



STATEMENT TO AUSTRALIAN SECURITIES EXCHANGE – 15 April 2020

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FLIGHT CENTRE TRAVEL GROUP ANNOUNCES THE DESPATCH OF THE
NOTIFICATION TO INELIGIBLE RETAIL SHAREHOLDERS

The Flight Centre Travel Group (**FLT** or **Flight Centre**) advises that the attached letter to ineligible retail shareholders in relation to the retail component of the 1 for 1.74 accelerated pro rata non-renounceable entitlement offer (**Retail Entitlement Offer**), has now been despatched to shareholders who are not eligible to participate in the Retail Entitlement Offer (**Ineligible Retail Shareholders**).

If you have any questions in relation to the Entitlement Offer, please contact the FLT Offer Information Line on 1300 146 387 (within Australia) or +61 3 9415 4261 (outside Australia) between 8.30am to 5.30pm (Sydney time) during the Retail Entitlement Offer Period.

IMPORTANT NOTICES

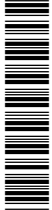
This announcement has been authorised by the Board of Flight Centre Travel Group Limited.

Nothing in this announcement constitutes legal, tax or other advice. You should seek appropriate professional advice before making any investment decision.

This announcement may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The new shares to be offered and sold in the Equity Raising have not been, and will not be, registered under the US Securities Act of 1933 (the **US Securities Act**) or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States unless they are offered and sold pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

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15 April 2020

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

Dear Shareholder,

**ACCELERATED PRO-RATA NON-RENOUNCEABLE ENTITLEMENT OFFER –
NOTIFICATION TO INELIGIBLE RETAIL SHAREHOLDERS**

On Monday, 6 April 2020, Flight Centre Travel Group Limited (ACN 003 377 188) (**Flight Centre** or **FLT**) announced that it was conducting a ~\$700 million fully underwritten¹ equity capital raising, comprising a ~A\$282 million institutional placement (**Placement**) and an accelerated non-renounceable entitlement offer (**Entitlement Offer**, together with the Placement the **Offer**) of ~A\$419 million in new fully paid ordinary shares in Flight Centre (**New Shares**) on a 1 for 1.74 basis to eligible shareholders, at an offer price of A\$7.20 per New Share (**Offer Price**).

Proceeds of the Offer will be used to strengthen Flight Centre's balance sheet and liquidity position to trade through this period of dislocation and uncertainty across the travel sector.

This is a letter to inform you that you are not an Eligible Retail Shareholder for the purposes of the Retail Entitlement Offer. This letter is not an offer to issue New Shares to you, nor an invitation to apply for New Shares. **You are not required to do anything in response to this letter but there may be financial implications for you as a result of the Entitlement Offer and Placement that you should be aware of.**

Details of the Entitlement Offer

The Entitlement Offer is being made by way of an offer document in accordance with section 708AA of the Corporations Act 2001 (Cth) (the **Corporations Act**) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73), meaning that no prospectus needs to be prepared. The Entitlement Offer comprises an institutional component (**Institutional Entitlement Offer**) and a retail offer to Eligible Retail Shareholders (as defined below) to participate on the same terms (**Retail Entitlement Offer**). The Institutional Entitlement Offer has already closed and the results were announced to ASX on Tuesday, 7 April 2020.

The Entitlement Offer is lead managed and fully underwritten² by Macquarie Capital (Australia) Limited (**Macquarie**) and UBS AG, Australia Branch (**UBS**) (together, the **Underwriters**).

An offer booklet in relation to the Retail Entitlement Offer will be lodged with the ASX and mailed to Eligible Retail Shareholders on or around Wednesday, 15 April 2020.

¹ Excluding the founder commitments under the institutional component of the Entitlement Offer and the circumstances described on slide 45 of FLT's investor presentation released to ASX on 6 April 2020 ("**Investor Presentation**") under the heading "Shortfall". Refer to paragraph 2.2 of the Key Risks in the Investor Presentation for a description of the terms and conditions of the underwriting arrangements.

² Please refer to note 1 in this letter.

Eligibility Criteria

Shareholders who are eligible to participate in the Retail Entitlement Offer (**Eligible Retail Shareholders**) are those persons who:

- (a) are registered as a holder of fully paid ordinary shares in Flight Centre as at 7.00pm (Sydney time) Wednesday, 8 April 2020 (**Record Date**);
- (b) have a registered address in Australia or New Zealand as noted on Flight Centre's share register or persons that Flight Centre has determined in its discretion are Eligible Retail Shareholders;
- (c) are not in the United States and are not a person (including nominees and custodians) acting for the account or benefit of a person in the United States in respect of the relevant underlying holders of ordinary shares;
- (d) were not invited to participate in the Institutional Entitlement Offer and were not otherwise treated as an ineligible institutional shareholder under the Institutional Entitlement Offer (other than as a nominee or custodian, in each case in respect of other underlying holders); and
- (e) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Flight Centre has determined, pursuant to section 9A(3) of the Corporations Act and ASX Listing Rule 7.7.1(a), that it would be unreasonable to make offers to shareholders in all countries outside Australia or New Zealand in connection with the Retail Entitlement Offer. This is due to the legal and regulatory requirements in countries other than Australia or New Zealand and the potential costs to Flight Centre of complying with these requirements, compared with the relatively small number of shareholders in those countries, the relatively small number of existing Flight Centre ordinary shares they hold and the relatively low value of New Shares to which those shareholders would otherwise be entitled to subscribe for.

Determination of eligibility of investors for the purposes of the Retail Entitlement Offer is determined by Flight Centre with reference to a number of matters. The Underwriters and each of their affiliates and related bodies corporate and each of their respective directors, officers, partners, employees, advisers and agents disclaim any liability in respect of any determination as to eligibility, to the maximum extent permitted by law.

Unfortunately, according to our records, you do not satisfy the eligibility criteria for an Eligible Retail Shareholder as stated above. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3) of the Corporations Act, Flight Centre wishes to advise you that it will not be extending the Retail Entitlement Offer to you and you will not be able to subscribe for New Shares under the Retail Entitlement Offer. You will not be sent the documents relating to the Retail Entitlement Offer or be able to subscribe for New Shares under the Retail Entitlement Offer.

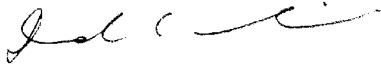
Notwithstanding the above, Flight Centre may agree to extend the Retail Entitlement Offer to certain institutional shareholders in foreign jurisdictions who did not participate in the Institutional Entitlement Offer subject to compliance with applicable laws.

As the Retail Entitlement Offer is non-renounceable, you will not receive any payment or value for entitlements in respect of any New Shares that would have been offered to you if you were eligible. Entitlements are not tradeable on ASX or otherwise transferrable.

If you have any questions in relation to any of the above matters, please contact the Flight Centre Shareholder Information Line on 1300 146 387 (within Australia) or +61 3 9415 4261 (outside Australia) from 8.30am to 5.30pm (Sydney time), Monday to Friday. For other questions, you should consult your broker, solicitor, accountant, financial adviser or other professional adviser.

On behalf of Flight Centre, we regret that you are not eligible to participate in the Entitlement Offer and thank you for your continued support.

Yours sincerely,



David Smith
Company Secretary
Flight Centre Travel Group Limited

IMPORTANT INFORMATION

This letter is issued by Flight Centre. This letter is not a prospectus or offering document under Australian law or under any other law. It is for information purposes only and does not constitute an offer, invitation, solicitation, advice or recommendation to subscribe for, retain or purchase any entitlements or securities in Flight Centre in any jurisdiction. This letter does not constitute financial product advice and does not and will not form any part of any contract for the acquisition of entitlements or Flight Centre ordinary shares.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This letter does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any person in the United States or in any other jurisdiction in which such an offer would be illegal. The New Shares have not been, nor will be, registered under the U.S. Securities Act of 1933 as amended (**U.S. Securities Act**) or under the securities laws of any state or other jurisdiction of the United States. The New Shares may not be issued to, purchased or traded by, or taken up by, any person in the United States or any person acting for the account or benefit of a person in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

IMPORTANT NOTICE TO NOMINEES

Because of legal restrictions, you must not send copies of this letter nor any material relating to the Retail Entitlement Offer to any of your clients (or any other person) acting for the account or benefit of any person in any other jurisdiction outside of Australia and New Zealand. Failure to comply with these restrictions may result in violations of applicable securities laws.

