

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Flight Centre Travel Group Limited

ACN/ARSN ACN 003 377 188

1. Details of substantial holder (1)

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

There was a change in the interests of the

substantial holder on 19 June 2018
The previous notice was given to the company on 5 February 2018
The previous notice was dated 5 February 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	45,468,995	44.99%	42,660,601	42.21%

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 February 2018	Gainsdale Pty Ltd ACN 008 971 499	Sale of shares on market by Friday Investments Pty Limited ACN 010 677 102	\$1,270,375.00	25,000 fully paid ordinary shares	25,000
22 February 2018	Gainsdale Pty Ltd ACN 008 971 499	Sale of shares on market by Friday Investments Pty Limited ACN 010 677 102	\$5,569,960.00	100,000 fully paid ordinary shares	100,000
23 February 2018	Gainsdale Pty Ltd ACN 008 971 499	Sale of shares on market by Friday Investments Pty Limited ACN 010 677 102	\$1,407,455.00	25,000 fully paid ordinary shares	25,000
23 February 2018	Gainsdale Pty Ltd ACN 008 971 499	Sale of shares on market by Gehar Pty. Ltd. ACN 006 166 472	\$5,479,750.00	100,000 fully paid ordinary shares	100,000
23 February 2018	Gainsdale Pty Ltd ACN 008 971 499	Sale of shares on market by Friday Investments Pty Limited ACN 010 677 102	\$1,167,764.68	20,449 fully paid ordinary shares	20,449
26 February 2018	Gainsdale Pty Ltd ACN 008 971 499	Sale of shares on market by Friday Investments Pty Limited ACN 010 677 102	\$259,407.00	4,551 fully paid ordinary shares	4,551
26 February 2018	Gainsdale Pty Ltd ACN 008 971 499	Sale of shares on market by Friday Investments Pty Limited ACN 010 677 102	\$1,437,760.00	25,000 fully paid ordinary shares	25,000
26 February 2018	Gainsdale Pty Ltd ACN 008 971 499	Sale of shares on market by Friday Investments Pty Limited ACN 010 677 102	\$1,449,785.00	25,000 fully paid ordinary shares	25,000
27 February 2018	Gainsdale Pty Ltd ACN 008 971 499	Sale of shares on market by Gehar Pty. Ltd. ACN 006 166 472	\$5,716,263.23	100,000 fully paid ordinary shares	100,000
28 February 2018	Gainsdale Pty Ltd ACN 008 971 499	Sale of shares on market by Friday Investments Pty Limited ACN 010 677 102	\$483,606.66	8,206 fully paid ordinary shares	8,206

1 March 2018	Gainsdale Pty Ltd ACN 008 971 499	Sale of shares on market by Friday Investments Pty Limited ACN 010 677 102	\$968,625.86	16,794 fully paid ordinary shares	16,794
5 March 2018	Gainsdale Pty Ltd ACN 008 971 499	Sale of shares on market by Friday Investments Pty Limited ACN 010 677 102	\$1,109,312.94	19,625 fully paid ordinary shares	19,625
21 March 2018	Gainsdale Pty Ltd ACN 008 971 499	Sale of shares on market by Friday Investments Pty Limited ACN 010 677 102	\$5,000,000.00	100,000 fully paid ordinary shares	100,000
19 June 2018	Gainsdale Pty Ltd ACN 008 971 499	Friday Investments Pty Limited ACN 010 677 102 and Trinity Holdings Limited ceased to be parties to the deed of pre-emption dated 9 October 1995 pursuant to the deed set out as annexure A to this notice	N/A	2,238,769 fully paid ordinary shares	2,238,769

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 Pty Ltd ACN 008 971 499	Gainsdale Pty Ltd ACN 008 971 499	Gainsdale Pty Ltd ACN 008 971 499	Section 608(1)(a) – Registered holder	15,200,000 fully paid ordinary shares	15,200,000
Gainsdale Pty Ltd ACN 008 971 499	Gehar Pty. Ltd. ACN 006 166 472	Gehar Pty. Ltd. ACN 006 166 472	Sections 608(1)(b) and 608(1)(c) – Power by virtue of deed of pre-emption dated 9 October 1995 granting pre-emptive rights to Gainsdale Pty Ltd ACN 008 971 499	14,470,851 fully paid ordinary shares	14,470,851
Gainsdale Pty Ltd ACN 008 971 499	James Management Services Pty Ltd ACN 003 050 244	James Management Services Pty Ltd ACN 003 050 244	Sections 608(1)(b) and 608(1)(c) – Power by virtue of deed of pre-emption dated 9 October 1995 granting pre-emptive rights to Gainsdale Pty Ltd ACN 008 971 499	12,989,750 fully paid ordinary shares	12,989,750

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 Pty Ltd ACN 008 971 499	Suite 103, Level 1, 165 Walker Street, North Sydney, New South Wales, 2060
Gehar Pty. Ltd. ACN 006 166 472	Suite 103, Level 1, 165 Walker Street, North Sydney, New South Wales, 2060
James Management Services Pty Ltd ACN 003 050 244	Suite 103, Level 1, 165 Walker Street, North Sydney, New South Wales, 2060
Friday Investments Pty Limited ACN 010 677 102	Level 10, 12 Creek Street, Brisbane, Queensland, 4000
Trinity Holdings Limited	PO Box 2033, Apia, Western Samoa

Signature

print name Graham Francis Turner

capacity Director

sign here



date 19 / 06 /2018

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 on 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.

Deed of variation

Friday Investments Pty Limited ACN 010 677 102

Gehar Pty. Ltd. ACN 006 166 472

James Management Services Pty Ltd ACN 003 050 244

Gainsdale Pty Ltd ACN 008 971 499

Trinity Holdings Limited

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Deed of variation

Dated 19 June 2018

Parties

Friday	Friday Investments Pty Limited ACN 010 677 102 of Level 10, 12 Creek Street, Brisbane, Queensland, 4000
Gehar	Gehar Pty. Ltd. ACN 006 166 472 of Suite 103, Level 1, 165 Walker Street, North Sydney, New South Wales, 2060
JMS	James Management Services Pty Ltd ACN 003 050 244 of Suite 103, Level 1, 165 Walker Street, North Sydney, New South Wales, 2060
Gainsdale	Gainsdale Pty Ltd ACN 008 971 499 of Suite 103, Level 1, 165 Walker Street, North Sydney, New South Wales, 2060
Trinity	Trinity Holdings Limited of PO Box 2033, Apia, Western Samoa

Background

- A. Friday, Gehar, JMS, Gainsdale and Trinity are parties to the Deed of Pre-Emption.
- B. Friday, Gehar, JMS, Gainsdale and Trinity have agreed to vary the Deed of Pre-Emption in the manner set out in this document.

Agreed terms

1 Definitions and interpretation

1.1 Definitions

In this document:

Term	Definition
Business Day	means a day that is not a Saturday, Sunday or public holiday in Brisbane, Queensland.
Continuing Parties	means Gehar, JMS and Gainsdale.
Deed of Pre-Emption	means the founders' deed of pre-emption made between Friday, Gehar, JMS, Gainsdale and Trinity dated 9 October 1995.

1.1 Interpretation

In this document:

- (a) a reference to a clause, schedule, annexure or party is a reference to a clause of, and a schedule, annexure or party to, this document and references to this document include any schedules or annexures;
- (b) a reference to a party to this document or any other document or agreement includes the party's successors, permitted substitutes and permitted assigns;
- (c) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (d) a reference to a document or agreement (including a reference to this document) is to that document or agreement as amended, supplemented, varied or replaced;
- (e) a reference to this document includes the agreement recorded by this document;
- (f) a reference to legislation or to a provision of legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
- (g) if any day on or by which a person must do something under this document is not a Business Day, then the person must do it on or by the next Business Day;
- (h) a reference to a person includes a corporation, trust, partnership, unincorporated body, government and local authority or agency, or other entity whether or not it comprises a separate legal entity; and
- (i) a reference to 'month' means calendar month.

2 Amendments

2.1 Amendments to Deed of Pre-Emption

The parties agree that:

- (a) item 1 of the Recitals of the Deed of Pre-Emption be deleted in its entirety and replaced with the following:
 - 1. *The Trusts have been established and each of Gehar, James Management Services and Gainsdale have been appointed trustees.*
- (b) item 3 of the Recitals of the Deed of Pre-Emption be deleted in its entirety;
- (c) clause 4.1.1 of the Deed of Pre-Emption be amended by deleting the following notice details in their entirety:

*Hirlway: 7 Watson Street
WILSTON QLD 4051
Attention: J Goldberg*

*Trinity: c/- Horwath & Horwath
Chartered Accountants*

GPO Box 1455
SYDNEY NSW 2001
Attention: Martin Bloom

- (d) clause 4.7(b) of the Deed of Pre-Emption be deleted in its entirety and replaced with the following:
- (b) *the Parties, or their successors and assigns, collectively holding less than thirty-five per cent (35%) of the total issued share capital of the Company at any time.*
- (e) clause 6.1 of the Deed of Pre-Emption be amended by deleting the definition of 'Shareholder' in its entirety and replacing it with the following:
- "Shareholder"** means each of Gehar, James Management Services and Gainsdale;
- (f) clause 6.1 of the Deed of Pre-Emption be amended by deleting the definition of 'Trustee' in its entirety and replacing it with the following:
- "Trustee"** means each of Gehar, James Management Services and Gainsdale.
- (g) the Schedule of the Deed of Pre-Emption be amended by deleting the following trust details in their entirety:

Goldburg Family Trust

Hirlway

2.2 Effect of amendments

The parties acknowledge and agree that the intention and effect of the amendments set out in clause 2.1 is to remove Friday and Trinity as parties to the Deed of Pre-Emption, such that on and from the date of this document, Friday and Trinity are no longer bound by the terms of the Deed of Pre-Emption.

3 Deed of Pre-Emption confirmed

In all other respects, the Continuing Parties confirm the terms of the Deed of Pre-Emption.

4 General

4.1 Amendments

This document may only be amended by written agreement between all parties.

4.2 Assignment

A party may only assign this document or a right under this document with the written consent of each party whose consent may not be unreasonably withheld.

4.3 Counterparts

This document may be signed in any number of counterparts. All counterparts together make one instrument.

4.4 No merger

The rights and obligations of the parties under this document do not merge on completion of any transaction contemplated by this document.

4.5 Further assurances

Each party must do all things necessary to give effect to this document and the transactions contemplated by it.

4.6 No waiver

- (a) The failure of a party to require full or partial performance of a provision of this document does not affect the right of that party to require performance subsequently.
- (b) A single or partial exercise of or waiver of the exercise of any right, power or remedy does not preclude any other or further exercise of that or any other right, power or remedy.
- (c) A right under this document may only be waived in writing signed by the party granting the waiver, and is effective only to the extent specifically set out in that waiver.

4.7 Governing law and jurisdiction

- (a) Queensland law governs this document.
- (b) Each party irrevocably submits to the non-exclusive jurisdiction of the Queensland courts and courts competent to hear appeals from those courts.

4.8 Severability

A clause or part of a clause of this document that is illegal or unenforceable may be severed from this document and the remaining clauses or parts of the clause of this document continue in force.

Execution

EXECUTED as a deed

Signed sealed and delivered
by
Friday Investments Pty Limited ACN 010 677 102
by:

^  _____
Director

^ Jennifer Margaret Goldberg
Full name of Director

^  _____
Director/Secretary

^ James Joseph Goldberg
Full name of Director/Secretary

Signed sealed and delivered
by
Gehar Pty. Ltd. ACN 006 166 472 by:

^ _____
Director

^ Susan Ida Harris
Full name of Director

^ _____
Director/Secretary

^ Geoffrey Leonard Harris
Full name of Director/Secretary

Signed sealed and delivered
by
James Management Services Pty Ltd
ACN 003 050 244 by:

^ _____
Director

^ William Manfred James
Full name of Director
Signed sealed and delivered

^ _____
Director/Secretary

^ Elizabeth James
Full name of Director/Secretary

Execution

EXECUTED as a deed

Signed sealed and delivered
by
Friday Investments Pty Limited ACN 010 677 102
by:

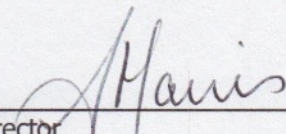
^ _____
Director

^ Jennifer Margaret Goldberg
Full name of Director

^ _____
Director/Secretary

^ James Joseph Goldberg
Full name of Director/Secretary

Signed sealed and delivered
by
Gehar Pty. Ltd. ACN 006 166 472 by:

^ _____
Director 

^ Susan Ida Harris
Full name of Director

^ _____
Director/Secretary

^ Geoffrey Leonard Harris
Full name of Director/Secretary

Signed sealed and delivered
by
James Management Services Pty Ltd
ACN 003 050 244 by:

^ _____
Director

^ William Manfred James
Full name of Director
Signed sealed and delivered
by:

^ _____
Director/Secretary

^ Elizabeth James
Full name of Director/Secretary

Execution

EXECUTED as a deed

Signed sealed and delivered
by
Friday Investments Pty Limited ACN 010 677 102
by:

^ _____
Director

^ _____
Jennifer Margaret Goldberg
Full name of Director

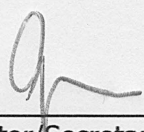
^ _____
Director/Secretary

^ _____
James Joseph Goldberg
Full name of Director/Secretary

Signed sealed and delivered
by
Gehar Pty. Ltd. ACN 006 166 472 by:

^ _____
Director

^ _____
Susan Ida Harris
Full name of Director

^ _____

Director/Secretary

^ _____
Geoffrey Leonard Harris
Full name of Director/Secretary

Signed sealed and delivered
by
James Management Services Pty Ltd
ACN 003 050 244 by:

^ _____
Director

^ _____
William Manfred James
Full name of Director

^ _____
Director/Secretary

^ _____
Elizabeth James
Full name of Director/Secretary

Signed sealed and delivered

Signed sealed and delivered

by
Gehar Pty. Ltd. ACN 006 166 472 by:

Director
Susan Ida Harris


Full name of Director

Director/Secretary
Geoffrey Leonard Harris


Full name of Director/Secretary

Signed sealed and delivered

by
James Management Services Pty Ltd
ACN 003 050 244 by:

Director

William Manfred James

Full name of Director

Director/Secretary

Elizabeth James

Full name of Director/Secretary

Signed sealed and delivered

by
Gainsdale Pty Ltd ACN 008 971 499
by:

Director
Judith Esther Turner

Full name of Director

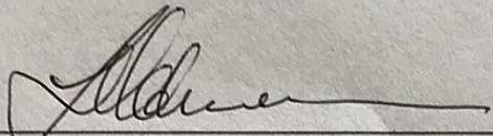
Director/Secretary
Graham Francis Turner

Full name of Director/Secretary

▲ _____
Director

▲ Judith Esther Turner
Full name of Director

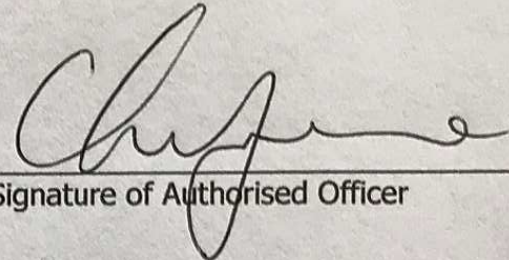
Signed sealed and delivered
by
Trinity Holdings Limited by its duly authorised
officer in the presence of:

▲ 
Signature of witness

▲ LESLEY COCEMAN
Name of witness (print)

▲ _____
Director/Secretary

▲ Graham Francis Turner
Full name of Director/Secretary

▲ 
Signature of Authorised Officer

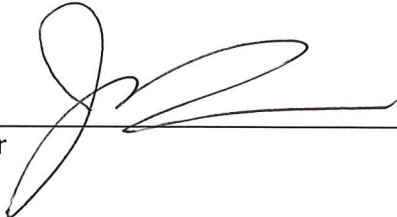
▲ Christopher Greive
Full name of Authorised Officer

▲ _____
Director
Office held

Signed sealed and delivered

by
Gainsdale Pty Ltd ACN 008 971 499
by:

▲ _____
Director



▲ Judith Esther Turner
Full name of Director

▲ _____
Director/Secretary



▲ Graham Francis Turner
Full name of Director/Secretary

Signed sealed and delivered
by
Trinity Holdings Limited by its duly authorised
officer in the presence of:

▲ _____
Signature of witness

▲ _____
Name of witness (print)

▲ _____
Signature of Authorised Officer

▲ Christopher Greive
Full name of Authorised Officer

▲ _____
Director
Office held