

# 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 James Management Services Pty Ltd ("JMS")

ACN/ARSN (if applicable) ACN 003 050 244

There was a change in the interests of the substantial holder on 21 / 03 / 2022

The previous notice was given to the company on 15 / 05 / 2020

The previous notice was dated 15 / 05 / 2020

### 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") | 45,932,824      | 23.09%           | 44,105,324     | 22.08%           |

### 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 |
|------------------|---|----------------------|---|---|-------------------------|
| See Annexure "A" | JMS   | See Annexure "A"     | See Annexure "A"                              | See Annexure "A"                        | See Annexure "A"        |
| See Annexure "A" | Gehar Pty. Ltd. (ACN 006 166 472) ("Gehar") | See Annexure "A"     | See Annexure "A"                              | See Annexure "A"                        | See Annexure "A"        |

### 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 |
|-----------------------------|---------------------------------|--|--|--------------------------------|----------------|
| JMS                         | JMS                             | JMS  | JMS has a relevant interest under section 608(1)(a) of the Corporations Act by virtue of being the registered holder of the relevant Shares. | 12,574,195 Shares              | 12,574,195     |
| JMS                         | Gehar                           | Gehar  | JMS has a relevant interest in Gehar's Shares under section 608(1)(c)  | 14,942,240 Shares              | 14,942,240     |

|     |  |           |  |                   |            |
|-----|--|-----------|--|-------------------|------------|
|     |  |           | of the Corporations Act by virtue of certain pre-emptive rights under a deed of pre-emption dated 9 October 1995 (as amended by the deed of variation disclosed to the ASX on 15 May 2020) (" <b>Deed of Pre-Emption</b> "). |                   |            |
| JMS | Gainsdale Pty Ltd (ACN 008 971 499) (" <b>Gainsdale</b> ") | Gainsdale | JMS has a relevant interest in Gainsdale's Shares under section 608(1)(c) of the Corporations Act by virtue of the Deed of Pre-Emption.  | 16,588,889 Shares | 16,588,889 |

## 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  |
|-----------|--|
| Gehar     | Suite 103, Level 1, 165 Walker Street, North Sydney NSW 2060 |
| JMS       | Suite 103, Level 1, 165 Walker Street, North Sydney NSW 2060 |
| Gainsdale | Suite 103, Level 1, 165 Walker Street, North Sydney NSW 2060 |

## Signature

print name William Manfred James capacity Director

sign here 

date 22 / 03 / 2022

## 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.

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- (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.

**ANNEXURE A**

This is the annexure marked 'A' of 2 pages (including this page) referred to in the Notice of Change of Interests of Substantial Holder.



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Date: 22/03/2022

| Date of Change | Person whose relevant interest changed | Nature of Change | Consideration    | Number of securities affected | Class | Person's votes affected |
|----------------|--|------------------|------------------|-------------------------------|-------|-------------------------|
| 1/09/2020      | Gehar                                  | On market sale   | AUD 521,400.00   | 39,500                        | ORD   | 39,500                  |
| 2/09/2020      | Gehar                                  | On market sale   | AUD 663,955.00   | 50,000                        | ORD   | 50,000                  |
| 9/09/2020      | Gehar                                  | On market sale   | AUD 175,514.85   | 13,500                        | ORD   | 13,500                  |
| 10/09/2020     | Gehar                                  | On market sale   | AUD 1,290,943.90 | 97,000                        | ORD   | 97,000                  |
| 5/01/2021      | JMS                                    | On market sale   | AUD 1,193,410.91 | 76,959                        | ORD   | 76,959                  |
| 5/01/2021      | JMS                                    | On market sale   | AUD 22,857.72    | 1,473                         | ORD   | 1,473                   |
| 5/01/2021      | JMS                                    | On market sale   | AUD 1,891,245.53 | 121,568                       | ORD   | 121,568                 |
| 6/01/2021      | JMS                                    | On market sale   | AUD 110,722.44   | 7,093                         | ORD   | 7,093                   |
| 6/01/2021      | JMS                                    | On market sale   | AUD 1,510,135.53 | 95,053                        | ORD   | 95,053                  |
| 6/01/2021      | JMS                                    | On market sale   | AUD 1,448,991.17 | 92,918                        | ORD   | 92,918                  |
| 6/01/2021      | JMS                                    | On market sale   | AUD 1,745,354.29 | 112,528                       | ORD   | 112,528                 |
| 31/12/2020     | JMS                                    | On market sale   | AUD 1,479,211.82 | 92,408                        | ORD   | 92,408                  |
| 31/12/2020     | JMS                                    | On market sale   | AUD 3,203,780.00 | 200,000                       | ORD   | 200,000                 |
| 2/03/2021      | Gehar                                  | On market sale   | AUD 332,500.00   | 20,000                        | ORD   | 20,000                  |
| 3/03/2021      | Gehar                                  | On market sale   | AUD 3,067,506.00 | 180,000                       | ORD   | 180,000                 |
| 8/09/2021      | JMS                                    | On market sale   | AUD 1,800,000.00 | 100,000                       | ORD   | 100,000                 |
| 14/09/2021     | Gehar                                  | On market sale   | AUD 362,000.00   | 20,000                        | ORD   | 20,000                  |
| 14/09/2021     | Gehar                                  | On market sale   | AUD 364,470.00   | 20,000                        | ORD   | 20,000                  |
| 15/09/2021     | Gehar                                  | On market sale   | AUD 181,100.00   | 10,000                        | ORD   | 10,000                  |
| 16/09/2021     | Gehar                                  | On market sale   | AUD 1,008,700.00 | 55,000                        | ORD   | 55,000                  |
| 17/09/2021     | Gehar                                  | On market sale   | AUD 736,856.00   | 40,000                        | ORD   | 40,000                  |
| 17/09/2021     | JMS                                    | On market sale   | AUD 366,420.00   | 20,000                        | ORD   | 20,000                  |
| 17/09/2021     | JMS                                    | On market sale   | AUD 368,000.00   | 20,000                        | ORD   | 20,000                  |
| 17/09/2021     | JMS                                    | On market sale   | AUD 367,260.00   | 20,000                        | ORD   | 20,000                  |
| 17/09/2021     | JMS                                    | On market sale   | AUD 369,000.00   | 20,000                        | ORD   | 20,000                  |
| 17/09/2021     | JMS                                    | On market sale   | AUD 364,000.00   | 20,000                        | ORD   | 20,000                  |
| 17/09/2021     | Gehar                                  | On market sale   | AUD 363,750.00   | 20,000                        | ORD   | 20,000                  |
| 21/09/2021     | Gehar                                  | On market sale   | AUD 637,500.50   | 35,000                        | ORD   | 35,000                  |
| 15/03/2022     | JMS                                    | On market sale   | AUD 373,260.00   | 20,000                        | ORD   | 20,000                  |
| 15/03/2022     | Gehar                                  | On market sale   | AUD 187,000.00   | 10,000                        | ORD   | 10,000                  |
| 16/03/2022     | JMS                                    | On market sale   | AUD 479,775.00   | 25,000                        | ORD   | 25,000                  |
| 16/03/2022     | JMS                                    | On market sale   | AUD 95,750.00    | 5,000                         | ORD   | 5,000                   |
| 16/03/2022     | Gehar                                  | On market sale   | AUD 242,147.50   | 12,500                        | ORD   | 12,500                  |
| 17/03/2022     | JMS                                    | On market sale   | AUD 97,385.00    | 5,000                         | ORD   | 5,000                   |
| 17/03/2022     | JMS                                    | On market sale   | AUD 487,575.00   | 25,000                        | ORD   | 25,000                  |
| 17/03/2022     | Gehar                                  | On market sale   | AUD 585,747.00   | 30,000                        | ORD   | 30,000                  |
| 18/03/2022     | JMS                                    | On market sale   | AUD 480,050.00   | 25,000                        | ORD   | 25,000                  |
| 18/03/2022     | JMS                                    | On market sale   | AUD 96,220.00    | 5,000                         | ORD   | 5,000                   |
| 18/03/2022     | Gehar                                  | On market sale   | AUD 574,725.00   | 30,000                        | ORD   | 30,000                  |
| 21/03/2022     | Gehar                                  | On market sale   | AUD 667,075.50   | 35,000                        | ORD   | 35,000                  |