FLIGHT CENTRE TRAVEL GROUP™

REMUNERATION AND NOMINATION COMMITTEE CHARTER

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1. INTRODUCTION

1.1 Remuneration and Nomination Committee

The Remuneration and Nomination Committee's (**Committee**) primary objective is to assist the Board to implement appropriate and relevant remuneration policies and practices that fairly and responsibly reward management and senior executives having regard to performance, the law and principles of good corporate governance.

The objective of the Flight Centre Group's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. Underpinning this framework is the core philosophy of "ownership by our people", which allows employees to invest in their own success. The framework aligns executive reward with achievement of strategic objectives and the creation of shareholder value, and conforms to market practice for reward delivery.

The Committee is also responsible for assisting the Board in identifying appropriate individuals who are qualified to become Board members and for developing procedures and measures to ensure that Flight Centre Travel Group Limited Diversity Policy is implemented appropriately.

1.2 Role and Responsibilities

The Committee's main role and responsibilities are:

(a) to review and approve the remuneration policies of the Flight Centre Group;

(b) to make recommendations to the Board in relation to the remuneration of the Managing Director and Non-executive Directors of Flight Centre;

(c) to review and make recommendations to the Board on corporate goals and objectives relevant to the remuneration of the Managing Director, and the performance of the Managing Director in light of these objectives;

(d) to approve remuneration packages for Flight Centre Group executives (**Group Executives**);

(e) to oversee succession planning for Group Executives and other senior executives;

(f) to review and make recommendations to the Board in relation to equity based plans;

(g) to review returns and approve material changes to the Business Ownership Scheme (**BOS**);

(h) to oversee general remuneration practices across the Flight Centre Group;

(i) to assist the Board in identifying appropriately skilled and qualified employees, senior management and Board candidates; and

(j) to assist the Board with developing, overseeing the implementation of, and ongoing monitoring of Flight Centre Travel Group Limited Diversity Policy.

2. MEMBERSHIP

The members of the Committee are Mr Rob Baker, Mr Gary Smith, Ms Colette Garnsey, Ms Kirsty Rankin and the Chairman of the Committee is Mr John Eales.

The Committee should consist of not less than three Directors of Flight Centre Travel Group Limited, comprised of two Independent Directors (free from a relationship that could materially interfere with the exercise of his or her independent judgment as a member of the Committee).

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The Chairman of the Committee is to be an Independent Director as elected by the members of the Committee from time to time.

3. MEETINGS

3.1 Committee Meetings

The Committee will meet at least twice a year. A quorum will be two members.

Senior executives and other external parties may be invited to attend meetings but should not be directly involved in deciding their own remuneration. Other Board members are entitled to attend Committee meetings and will receive copies of the Committee's papers.

3.2 Secretary

The secretary of the Committee will be the FCTG Chief Financial Officer or his or her designated representative. The secretary will be responsible for circulating the agenda and supporting documentation in advance of each meeting, and preparing and circulating the minutes of meetings to members of the Committee and the Board after each meeting.

3.3 Conduct at Meetings

The Committee may adopt rules for the conduct of its affairs, provided only that they are not inconsistent with the philosophies of the Flight Centre Group, this charter or any resolution of the Board.

4. REPORTING

4.1 General Reporting Obligations

The Committee will update the Board regularly about its activities. The Chairman of the Committee will report to the Board, at the Board meeting next following a meeting of the Committee, on any matters under consideration by it.

Any relevant matters deemed to be of major importance, as determined by the Committee should be referred to the Board for its attention.

4.2 Specific Reporting Obligations

The Committee will prepare any reports required by law or the ASX Listing Rules or requested by the Board including relevant sections of Flight Centre's annual report and other documents. In particular, the Committee will be responsible for preparing and reporting on:

(a) Flight Centre Travel Group Limited Diversity Policy (including any measurable objectives set by the Board for achieving its diversity goals);

(b) the percentage of men and women within the Flight Centre Group, including specific details of:

  (i) the proportion of women employees in the Flight Centre Group;

  (ii) the number of women in senior executive positions; and

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(iii) the number of women on the Board; and

(c) the mix of skills and diversity which the Board is looking to achieve in membership of the Board.

The Committee will be responsible for determining the most appropriate method to present this information to ensure that it is accurate and does not falsely represent the participation of men and women within the Flight Centre Group.

4.3 Disclosure of Board Selection Process

The Committee will assist the Board in promoting transparency of the Board candidate selection and nomination process by preparing a summary for inclusion in the Flight Centre Travel Group Limited annual report.

Information in the annual report on the Board selection process should include:

(a) details as to the use by Flight Centre Travel Group Limited of a Board skills matrix to identify any gaps in the skills, diversity and experience of the Board;

(b) the process by which candidates are identified and selected, including whether professional intermediaries are used to identify and assess candidates;

(c) the steps taken to ensure a diverse range of candidates is considered; and

(d) the factors taken into account in the selection process.

5. ROLE AND RESPONSIBILITIES – REMUNERATION

The specific role and responsibilities of the Committee include the following:

5.1 Executive Remuneration Policy

(a) Approve the policy for the remuneration of the Managing Director, Group Executives and other members of senior management, including incentive arrangements, superannuation and any amendments to that policy proposed by management.

(b) Review the ongoing appropriateness and relevance of the Flight Centre Travel Group Limited remuneration policy and ensure that:

(i) Flight Centre Travel Group Limited complies with its obligations regarding disclosure of remuneration;

(ii) the policy motivates executives to pursue the long term growth and success of Flight Centre Travel Group Limited within an appropriate control framework;

(iii) the policy demonstrates a clear relationship between individual performance and remuneration; and

(iv) the policy involves an appropriate balance between fixed and variable remuneration, reflecting the short and long term performance objectives appropriate to Flight Centre Travel Group Limited circumstances and goals.

(c) Review and make recommendations to the Board on the recruitment, retention and termination policies and procedures for the Managing Director, Group Executives and other senior executives and employees of Flight Centre Travel Group Limited.

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5.2 Managing Director

(a) Review and make recommendations to the Board on the entire specific contractual and remuneration arrangements for the Managing Director having regard to the executive remuneration policy, including:
   (i) base pay and benefits;
   (ii) short term remuneration targets and outcomes (including performance targets);
   (iii) superannuation arrangements;
   (iv) any termination payments; and
   (v) the development of any equity based plan to apply to the Managing Director.

(b) Evaluate and make recommendations to the Board on the performance of the Managing Director in light of his or her goals and objectives.

(c) Determine the outcome of any performance hurdles in relation to any equity based plan in which the Managing Director may participate, and provide written notification to the Managing Director of any such performance determination.

5.3 Group Executives

(a) Approve the entire specific individual contractual and remuneration arrangements for Group Executives and other executives who report directly to the Managing Director having regard to the executive remuneration policy, including:
   (i) base pay and benefits such as superannuation contributions;
   (ii) short and long term performance incentives; and
   (iii) other incentives through participation in the BOS program, Flight Centre Employee Option Plan, Senior Executives Option Plan and Employee Share Plan.

(b) Meet twice a year to assess the past performance of the Group, the Group Executives and other senior executives for the purpose of performance evaluation.

(c) Receive and review annually reports on management succession planning for Group Executives and other senior executives.

5.4 Remuneration of Non-Executive Directors

(a) Review and make recommendations to the Board on remuneration policies for Non-executive Directors (as well as Non-executive Directors of subsidiary boards).

(b) Review Non-executive directors' fees and payments to ensure that such fees reflect the position's demands and responsibilities and are reviewed annually by the Board.

(c) Ensure that the Flight Centre Travel Group Limited Chairman's fees are determined independently from the fees of Non-executive Directors. The Chairman must not be present at any discussions relating to determination of his own remuneration.

(d) Ensure that Non-executive Directors do not participate in any equity based plans.

(e) Ensure that Non-Executive Directors receive no additional retirement benefits other than the statutory requirements.

5.5 BOS

Review any material changes to the design of the BOS program for approval by the Board and ensure compliance with applicable laws, BOS policies and guidelines.

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5.6 Equity Based Plans

(a) Review the design of all equity based plans for approval by the Board.

(b) Keep all equity based plans under review in the light of legislative, regulatory and market developments. Executives are eligible to participate in the Flight Centre Employee Share Plan, in line with conditions for all staff generally. Flight Centre Travel Group Limited believes it is important for its people to see the business they run as their business and, accordingly, offers the plan to provide employees with the opportunity to take ownership by investing in Flight Centre Travel Group Limited shares.

(c) Review and approve total proposed awards under each equity based plan, including the issue of Flight Centre shares for any equity based plan.

(d) Approve policies in relation to minimum shareholding requirements (being the minimum number of shares that must be held by employees in their own name and beneficially) for the purposes of any equity based plans.

5.7 General Remuneration Across the Flight Centre Group

(a) Approve the Remuneration Matrix and Retainer or Incentive Ratios as part of the Flight Centre annual business plan based on consideration of pre-determined business performance indicators.

(b) Review at each meeting the remuneration trends across the Flight Centre Group of the Top 100 employee's by EGM Region.

(c) Be aware of and advise the Board on any major changes in employee benefit structures across the Flight Centre Group.

(d) Approve remuneration arrangements outside of policy relating to individuals or groups of individuals which are significant because of their sensitivity, precedent or disclosure implications.

6. ROLE AND RESPONSIBILITIES – NOMINATION

The specific role and responsibilities of the Committee include the following:

(a) Ensure that the Flight Centre Group undertakes appropriate checks before appointing a person, or putting forward to its shareholders a candidate for election as a director, including checks as to a candidate's character, expertise, education, criminal record and bankruptcy history.

(b) Ensure that the Flight Centre Group has a written agreement with each director and senior executive setting out the terms of his or her employment.

(c) Review and recommend to the Board the size and composition of the Board and the criteria for Board membership.

(d) Assist the Board in developing a skills matrix to identify the necessary and desirable competences of Board members and to maintain an appropriate mix of skills, experience, expertise and diversity on the Board (the current skills matrix is set out as an annexure of this charter).

(e) Establish whether to nominate a further director where a Board position becomes available or where additional skills may be required at Board level.

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(f) Assist the Board in identifying appropriate individuals as potential candidates for Board membership and re-election.

(g) Interview candidates for Board positions from a shortlist prepared by a professional recruiting firm.

(h) Ensure that the diversity profile identified by the Board is a factor that is taken into account in the selection and appointment of qualified employees, senior management and Board candidates.

(i) Ensure that the Flight Centre Group provides its shareholders with all material information relevant to a decision about whether or not to elect or re-elect a director (including information regarding independence).

(j) Consider and implement strategies to expand the pool of qualified candidates to select from.

(k) Develop a process for the evaluation of the performance and independence of the Board, its committees and individual Directors and implement a process to identify, assess and enhance the skill set of Directors.

(l) Ensure that an appropriate induction program is put in place for new employees, senior management and Board members and review this program as required.

(m) Review and make recommendations in relation to the Diversity Policy or other corporate governance issues as may be requested by the Board from time to time.

7. MISCELLANEOUS

7.1 Review

The Board will, at least annually, review the membership and charter of the Committee to ensure that it remains relevant and appropriate to the Flight Centre Group, to determine the effectiveness of the Committee, and to make changes to this charter as necessary.

The Board may obtain independent advice where it considers that such advice is necessary or appropriate.

7.2 Delegation

The Committee may delegate some or all of its duties and responsibilities to the Chairman of the Committee, the Chairman of the Board or a sub-committee.

7.3 Related Charters, Policies and Procedures

- Diversity Policy
- Equal Employment Opportunity Policy

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8. DEFINITIONS AND INTERPRETATION

8.1 Definitions

Term	Definitions
ASX	means the ASX Limited ACN 008 624 691.
Board	means the board of Directors of Flight Centre.
Corporations Act	means the Corporations Act 2001 (Cth).
Director	means a director of Flight Centre.
Diversity	has the meaning given to that term in the Diversity Policy.
Diversity Policy	means the diversity policy adopted by the Board.
Flight Centre	means Flight Centre Travel Group Limited ACN 003 377 188.
Flight Centre Group	means Flight Centre and any subsidiary or related body corporate.

8.2 Interpretation

Concepts not defined in this charter which are given a meaning in the Corporations Act have the same meaning as in the Corporations Act.

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DOCUMENT DETAILS

This document is effective from 31 August 2026.

Related Documents

- Board Charter
- Audit and Risk Committee Charter
- Communications and Continuous Disclosure Policy
- Constitution of Flight Centre Travel Group
- Corporate Governance Statement
- Diversity Policy
- Equal Employment Opportunity Policy
- Related Party Policy
- Share Trading Policy

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