

TITLE:

**Communications and Continuous Disclosure
Policy**

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Flight Centre Travel Group (FCTG)

Communications and Continuous Disclosure Policy

Introduction

Commitment to disclosure

Flight Centre is committed to:

- a. complying with the continuous disclosure requirements contained in the Corporations Act and the ASX Listing Rules by ensuring that shareholders and the market are provided with full and timely information about the Company;
- b. preventing selective or unplanned disclosure of Price Sensitive Information; and
- c. ensuring that all security holders in Flight Centre have an equal opportunity to receive information issued by the Company.

Purpose

The purpose of this policy is to:

- a. record Flight Centre's commitment to continuous disclosure;
- b. ensure that Flight Centre adopts appropriate practices in respect of its continuous disclosure requirements as stated in Chapter 3 of the ASX Listing Rules; and
- c. establish a clear process to be followed for compliance with the Company's disclosure obligations.

Scope

The policy is to be applied to all Recipients.

Continuous Disclosure

Price Sensitive Information

Under the ASX Listing Rules and the Corporations Act, except in certain limited circumstances, Flight Centre must immediately announce all Price Sensitive Information to the ASX. This is generally known as the 'continuous disclosure obligation'.

Broadly, information is Price Sensitive Information if a reasonable person would expect the information to have a material effect on the price or value of Flight Centre's securities. Please refer to Appendix A for examples of information which may be Price Sensitive Information.

Where Flight Centre is relying on a continuous disclosure exception, appropriate confidentiality protocols must be adhered to. A leak of confidential information may deny Flight Centre the ability to withhold the disclosure.

Policy Adherence

The Flight Centre Board requires that all Recipients comply with this policy.

All Recipients are obligated to notify the Company Secretary of any breach or suspected breach of this policy.

A breach of this policy is serious and may lead to disciplinary action, which may include immediate termination of employment.

Responsibility

Responsibility for Flight Centre's continuous disclosure policy and procedure rests with the Managing Director or, in his or her absence, the Company Secretary.

The Managing Director has established a continuous disclosure consultation group (**Continuous Disclosure Consultation Group**), which is constituted by:

- a. the Chief Executive Officer (Managing Director);
 - a. the Chief Financial Officer (CFO);
 - b. Group General Counsel;
 - c. the Company Secretary; and
 - d. the Global Media and Investor Relations Manager.

Where time permits, the Continuous Disclosure Consultation Group is given the opportunity to review and comment on all Company announcements.

Decision making process

Where any potentially Price Sensitive Information is reported to a member of the Continuous Disclosure Consultation Group, the Continuous Disclosure Consultation Group member in possession of such information will inform the Managing Director, and the Managing Director will, in consultation with the Continuous Disclosure Consultation Group (as appropriate):

- a. review the information in question;
- b. determine whether any of the information is required to be disclosed to the ASX;
- c. decide whether to request a trading halt;
- d. determine whether the matter is a Board Matter and to refer any announcements relating to Board Matters to the Board for its consideration and approval in accordance with the relevant procedure set out below;
- e. coordinate the actual form of disclosure with the relevant members of management.

Where any information is reported to the Managing Director and it is determined that the circumstances are developing but the information is not presently disclosable, the [Global Media and Investor Relations Manager] must oversee the preparation of an appropriate draft announcement to facilitate immediate disclosure of the information if it later becomes disclosable (for example, as a result of confidentiality being lost through a 'leak').

Standing Agenda Items

A standing agenda item at all Flight Centre Board meetings is the consideration of whether any matters reported to or discussed at a Board meeting are required to be disclosed to the market pursuant to Flight Centre's continuous disclosure obligations. Continuous disclosure is also a standing agenda item at senior management meetings for the purpose of monitoring compliance with Flight Centre's obligations.

If management becomes aware of any information at any time that should be considered for release to market, it must be reported immediately to a member of the Continuous Disclosure Consultation Group. All General Managers/Business Unit Managers must ensure they have appropriate procedures in place within their areas of responsibility to ensure that all relevant information (i.e. any information that could be Price Sensitive Information) is reported to them immediately for on-forwarding to a member of the Continuous Disclosure Consultation Group in accordance with this policy.

Communications

Role of Communications and Investor Relations Manager

The Global Media and Investor Relations Manager has primary responsibility for preparing and developing Flight Centre's ASX announcements in conjunction with, and subject to the approval of, the Managing Director.

The Global Media and Investor Relations Manager will also monitor:

- a. reports about the Company in the mainstream media and other forums where the Company is usually discussed;
- b. media reports about significant drivers of the Company's business; and
- c. the Company's share price movements.

If any unusual or unexpected price movements or media coverage is identified, the Global Media and Investor Relations Manager will report that information to the Managing Director or Company Secretary.

Role of Company Secretary

Flight Centre has nominated the Company Secretary as the person with the primary responsibility for all communication with the ASX in relation to Listing Rule matters. In particular the Company Secretary is responsible for:

- a. liaising with the ASX in relation to continuous disclosure issues;
- b. ensuring that any proposed announcements that relates to a Board Matter is considered and approved by the Board in accordance with the relevant procedure set out below;
- c. the lodging of announcements with the ASX in relation to continuous disclosure matters;
- d. approving and lodging routine and administrative ASX filings;
- e. ensuring senior management are aware of this disclosure policy and related procedures, and of the principles underlying continuous disclosure;
- f. ensuring this disclosure policy is reviewed and updated periodically as necessary; and

maintaining an accurate record of all announcements sent to the ASX and all correspondence with ASIC in relation to Flight Centre's continuous disclosure obligations.

Role of the Board

Board approval and input will only be required in respect of announcements relating to Board Matters. The Company Secretary and Managing Director must ensure that any proposed announcement that relates to a Board Matter is considered by the Board and approved in accordance with the relevant procedure set out below.

Procedures

Issuing Announcements

Usual procedure for announcements

ASX announcements (other than ASX announcements that relate to Board Matters) are to be authorised for release by the Managing Director in accordance with the 'Decision making process' section above. After an announcement has been authorised for release by the Managing Director, it will be provided to the Company Secretary for release to the ASX.

Procedure for announcements for Board consideration and approval

The usual procedure for making disclosures under ASX Listing Rule 3.1 is the process outlined above.

Announcements relating to Board Matters are to be referred by the Company Secretary or Managing Director to the Board for the Board's consideration and approval.

Where an announcement is to be considered and approved by the Board in accordance with this procedure, the Company Secretary and Managing Director must ensure that the Board is provided with all relevant information necessary to ensure that it is able to fully appreciate the matters dealt with in the announcement.

No other announcement should be referred to the Board for approval.

In the event that an announcement to which this procedure applies must immediately be disclosed to the market in order for Flight Centre to comply with its continuous disclosure obligations, all reasonable effort must be made to have the announcement urgently considered and approved by the Board prior to the release. However, if such approval cannot be obtained in advance, the usual procedure for making disclosures set out above is to be followed to ensure compliance with the continuous disclosure laws. The announcement must then be considered by the Board at the first possible opportunity following its release to determine what, if any, further steps need to be taken by Flight Centre.

Release of ASX announcements

Announcements are to be released to the ASX through its electronic lodgement facility, ASX Online. ASX announcements are not to be made available to any third parties until confirmation of receipt has been received from the ASX.

All ASX announcements are circulated to the directors for their information and posted on the Flight Centre investor website www.flightcentrelimited.com/investor-and-media/asx-announcements as soon as practicable after the confirmation of receipt has been received from the ASX.

Authorised Spokespersons

The only authorised spokespersons for Flight Centre are the Chairman, Managing Director/Chief Executive Officer, Company Secretary and Global Media and Investor Relations Manager. Any other statements made by Recipients are to be approved by the Chairman, Managing Director/Chief Executive Officer, Company Secretary and Global Media and Investor Relations Manager.

Authorised spokespersons must not provide any Price Sensitive Information that has not already been announced to the market through the ASX nor make comment on anything that may have a material effect on the price or value of Flight Centre's securities.

Internal Communications

All internal communications are to be treated as such and not distributed to any parties other than those the communications are directed to or have been given permission by the author to be distributed to.

Analyst, Investor and Media Briefings

Flight Centre regularly conducts open briefings for analyst, investor and media groups to discuss information that has been announced to the market. This is part of an investor relations program designed by Flight Centre Group to facilitate effective two-way communication with investors. The program involves scheduled and ad hoc interactions with institutional investors, private investors, sell-side and buy-side analysts and the financial media.

During the period between the end of a reporting period and the announcement of the financial results, Flight Centre's policy is that it will not hold one-on-one briefings with members of the financial community to discuss financial information concerning Flight Centre and it will not hold open briefings to discuss anything other than information which has been announced to the ASX. Any proposed deviation from this policy must be approved in advance by the Managing Director and, if briefings or meeting are held during the blackout period, there must be no discussion of financial performance, forecasts or estimates unless the information has already been released to the ASX.

The global media and investor relations manager attends all investor briefings, in conjunction with the chief executive officer, chief financial officer or other senior executives, and maintains records of those briefings. Where presentation materials are used, those materials are made available to the market via the ASX and FLT's website.

During such briefings:

- a. there will be no discussion of Price Sensitive Information that has not been disclosed to the market;
- b. questions about Price Sensitive Information that has not been disclosed to the market will not be answered;
- c. if Price Sensitive Information is inadvertently announced during the briefing it will immediately be released to the ASX and placed on Flight Centre's website; and
- d. all materials used in the briefing will be available on Flight Centre's website before the briefing starts.

Flight Centre will advise the market in advance of open briefings via the ASX and Flight Centre's website, lodge all presentation materials with the ASX prior to the presentation commencing and place such information on Flight Centre's website promptly following completion of the briefing. Flight Centre may web cast its open briefings at the time they occur and if so, will keep a clearly dated historical archive record of the web cast for at least a 6 month period. This information will be retained by the Global Media and Investor Relations Manager.

Public speeches will often be categorised as open briefings and these will be lodged first with the ASX if they contain material Price Sensitive Information and will also be posted on Flight Centre's website.

The Global Media and Investor Relations Manager is responsible, including by liaising with the Company Secretary as appropriate, for ensuring the policy requirements in relation to open briefings are met.

Analysts Reports

Flight Centre recognises the importance placed on reports by stockbroking analysts. Any comment by Flight Centre to an analyst in relation to an analyst's report or financial projections should be confined to errors in factual information and underlying assumptions provided such comment of itself does not involve a breach of Flight Centre's continuous disclosure obligations.

The Global Media and Investor Relations Manager will maintain a record of analysts' earnings forecasts and provide a summary report of these forecasts to the CFO/Company Secretary on a regular basis.

The CFO will monitor the analysts' forecast earnings relative to the Company's own internal forecasts and any financial forecasts previously published by the Company. If the CFO becomes aware of a divergence which may have a material effect on the price or value of Flight Centre securities, the CFO will refer the matter immediately to the Managing Director for consideration as to whether an announcement should be made to the ASX in accordance with this policy.

During an analyst briefing, if the Company is concerned that the analyst's 'forecast' diverges from Flight Centre's internal expectations, then there is a risk that even a carefully scripted communication limited to previously disclosed information may be interpreted by the analyst as an 'upgrade' or 'downgrade' and thus amounts to 'selective disclosure'. Accordingly, analyst briefings should not be used to manage analyst's expectations. If necessary (e.g. consensus analyst forecasts diverge from Flight Centre's expectations) a public ASX release must be made.

Reporting Information

Recipients who become aware of information which may be Price Sensitive Information should immediately notify the Company Secretary (in the first instance) or other member of the Continuous Disclosure Consultation Group.

Appendix A contains further information on what may constitute Price Sensitive Information.

If a Recipient is unsure whether the information they have is Price Sensitive Information, the Recipient should notify the Company Secretary, who will consider the matter further. The Company Secretary may consult with other members of the Continuous Disclosure Consultation Group in deciding whether to refer the matter to the Managing Director or Board in accordance with this policy.

If the Company Secretary decides that the information is potentially Price Sensitive Information and relates to a Board Matter, the Company Secretary will refer the announcement to the Board for consideration and approval in accordance with the procedure set out under the heading 'Issuing Announcements' above. Once the Company Secretary has received formal confirmation from the ASX that the announcement can be released to other parties, the announcement will be placed on the Flight Centre website.

Trading Halts

The Managing Director, Chief Financial Officer or Chairman may request a trading halt as outlined above. The Company Secretary acting under the authority of at least one Director is also authorised to request a trading halt.

False Market

The Chief Financial Officer and Global Media and Investor Relations Manager will monitor movements in the price or trading activity of Flight Centre securities to identify circumstances in which a false market may have emerged in Flight Centre securities.

Flight Centre's general policy is that it does not respond to market speculation or rumours. However, the Managing Director or Board may decide to make a statement in response to market speculation or rumours if:

- a. they consider Flight Centre is obliged at that time to make a statement to the market about a particular matter;
- b. they consider it prudent in order to prevent or correct a false market occurring in Flight Centre securities; or
- c. ASX asks for information.

If the ASX asks the Company to give it information to correct or prevent a false market, the Company must give the ASX the information needed to correct or prevent the false market.

The ASX would consider that there is likely to be a false market in Flight Centre's securities in the following circumstance:

- a. the Company has information that has not been released to the market;
- b. there is reasonably specific rumour or media comment in relation to the Company that has not been confirmed or clarified by an announcement by the Company to the market; or
- c. there is evidence that the rumour or comment is having, or ASX forms a view that the rumour or comment is likely to have, an impact on the price of the Company's securities.

Electronic communication with shareholders

In addition to its continuous disclosure obligations, Flight Centre has a policy of seeking to keep shareholders informed through electronic communication. Under this policy, Flight Centre seeks to:

- a. provide a comprehensive and up to date website which includes copies of all material information lodged with the ASX (including announcements and financial information) as well as other Company information (as set out in Appendix B). The website also provides a facility for shareholders to direct enquires to the Company;
- b. place all relevant announcements, briefings and speeches made to the market or media on the website;
- c. advise the market in advance of open briefings to institutional investors and stockbroking analysts via the ASX and the website, lodge all presentation materials with the ASX prior to the presentation commencing, and place such information on the website promptly following completion of the briefing;
- d. place full text of notices of meeting, and accompanying explanatory notes on the Flight Centre website.

Providing as much information as possible to shareholders through electronic means reinforces the importance of ensuring that executives clearly understand Flight Centre's continuous disclosure obligations and that the procedures set out in this policy are adhered to. This in turn assists in ensuring that all

appropriate material information is identified and released to the market and Flight Centre's shareholders in accordance with Flight Centre's continuous disclosure obligations.

Company's share registry

Shareholders are able to access information relevant to their holding via the Company share registry website, www.computershare.com/au. Shareholders who do not have access to the internet should contact the Company's share registry with any enquiries relating to their shareholdings or alternatively contact the Company secretary via phone on (07) 3170 7979.

Annual general meetings

To facilitate and encourage participation at meetings of security holders, shareholders are encouraged to supply, prior to the annual general meeting (**AGM**), any questions of the Board so that these can be addressed at the meeting.

The chairman will also provide reasonable time following the consideration of reports for questions and comment on relevant matters.

The chairman's address and any address by the Managing Director will be released to the market immediately prior to the commencement of the AGM. It will be available to shareholders via the Company's website in the same manner as other ASX announcements.

Miscellaneous

Other information

The Company's website will also contain the information set out at Appendix B.

Definitions

In this policy:

Term	Definition
ASX	means the ASX Limited ACN 008 624 691.
Board	means the board of Directors of Flight Centre.
Board Matter	<p>means a matter that is clearly within the reserved powers of the Board (and responsibility for which has not been delegated to management) or matters that are otherwise of fundamental significance to the Company. Such matters will include:</p> <ul style="list-style-type: none"> significant profit upgrades or downgrades; dividend policy or decisions; company-transforming events; and any other matters that are determined by the Managing Director, Company Secretary or Chairman to be of fundamental significance to the Company.

Chairman	means the chairman of the Board.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of Flight Centre.
Flight Centre or Company	means Flight Centre Travel Group Limited ACN 003 377 188.
Flight Centre Group	means Flight Centre and any subsidiary or related body corporate.
Price Sensitive Information	means any information about Flight Centre which a reasonable person would expect to have a material effect on the price or value of Flight Centre's securities (refer to Appendix A for examples of what may constitute Price Sensitive Information).
Recipient	means Directors, officers, senior executives, employees, contractors and consultants of the Flight Centre Group.

Interpretation

Concepts not defined in this policy which are given a meaning in the Corporations Act have the same meaning as in the Corporations Act. References to shareholders in this policy include, where appropriate, holders of a beneficial interest in the Company.

This policy was adopted by the Board at the meeting of 28 May 2020

Policy Title:

Communications and Continuous Disclosure Policy

Approved:

Graham Turner, Managing Director

David Smith, Company Secretary

Flight Centre Travel Group Limited Board

Appendix A

Price Sensitive Information

ASX Listing Rule 3.1 requires that Flight Centre must immediately notify the ASX of any information the Company becomes aware of concerning itself that a reasonable person would expect to have a material effect on the price or value of Flight Centre's securities (Price Sensitive Information).

A reasonable person is taken to expect information to have a 'material effect' on the price or value of securities if it would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell the securities.

Materiality must be assessed having regard to all the relevant background information, including past announcements that have been made by Flight Centre and other generally available information. Strategic or reputational matters clearly have the potential to be very significant issues for Flight Centre. They can be just as important as (or even more important than) financial and other 'quantifiable' matters.

Flight Centre may withhold disclosure of Price Sensitive Information where each of the following are satisfied:

- a. a reasonable person would not expect the information to be disclosed;
- b. the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
- c. one or more of the following applies:
 - i. it would be a breach of a law to disclose the information;
 - ii. the information concerns an incomplete proposal or negotiation;
 - iii. the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - iv. the information is generated for internal management purposes; or
 - v. the information is a trade secret.

Examples of Price Sensitive Information

Examples of information which may constitute Price Sensitive Information include, but are not limited to:

- a. a change in Flight Centre's financial forecast or expectation;
- b. a possible acquisition or sale of any assets by Flight Centre;
- c. a possible change in Flight Centre's capital structure;
- d. a recommendation or declaration of a dividend or other distribution;
- e. the appointment of a receiver, manager, liquidator or administrator in respect of any loan, trade credit, trade debt, borrowing or securities held by Flight Centre or any of its subsidiaries;
- f. senior management changes;
- g. an agreement between Flight Centre (or a related party or subsidiary) and a Director (or related party of the Director);
- h. a change in accounting policy adopted by Flight Centre;
- i. any rating applied by a rating agency to Flight Centre or the securities of Flight Centre, and any change to such a rating;
- j. a proposed change to Flight Centre's auditor;
- k. development of a new product; and
- l. any possible claim against Flight Centre or other unexpected liability (including a possible breach of any of Flight Centre's banking covenants).

Appendix B

Information that the Company's website will contain:

As well as the information specified above in the section headed 'Electronic communication with shareholders', the Company's website will contain:

- a. the names, photographs and brief biographical information for each of its directors and senior executives;
- b. links to its constitution, and the charters of the Board and each of the Board's committees;
- c. a statement of Flight Centre's values;
- d. its corporate governance policies and its other corporate governance materials;
- e. copies of its periodic corporate reports, ASX announcements and Notices of Meeting;
- f. copies of any documents tabled or otherwise made available at those security holder meetings and, if the Company keeps them, webcasts and/or transcripts of those meetings;
- g. copies of any materials distributed at investor or analyst presentations and, if the Company keeps them, webcasts and/or transcripts of those presentations;
- h. an overview of the Company's current business;
- i. a description of how the Company is structured;
- j. a summary of the Company's history;
- k. a key events calendar showing the expected dates in the forthcoming year for:
 - 1. results presentations and other significant events for investors and analysts;
 - 2. the AGM;
 - 3. books closing dates for determining entitlements to dividends or distributions;
 - 4. ex-dividend and payment dates for dividends or distributions;
- l. once they are known, the time, venue and other relevant details for results presentations and the AGM;
- m. historical information about the market prices of the Company's securities;
- n. a description of the Company's dividend or distribution policy;
- o. information about the Company's dividend or distribution history;
- p. copies of any media released the Company makes;
- q. contact details for enquiries from shareholders, analysts or the media;
- r. contact details for the Company's share registry; and
- s. links to download key security holder forms, such as transfer and transmission forms, dividend or distribution reinvestment plan forms etc.