Form 605

Corporations Act 2001 Section 671B

Notice of ceasing to be a substantial holder

To_Company Name/Scheme	FLIGHT CENTRE TRAVEL GROUP LIMITED	
ACN/ARSN	003 377 188	
1. Details of substantial hold	er (1)	
Name	State Street Corporation and subsidiaries named in Annexures to this form	
ACN/ARSN (if applicable)		
The holder ceased to be a subs	stantial holder on $19/09/2023$	
The previous notice was given	to the company on $13/09/2023$	
The previous notice was dated	<u>11/09/2023</u>	

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
Annexure					
B & C					

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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

4. Addresses

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

Name	Address
Annexure A	

Signature

print name	Alok Maheshwary	capacity	Authorised signatory
sign here	the blocked	date	21/09/2023

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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.

- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure A referred to in Form 605 Notice of ceasing to be a substantial holder

the blackert

____ 21 September 2023

Alok Maheshwary Authorised Signatory

4. Addresses

Name	Address
STATE STREET GLOBAL ADVISORS LIMITED	20 Churchill Place, London, England, E14 5HJ, United Kingdom
STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED	Level 15, 420 George Street, Sydney NSW 2000, Australia
STATE STREET GLOBAL ADVISORS, INC.	1 Iron Street, Boston MA 02210, United States
STATE STREET BANK AND TRUST COMPANY	One Congress Street, Suite 1, Boston MA 02114, United States

This is Annexure B referred to in Form 605 Notice of ceasing to be a substantial holder

Alok Maheshwary Authorised Signatory 21 September 2023

2. Changes in relevant interests

	1	Date of Change	Person whose relevant interest changed	Nature of Change	Consideration given in relation to Change	Class and number of	of Securities affected	Person's Votes affected
		15-Sep-2023	STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED					4,873 30,049
		15-Sep-2023	STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED	Purchase	20.14	Ordinary	152	152
No. No. <td></td> <td>15-Sep-2023</td> <td>STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED</td> <td>Sale</td> <td>20.14</td> <td>Ordinary</td> <td>(58,139)</td> <td>(58,139) 43,122</td>		15-Sep-2023	STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED	Sale	20.14	Ordinary	(58,139)	(58,139) 43,122
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		14-Sep-2023	STATE STREET BANK AND TRUST COMPANY			Ordinary	(97)	(97)
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		19-Sep-2023	STATE STREET BANK AND TRUST COMPANY		n/a	Ordinary	(132)	(132)

19-Sep-2023 STATE STREET BANK AND TRUST COMPANY	Return of securities under a securities loan by THE UBS GROUP - Refer Part A of	n/a	Ordinary	(18,044)	(18,044)
	Annexure C				
19-Sep-2023 STATE STREET BANK AND TRUST COMPANY	Return of securities under a securities loan by THE BANK OF AMERICA GROUP - Refer	n/a	Ordinary	(1,599)	(1,599)
	Part A of Annexure C				
19-Sep-2023 STATE STREET BANK AND TRUST COMPANY	Return of securities under a securities loan by THE UBS GROUP - Refer Part A of Annexure C	n/a	Ordinary	(5,093)	(5,093)
19-Sep-2023 STATE STREET BANK AND TRUST COMPANY	Return of securities under a securities loan by THE GOLDMAN SACHS GROUP - Refer Part A of Annexure C	n/a	Ordinary	(3,518)	(3,518)
19-Sep-2023 STATE STREET BANK AND TRUST COMPANY	Return of securities under a securities loan by THE GOLDMAN SACHS GROUP - Refer Part A of Annexure C	n/a	Ordinary	(3,229)	(3,229)
13-Sep-2023 STATE STREET BANK AND TRUST COMPANY	Return of securities under a securities loan by THE CREDIT SUISSE GROUP - Refer Part A of Annexure C	n/a	Ordinary	(1,557)	(1,557)
14-Sep-2023 STATE STREET BANK AND TRUST COMPANY	Lending securities under a securities loan to THE J.P. MORGAN CHASE GROUP - Refer Part A of Annexure C	n/a	Ordinary	1,077	1,077
19-Sep-2023 STATE STREET BANK AND TRUST COMPANY	Return of securities under a securities loan by THE UBS GROUP - Refer Part A of Annexure C	n/a	Ordinary	(21,315)	(21,315)
19-Sep-2023 STATE STREET BANK AND TRUST COMPANY	Return of securities under a securities loan by THE BANK OF AMERICA GROUP - Refer Part A of Annexure C	n/a	Ordinary	(893)	(893)
19-Sep-2023 STATE STREET BANK AND TRUST COMPANY	Return of securities under a securities loan by THE UBS GROUP - Refer Part A of Annexure C	n/a	Ordinary	(42,934)	(42,934)
12-Sep-2023 STATE STREET BANK AND TRUST COMPANY	Return of securities under a securities loan by THE GOLDMAN SACHS GROUP - Refer Part A of Annexure C	n/a	Ordinary	(44)	(44)
12-Sep-2023 STATE STREET BANK AND TRUST COMPANY	Return of securities under a securities loan by THE GOLDMAN SACHS GROUP - Refer Part A of Annexure C	n/a	Ordinary	(645)	(645)
14-Sep-2023 STATE STREET BANK AND TRUST COMPANY	Return of securities under a securities loan by THE J.P. MORGAN CHASE GROUP - Refer Part A of Annexure C	n/a	Ordinary	(1,077)	(1,077)
12-Sep-2023 STATE STREET BANK AND TRUST COMPANY	Return of securities under a securities loan by THE GOLDMAN SACHS GROUP - Refer Part A of Annexure C	n/a	Ordinary	(23,350)	(23,350)
14-Sep-2023 STATE STREET BANK AND TRUST COMPANY	Return of securities under a securities loan by THE MORGAN STANLEY GROUP - Refer Part A of Annexure C	n/a	Ordinary	(400,000)	(400,000)
19-Sep-2023 STATE STREET BANK AND TRUST COMPANY	Return of securities under a securities loan by THE BANK OF AMERICA GROUP - Refer Part A of Annexure C	n/a	Ordinary	(18,427)	(18,427)
19-Sep-2023 STATE STREET BANK AND TRUST COMPANY	Return of securities under a securities loan by THE UBS GROUP - Refer Part A of Annexure C	n/a	Ordinary	(128,482)	(128,482)
19-Sep-2023 STATE STREET BANK AND TRUST COMPANY	Return of securities under a securities loan by THE UBS GROUP - Refer Part A of Annexure C	n/a	Ordinary	(3,782)	(3,782)
19-Sep-2023 STATE STREET BANK AND TRUST COMPANY	Lending securities under a securities loan to THE BANK OF AMERICA GROUP - Refer Part A of Annexure C	n/a	Ordinary	989	989
12-Sep-2023 STATE STREET BANK AND TRUST COMPANY	Lending securities under a securities loan to THE GOLDMAN SACHS GROUP - Refer Part A of Annexure C	n/a	Ordinary	596	596

Annexure C

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______ 21 September 2023 Alok Maheshwary

Authorised Signatory

2. Changes in relevant interests

State Street Bank and Trust Company will, if requested by the company or responsible entity to whom this form must be given under the Corporations Act 2001 (Cth) or if requested by the Australian Securities and Investment Commission (ASIC), provide a copy of the master securities lending agreement/s and security agreement/s referred to below to the company, responsible entity or ASIC.

Part A: For relevant interests arising out of lending securities - State Street Bank and Trust Company acquires relevant interest as lender of the securities under securities lending authorisation agreement, subject to obligation to return under the agreement. (State Street Bank and Trust Company has lent the securities and retains relevant interest as per Part B of this Annexure.)

	Securities Lending Authorisation Agreement/ Global Master Securities Lending Agreement/ Securities Loan Agreement
Type of agreement	
Parties to agreement	(1) State Street Bank and Trust Company
Parties to agreement	(2) The entity referred to in the relevant part of Annexure B to this notice
	(1) No
Can the parties exercise voting rights attaching to the securities?	(2) Yes. (Borrower has the right to vote, but may on-lend securities)
	(1) Only if instructed to by the borrower
If yes, in what circumstances	(2) As determined by the owner of the securities
Transfer date	The dates on which the securities were delivered by State Street Bank and Trust Company as lender are set out in
Transfer date	Annexure B to this notice
Scheduled return date	No scheduled return date
Does the borrower have the right to return the securities early?	No scheduled return date. Borrower can return securities or equivalent securities at any time subject to giving notice
If yes, in what circumstances	Borrower can return securities or equivalent securities at any time subject to giving notice
Does the lender have the right to recall the securities early (ie before the scheduled return	No scheduled return date. Lender can require return of securities or equivalent securities at any time subject to giving
(date)?	notice
If yes, in what circumstances	Lender can require return of securities or equivalent securities at any time subject to giving notice
Are there any circumstances in which the borrower is not required to return securities or	No
equivalent securities on settlement?	
If yes, detail any exceptions	n/a

Part B: For relevant interests arising out of lending securities - State Street Bank and Trust Company acquires a relevant interest in securities through taking a security interest ("title transfer") over the securities as collateral to secure a securities loan. (See Part A of this Annexure for securities loan details.)

ing of agreement	Global Master Securities Lending Agreement
pe of agreement	Securities Lending Authorisation Agreement
arties to agreement	(1) State Street Bank and Trust Company
a ties to agreement	(2) The entity referred to in the relevant part of Annexure B to this notice
an the narries everyise voting rights attaching to the securities?	(1) Yes, but only if the borrower defaults and ownership is enforced
and the parties exercise voting rights attaching to the secondes:	(2) Yes
	(1) Only if the borrower defaults and ownership is enforced
yes, in what circumstances	(2) In accordance with ordinary rights as registered holder, either directly or through nominee holder
ansfer date	The dates on which the securities were transferred, as indicated in Annexure B to this notice
heduled return date	No scheduled return date. Securities collateral is returned on termination of related securities loan
nes the borrower have the right to have the securities returned early?	No scheduled return date. Securities collateral is returned on termination of related securities loan or the provision of
	alternative collateral
ves in what circumstances	At any time subject to returning the borrowed securities or equivalent securities or providing alternative collateral
	No, assuming the borrower returns the borrowed securities or equivalent securities
n settlement?	
ves, detail any exceptions	n/a (lender must return securities collateral if the borrower returns the borrowed securities or equivalent securities)
21	······
	re of agreement arties to agreement an the parties exercise voting rights attaching to the securities? ves, in what circumstances ansfer date heduled return date bes the borrower have the right to have the securities returned early? yes, in what circumstances re there any circumstances in which the lender is not required to return securities collateral