 377 188

1. Details of substantial holder (1)

Name Trinity Holdings Limited
ACN n/a

There was a change in the interests of the substantial holder on 10/02/17
The previous notice was given to the company on 31/07/13
The previous notice was dated 29/07/13

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	47,236,054	47.04%	46,454,479	46.00%

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
30/9/2013	Friday Investments Pty Ltd	Sale on market	\$7,064,260.00	Ord 200,000	200,000
30/10/2013	Friday Investments Pty Ltd	Sale on market	\$2,611,640.00	Ord 50,000	50,000
11/03/2014	Friday Investments Pty Ltd	Sale on market	\$5,370,261.50	Ord 100,000	100,000
12/03/2014	Friday Investments Pty Ltd	Sale on market	\$5,388,970.00	Ord 100,000	100,000
24/09/2015	Gehar Pty Ltd	Sale on market	\$5,020,696.49	Ord 147,059	147,059
14/03/2016	Friday Investments Pty Ltd	Sale on Market	\$491,412.81	Ord 10,911	10,911
15/03/2016	Friday Investments Pty Ltd	Sale on Market	\$150,750.67	Ord 3,350	3,350
01/02/2017	Friday Investments Pty Ltd	Sale on Market	\$165,015	Ord 5,500	5,500
02/02/2017	Friday Investments Pty Ltd	Sale on Market	\$112,680	Ord 3,755	3,755
10/02/2017	Friday Investments Pty Ltd	Sale on Market	\$4,892,983.20	Ord 161,000	161,000

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
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 14,670,851	14,670,851
	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 2,843,878	2,843,878
	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 12,989,750	12,989,750
			Totals	Ord 46,454,479	46,454,479

3. 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 ACFN/RSN (if applicable)	Nature of association
NIL	NIL

6. Addresses

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

Name	Address
Gainsdale Pty Ltd	41 Macquarie Street, Newcastle, Qld
Dehar Pty Ltd	7 Shakespears Grove, Hawthorne, Vic
Dehar Pty Ltd	150 Kerferd Road, Albert Park, Vic
James Management Services Pty Ltd	PO Box 113, St Leonards, NSW
Friday Investments Pty Ltd	PO Box 338, Winton, Qld
Trinity Holdings Limited	PO Box 2003, Apia, Western Samoa

Signature

print name: Christopher Green

capacity: Director

sign here:



date: 26/02/2017

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 or 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 5 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.
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- (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 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 the benefits 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.

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Flight Centre Travel Group Limited

ACN/ARSN 003 377 188

1. Details of substantial holder (1)

Name Gainsdale Pty Ltd
ACN 008 971 499

There was a change in the interests of the substantial holder on 10/02/17
The previous notice was given to the company on 31/07/13
The previous notice was dated 29/07/13

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	47,236,054	47.04%	46,454,479	46.00%

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:

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15/03/2016	Friday Investments Pty Ltd	Sale on Market	\$150,750.67	Ord 3,350	3,350
01/02/2017	Friday Investments Pty Ltd	Sale on Market	\$165,015	Ord 5,500	5,500
02/02/2017	Friday Investments Pty Ltd	Sale on Market	\$112,680	Ord 3,755	3,755
10/02/2017	Friday Investments Pty Ltd	Sale on Market	\$4,892,983.20	Ord 161,000	161,000

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
	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 14,670,851	14,670,851
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 2,843,878	2,843,878
	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 12,989,750	12,989,750
			Totals	Ord 46,454,479	46,454,479

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
NIL	NIL

6. Addresses

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

Name	Address
Gainsdale Pty Ltd	41 Macquarie Street, Newstead, Qld
Gehar Pty Ltd	7 Shakespeare Grove, Hawthorne, Vic
Gehar Pty Ltd	150 Kerferd Road, Albert Park, Vic
James Management Services Pty Ltd	PO Box 113, St Leonards, NSW
Friday Investments Pty Ltd	PO Box 339, Wilston, Qld
Trinity Holdings Limited	PO Box 2033, Apia, Western Samoa

Signature

print name Graham Turner

capacity Director

sign here



date 28/02/2017

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.