

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Flight Centre Travel Group Limited ("FLT")
ACN/ARSN ACN 003 377 188

1. Details of substantial holder (1)

Name Gainsdale Pty Ltd ("Gainsdale")
ACN/ARSN (if applicable) ACN 008 971 499

There was a change in the interests of the substantial holder on 16 / 4 / 2020

The previous notice was given to the company on 19 / 6 / 2018

The previous notice was dated 19 / 6 / 2018

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)
Fully paid ordinary shares ("Shares")	42,660,601	42.21%	45,932,824	25.57%

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
8 / 3 / 2019	Gainsdale	Disposal of a relevant interest in Shares as a result of the sale of Shares on-market by Gehar Pty. Ltd. (ACN 006 166 472) ("Gehar")	\$1,373,019	30,000 Shares	30,000
11 / 3 / 2019	Gainsdale	Disposal of a relevant interest in Shares as a result of the sale of Shares on-market by Gehar	\$680,026.50	15,000 Shares	15,000
12 / 3 / 2019	Gainsdale	Disposal of a relevant interest in Shares as a result of the sale of Shares on-market by Gehar	\$268,129.80	6,000 Shares	6,000
13 / 3 / 2019	Gainsdale	Disposal of a relevant interest in Shares as a result of the sale of Shares on-market by Gehar	\$874,340	20,000 Shares	20,000
14 / 3 / 2019	Gainsdale	Disposal of a relevant interest in Shares as a result of the sale of Shares on-market by Gehar	\$1,536,528	35,000 Shares	35,000
15 / 3 / 2019	Gainsdale	Disposal of a relevant interest in Shares as a result of the sale of Shares on-market by Gehar	\$1,548,165.50	35,000 Shares	35,000
18 / 3 / 2019	Gainsdale	Disposal of a relevant interest in Shares as a result of the sale of Shares on-market by Gehar	\$1,335,903	30,000 Shares	30,000
19 / 3 / 2019	Gainsdale	Acquisition of a relevant interest in Shares by virtue of sections 608(1)(b) and (c) of the Corporations Act 2001 (Cth) ("Corporations Act") as a result of the acquisition of Shares on-market by Gehar	\$266,676.60	6,000 Shares	6,000

19 / 3 / 2019	Gainsdale	Disposal of a relevant interest in Shares as a result of the sale of Shares on-market by Gehar	\$1,555,613.50	35,000 Shares	35,000
16 / 4 / 2020	Gainsdale	Acquisition of a relevant interest in Shares by virtue of section 608(1)(a) of the Corporations Act as a result of the issue of Shares to Gainsdale as part of the 1 for 1.74 accelerated pro rata non-renounceable entitlement offer FLT announced to the Australian Securities Exchange on 6 April 2020 ("Entitlement Offer")	\$10,000,000.80	1,388,889 Shares	1,388,889
16 / 4 / 2020	Gainsdale	Acquisition of a relevant interest in Shares by virtue of sections 608(1)(b) and (c) of the Corporations Act as a result of the issue of Shares to James Management Services Pty Ltd (ACN 003 050 244) ("JMS") as part of the Entitlement Offer	\$5,000,004	694,445 Shares	694,445
16 / 4 / 2020	Gainsdale	Acquisition of a relevant interest in Shares by virtue of sections 608(1)(b) and (c) of the Corporations Act as a result of the issue of Shares to Gehar as part of the Entitlement Offer	\$10,000,000.80	1,388,889 Shares	1,388,889

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
Gainsdale	Gainsdale	Gainsdale	JMS has a relevant interest in the Shares under section 608(1)(a) of the Corporations Act as it is the holder of the Shares	16,588,889 Shares	16,588,889
Gainsdale	JMS	JMS	JMS has a relevant interest in the Shares under sections 608(1)(b) and (c) of the Corporations Act as a result of the grant of pre-emptive rights to it under a deed of pre-emption dated 9 October 1995 (as amended)	13,684,195 Shares	13,684,195
Gainsdale	Gehar	Gehar	JMS has a relevant interest in the Shares under sections 608(1)(b) and (c) of the Corporations Act as a result of the grant of pre-emptive rights to it under a deed of pre-emption dated 9 October 1995 (as amended)	15,659,740 Shares	15,659,740

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
N/A	N/A

6. Addresses

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

Name	Address
Gainsdale	Suite 103, Level 1, 165 Walker Street, North Sydney, New South Wales, 2060
JMS	Suite 103, Level 1, 165 Walker Street, North Sydney, New South Wales, 2060
Gehar	Suite 103, Level 1, 165 Walker Street, North Sydney, New South Wales, 2060

Signature

print name Graham Francis Turner

capacity Director

sign here



date 16 April 2020

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 of 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.