

6 April 2020

The Manager
Company Announcements Office
Australian Securities Exchange
Level 4, 20 Bridge Street
Sydney NSW 2000

Attention: Mr Elvis Onyura
Senior Adviser, Listings Compliance (Sydney)

FLIGHT CENTRE TRAVEL GROUP LIMITED

PRO-RATA ACCELERATED NON-RENOUCEABLE ENTITLEMENT OFFER

NOTICE UNDER SECTION 708AA(2)(f) CORPORATIONS ACT 2001 (CTH)

This notice is given by Flight Centre Travel Group Limited (ACN 003 377 188) (“**FLT**”) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (“**Act**”) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 (“**Legislative Instruments**”).

FLT has announced a pro-rata accelerated non-renounceable entitlement offer (“**Entitlement Offer**”) of 1 fully paid ordinary share in FLT (“**Shares**”) for every 1.74 Shares held as at 7.00pm (Sydney time) on Wednesday, 8 April 2020 by shareholders with a registered address in Australia, New Zealand and certain other jurisdictions in which FLT decides to extend the Entitlement Offer.

A Retail Offer Booklet for the Entitlement Offer is expected to be dispatched to eligible retail investors on Wednesday, 15 April 2020 .

For purposes of section 708AA(7) of the Act, FLT confirms that:

- (a) the Shares to be issued under the Entitlement Offer (“**New Shares**”) will be offered without disclosure under Part 6D.2 of the Act;
- (b) this notice is being given under section 708AA(2)(f) of the Act, as modified by the Legislative Instruments;
- (c) as at the date of this notice, FLT has complied with:
 - (i) the provisions of Chapter 2M of the Act as they apply to FLT; and
 - (ii) section 674 of the Act;
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Act that is required to be set out in this notice under section 708AA(7)(d) of the Act; and

- (e) the potential effect that the issue of the New Shares will have on the control of FLT, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholders. Nevertheless, given:
- (i) the size and pricing of the Entitlement Offer;
 - (ii) that the Entitlement Offer is structured as a pro-rata issue and is partly underwritten; and
 - (iii) that the current level of holdings of substantial holders in FLT (based on substantial holding notices that have been given to FLT and lodged with ASX on or prior to the date of this notice),

the issue of the New Shares under the Entitlement Offer is not expected to have a material effect or consequence on the control of FLT.

Yours sincerely



David C Smith
Company Secretary

This announcement has been authorised by the Board of Flight Centre Travel Group Limited.