

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

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"	Gehar Pty. Ltd. (ACN 006 166 472) ("Gehar")	See Annexure "A"	See Annexure "A"	See Annexure "A"	See Annexure "A"
See Annexure "A"	James Management Services Pty Ltd (ACN 003 050 244) ("JMS")	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
Gainsdale	Gainsdale	Gainsdale	Gainsdale has a relevant interest under section 608(1)(a) of the Corporations Act by virtue of being the registered holder of the relevant Shares.	16,588,889 Shares	16,588,889 Shares

Gainsdale	JMS	JMS	Gainsdale has a relevant interest in JMS's Shares under section 608(1)(c) 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) (" Deed of Pre-Emption ").	12,574,195 Shares	12,574,195
Gainsdale	Gehar	Gehar	Gainsdale has a relevant interest in Gehar's Shares under section 608(1)(c) of the Corporations Act by virtue of the Deed of Pre-Emption.	14,942,240 Shares	14,942,240

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 Graham Francis Turner 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

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- (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.

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.



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