

webjet limited



2024

Notice of Annual General Meeting.

Notice of Annual General Meeting and Explanatory Statement.

Notice is given that the Annual General Meeting of members (**Shareholders**) of Webjet Limited ACN 002 013 612 (**Company** or **Webjet**) will be held on **Thursday, 29 August 2024** at **9:00am** (Melbourne time).

Shareholders may either attend in person at Webjet's corporate office situated at Level 2, 509 St Kilda Road, Melbourne, Victoria, or virtually via the Computershare online platform by following the instructions contained in this Notice of Meeting.

Webjet Limited

ABN 68 002 013 612

Dear Shareholder,

Annual General Meeting

The Board of Directors of Webjet Limited cordially extends an invitation to you to join Webjet Limited's Annual General Meeting (**AGM**) at 9:00am (Melbourne time) on Thursday, 29 August 2024. Registration will open from 8:30am (Melbourne time).

This year Webjet Limited will hold a hybrid AGM, both in-person at Webjet Limited's corporate office at Level 2, 509 St Kilda Road, Melbourne, Victoria, as well as virtually through an online platform (<https://meetnow.global/MNVP4U2>) for those who prefer to attend remotely or are not able to attend in-person. The online platform will enable Shareholders to view the meeting, ask questions (in writing and orally) in relation to the business of the meeting and vote in real time.

FY24 Financial Performance

Webjet Limited continued its strong recovery in FY24, with key metrics showing a significant uplift over the prior year. As reported in this year's annual report, our FY24 statutory net profit after tax was \$72.7 million, up from last year's \$14.5 million result. Earnings per share were 18.9 cents, a 15.1 cent increase over FY23. This uplift was driven by a 21% increase in Bookings to 8.7 million, a 29% increase in Total Transaction Value to \$5.6 billion, and a 29% increase in Revenue to \$472 million. Costs remained contained while still allowing the businesses to scale effectively. Underlying and Statutory EBITDA increased respectively by 40% to \$188 million and 66% to \$191 million. Group revenue margin remained constant at 8.4% while Group EBITDA margin improved 290 basis points to 39.9%.

Our B2B hotels platform, WebBeds, continued its strong performance, ably supported by our B2C division with Webjet OTA performing well in the face of continuing structural change in the way airlines distribute their fares. We remain convinced that B2B will be the engine of growth for many years, and that the best is yet to come.

AGM Resolutions

This year's resolutions include the adoption of the Remuneration Report, re-election of Non-executive Directors, and approval of equity grants to the Managing Director under the Company's Long-Term Incentive Plan.

Resolution 1 relates to the adoption of the Remuneration Report set out in the Annual Report of the Company for the financial year ended 31 March 2024.

Resolutions 2 and 3 relate to the re-election of Denise McComish and myself as Non-executive Directors of Webjet Limited. Ms McComish chairs the Audit Committee and is a member of the Risk Committee and I am the Non-executive Chair and a member of the Risk Committee, Audit Committee¹ and Remuneration and Nomination Committee.² The Board unanimously endorses both re-elections. Additional information on our backgrounds and the rationale for our appointments is summarised in the Explanatory Statement.

Resolution 4 seeks approval for the issue of Plan Securities to the Managing Director, Mr John Guscic, under the Company's Long-Term Incentive Plan (**Plan**).

Enclosed with this letter are both the Notice of Meeting and Explanatory Statement, which contain more detailed information in respect of the business of the AGM and voting procedures. Shareholders who do not intend to attend the Meeting can lodge their proxy vote by mail, facsimile or online as explained on page 6 of the Notice of Meeting. Your proxy vote must be received by no later than 9:00am (Melbourne time) on 27 August 2024 to be valid.

We look forward to engaging with Shareholders at the AGM, and I hope you will participate in the meeting in-person, via the online platform, or via the lodgement of your proxy form.

Yours sincerely,



Roger Sharp
Chair, Webjet Limited

^{1,2} Temporary role until additional Non-executive Directors are appointed.

Notice of Annual General Meeting.

Notice is given that the Annual General Meeting of the members (**Shareholders**) of Webjet Limited (**Company** or **Webjet**) will be held both in-person for those Shareholders who wish to, and are able to attend physically, and virtually using the Computershare software platform at <https://meetnow.global/MNVP4U2> for those Shareholders who prefer to attend remotely, on **Thursday, 29 August 2024** at **9:00 am (Melbourne time)**. Registration will open from 8:30 am (Melbourne time).

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered at the Annual General Meeting. Please ensure that you read the Explanatory Statement in full.

Ordinary Business.

Financial statements and reports

To receive and consider the:

- Financial Report;
- Directors' Report; and
- Auditor's Report,

for the Company for financial year ended 31 March 2024.

2024 Annual Report

A copy of Webjet's 2024 Annual Report (including the financial report, directors' report and auditor's report for the financial year ended 31 March 2024), together with the associated ASX announcement and investor presentation relevant to the financial performance of Webjet for the financial year ended 31 March 2024, is accessible on Webjet's investor website at the following address – www.webjetlimited.com.

As permitted by the Corporations Act, a printed copy of the 2024 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy.

Shareholders may elect to receive, free of charge, a printed copy of the Company's annual report each financial year. To obtain information about making this election, please contact the Share Registry.

Notice of Annual General Meeting.

(Continued)

Ordinary Business.

Adoption of Remuneration Report (Resolution 1)

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report set out in the Annual Report for the financial year ended 31 March 2024 be adopted.

Note: This resolution is advisory only and does not bind the Directors or the Company.

Re-election of Director (Resolution 2)

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That Mr Roger Sharp, being a director of the Company who retires in accordance with clause 10.2 of the Company's constitution, and being eligible, be re-elected as a director of the Company.

Re-election of Director (Resolution 3)

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That Ms Denise McComish, being a director of the Company who retires in accordance with clause 10.2 of the Company's constitution, and being eligible, be re-elected as a director of the Company.

Approval of grant of Rights to the Managing Director, John Guscic (Resolution 4)

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That, for the purpose of ASX Listing Rule 10.14 and all other purposes, the grant of 362,812 Rights to Mr John Guscic (or his nominee) under the Plan as described in the Explanatory Notes is approved.

Notes.

If it is necessary for Webjet to give further updates on the arrangements for the AGM, we will inform you through the ASX Market Announcements Platform and our investor website (www.webjetlimited.com).

Participating in the Meeting – voting in person

To vote in person, attend the Meeting on the date and place as set out above.

Whilst Shareholders are welcome to attend the Annual General Meeting in person, we encourage all Shareholders to vote by proxy ahead of the meeting by following the instructions set out in this Notice of Meeting and the enclosed proxy form.

Participating in the Meeting – voting through the virtual platform

By participating in the Meeting online, Shareholders and proxyholders will be able to:

- hear from representatives of the Company and view the Meeting presentations;
- submit questions at the appropriate time whilst the Meeting is in progress – the chairperson will announce the appropriate time during the Meeting; and
- vote during the Meeting.

Whilst Shareholders will be able to vote on the resolutions online during the Meeting in real time, Shareholders are encouraged to lodge a proxy ahead of the meeting, even if they are participating online. If you are unable to attend, please lodge your vote online at www.investorvote.com.au.

If you choose to participate in the Meeting online, registration will open at 8:30 am (Melbourne time) on Thursday, 29 August 2024.

To participate in the Meeting online, Shareholders and proxyholders will need to enter this URL in the browser of their computer or mobile device: <https://meetnow.global/MNVP4U2>

Once you have entered the URL, you will need the following information to participate in the AGM in real-time:

Shareholders:

- Your SRN/HIN as set out in your proxy form; and
- The postcode registered to your holding if you are an Australian Shareholder. Overseas Shareholders should select the country code registered to your holding from the drop-down menu on the log-in page.

Proxyholders:

- Please contact Computershare Investor Services on +61 3 9415 4024 prior to the Meeting to request your unique email invitation link.

Further information regarding participating in the AGM online, including browser requirements, is detailed in the Virtual Meeting Guide available at: www.computershare.com.au/virtualmeetingguide.

The Company's decision to conduct voting at the Annual General Meeting in this way is supported by the Company's constitution which provides that the chairperson may determine the manner in which a poll at a general meeting of the Company will be taken. The constitution of the Company also allows for a general meeting to be held in two or more places, using technology to facilitate it.

Technical difficulties

Technical difficulties may arise during the course of the Meeting. The chairperson has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the chairperson will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where the chairperson considers it appropriate, the chairperson may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy in accordance with the instructions below even if they plan to attend online.

Proxy forms and voting

- A Shareholder entitled to attend and vote at the Meeting has the right to appoint a proxy.
- A proxy does not need to be a Shareholder of the Company.
- A Shareholder who is entitled to cast two or more votes may appoint up to two proxies and, in the case of such an appointment, may specify the proportion or number of votes each proxy is appointed to exercise.
- If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes which each proxy may exercise, each proxy may exercise half of the votes.
- Proxies may be appointed using the proxy form (**Proxy Form**). Detailed instructions for appointing a proxy are provided on the Proxy Form.
- Proxy appointments (and any necessary supporting document) must be received by the Company no later than **48 hours before the commencement of the Meeting**. Proxies received after this deadline will **not** be effective for the scheduled meeting.
- Completed Proxy Forms may be lodged as follows:

By mail to:	Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001
By facsimile to:	Computershare Investor Services Pty Limited (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555
Online:	by visiting www.investorvote.com.au and following the instructions and information provided on your Proxy Form
Custodian voting:	For Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions

- If a Proxy Form is signed on behalf of a Shareholder under a power of attorney, then either the original power of attorney, or a certified copy of it, must be lodged with the Proxy Form (before the deadline for the lodgement of proxies), unless the power of attorney has already been sighted by the Share Registry.
- A proxy may decide whether to vote on any item of business or other resolution put before the Meeting, except where the proxy is required by law or the Company's constitution to vote or abstain from voting in their capacity as proxy. If the proxy's appointment directs the proxy how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If the proxy's appointment does not direct the proxy how to vote on an item of business or any other resolution before the Meeting, the proxy may vote as he or she thinks fit on that item or resolution.
- If a Shareholder appoints two proxies, neither is entitled to vote (as proxy for that Shareholder) on a show of hands at the Meeting. However, each can vote if a poll is taken on an item of business.
- If the same person (such as the chairperson of the Meeting) is appointed as proxy for two or more Shareholders and those Shareholders have specified different ways for the proxy to vote on an item of business, then the proxy is not entitled to vote (as proxy) on a show of hands on that item.

Appointment of corporate representatives

- A body corporate that is a Shareholder and entitled to attend and vote at the Meeting, or that has been appointed as proxy of a Shareholder entitled to attend and vote at the Meeting, may appoint an individual to act as its representative at the Meeting. The appointment must comply with section 250D of the Corporations Act. The representative must provide to the Company adequate evidence of his or her appointment, including any authority under which the appointment is signed, unless that evidence has previously been provided to the Share Registry.

Appointing the chairperson of the Meeting as your proxy

The Proxy Form accompanying this Notice contains detailed instructions regarding completion of the Proxy Form in circumstances where a Shareholder wishes to appoint the chairperson of the Meeting as his or her proxy. You should read those instructions carefully.

- By appointing the chairperson of the Meeting as your proxy in relation to any Resolutions you expressly authorise the chairperson to exercise your vote on those Resolutions, including Resolutions 1 and 4 which are connected directly or indirectly with the remuneration of members of the KMP (which, in respect of Resolution 1, includes the chairperson) unless:
 - you have directed the chairperson how to vote on the resolutions by marking the appropriate box at Step 2 of the Proxy Form; or
 - you are a member of the KMP or a Closely Related Party of such a member of KMP.
- The chairperson intends to exercise all available proxies by voting in favour of all Resolutions on the agenda.
- If you do not wish the chairperson of the Meeting to exercise the proxy in accordance with the chairperson's stated voting intentions on a Resolution, you should ensure that a box other than the 'For' box is clearly marked against each of the Resolutions in the Proxy Form.

Shareholders should refer to the notes below for information regarding voting restrictions.

Voting by proxy holders

Under the Corporations Act:

- if proxy holders vote, they must vote all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the chairperson of the AGM, who must vote the proxies as directed.

In respect of Resolutions 1 and 4, if your proxy is a KMP (other than the chairperson), or a Closely Related Party of a KMP, provided you are not a KMP or a Closely Related Party of a KMP, the person may still vote as your proxy provided you have directed your proxy on the Proxy Form how to vote by marking the voting boxes for those Resolutions and your proxy does vote as directed.

Proxy vote if appointment specifies way to vote

Section 250BB of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- if the proxy has two or more appointments that specify different ways to vote on a resolution – the proxy must not vote on a show of hands;
- if the proxy is the chairperson of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e., as directed); and
- if the proxy is not the chairperson of the meeting – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e., as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's shareholders; and
- the appointed proxy is not the chairperson of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,
- the chairperson of the Meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at that meeting.

All resolutions will be by poll

The chairperson intends to call a poll on each of the resolutions set out in this Notice of Meeting.

Voting restrictions

The Corporations Act and the Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by or on behalf of certain persons, on the Resolutions to be considered at the Annual General Meeting. These voting exclusions are described below.

Resolution 1

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the KMP whose remuneration details are included in the Remuneration Report; or
- those KMP's Closely Related Parties, regardless of the capacity in which the vote is cast.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 1:

- in accordance with a direction on the proxy form; or
- by the chairperson of the Annual General Meeting pursuant to an express authorisation to exercise the proxy even though Resolution 1 is connected with the remuneration of the KMP.

Resolution 4

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any director who is eligible to participate in the Plan (or an associate of that person or those persons).

However, this does not apply to a vote cast in favour of **Resolution 4**:

- by a person as proxy or attorney for a person entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- by the chairperson of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chairperson to vote on the resolution as the chairperson decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on those resolutions; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote on Resolution 4 must not be cast as a proxy by a person who is a member of the KMP at the date of the Meeting or their Closely Related Parties where the proxy appointment does not specify the way a proxy is to vote on the Resolution, unless:

- the proxy is the chairperson of the Meeting; and
- the proxy appointment expressly authorises the chairperson to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a KMP member.

Questions and comments from Shareholders

In accordance with the Corporations Act, a reasonable opportunity will be given to the Shareholders, as a whole, to ask questions at the AGM about, or make comments on, the financial statements for the year ended 31 March 2024 and the management of the Company.

Similarly, a reasonable opportunity will be given to the Shareholders, as a whole, to ask the Company's external auditor, Deloitte, questions relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report; and
- the independence of the auditor in relation to the conduct of the audit.

Shareholders attending the Meeting (either in-person or via the online platform) will have the opportunity to ask questions (at the Meeting, or using the online platform during the Meeting, as applicable). Please note that only Shareholders may ask questions online. It may not be possible to respond to all questions raised during the Meeting. Shareholders are therefore encouraged to lodge questions prior to the Meeting.

For this purpose, Shareholders may submit written questions to the Company or to Deloitte (if the question is relevant to the content of the Auditor's Report or the conduct of its audit of the financial statements of the Company for the year ended 31 March 2024) in advance of the AGM. Questions to the Company or to Deloitte may be submitted:

- by email to agm@webjetlimited.com; or
- by mail addressed to the Company Secretary, Webjet Limited, Level 2, 509 St Kilda Road, Melbourne VIC 3004,

and must be received no later than five business days before the AGM.

A list of the written questions submitted to Deloitte will be made available to Shareholders attending the AGM. Deloitte will either answer the questions at the AGM or table written answers to them at the AGM.

All questions will be collated and, during the Meeting, the chairperson will seek to address as many of the more frequently raised topics as possible and, where appropriate, will give a representative of the Company's auditor, Deloitte, the opportunity to answer, or to table written answers to, questions submitted to the auditor. If written answers are tabled at the AGM, they will be made available to all Shareholders (on the Company's website) as soon as practicable after the AGM.

If there is not sufficient time available at the AGM to address all topics raised, the Company will endeavour to provide a subsequent written answer to each question submitted. The Company cannot guarantee that an individual response will be sent to each Shareholder.

Attendance determination of voting entitlements

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), for the purposes of the Meeting, only those persons registered as the holders of Shares as at 7:00pm (Melbourne time) on 27 August 2024 will be able to vote at the Meeting and only on their shareholdings at that time.

Explanatory Notes

Please read the enclosed Explanatory Statement for an explanation of the business of the AGM.

Definitions

Words that are defined in the Glossary have the same meaning when used in the Notice unless the context or the definitions in the Glossary provide otherwise.

Electronic Annual Reports

In accordance with the Corporations Act, Webjet has provided printed copies of its 2024 Annual Report only to those Shareholders who have specifically requested a copy.

For all other Shareholders, an electronic copy of the Annual Report, together with Webjet's ASX announcement and investor presentation relevant to the financial performance of the Company for the year ended 31 March 2024, is available on Webjet's investor website: www.webjetlimited.com.

By Order of the Board



Tony Ristevski

Company Secretary
Webjet Limited

Dated: 26 July 2024

Explanatory Statement.

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Meeting) is to provide Shareholders with an explanation of the business of the Annual General Meeting (**AGM** or **Meeting**) and the resolutions to be considered at the AGM as well as to assist Shareholders to determine how they wish to vote on each Resolution.

The AGM will be held both in-person for those Shareholders who wish to, and are able to attend physically, and virtually using the Computershare software platform at <https://meetnow.global/MNVP4U2>, for those Shareholders who prefer to attend remotely, on **Thursday, 29 August 2024** at **9:00 am** (Melbourne time). Registration will open from 8:30 am (Melbourne time).

Explanatory Statement.

(Continued)

Financial Statements and Reports

The Company's Financial Report (including the financial statements and Directors' declaration) and the reports of the Directors and auditor for the financial year ended 31 March 2024 will be tabled at the AGM as required by section 317 of the Corporations Act.

The Annual Report (which includes the Directors', Auditor's and Financial Reports) is available on the Company's investor website at the following address: <https://www.webjetlimited.com/resources/company-reports/>. A printed copy of the Annual Report has been sent to those Shareholders who have elected to receive a printed copy. Shareholders may elect to receive, free of charge, a printed copy of the Company's Annual Report each financial year. To obtain information about making this election, please contact the Share Registry.

During the discussion of this item of business, Shareholders will be given a reasonable opportunity to ask questions about, and make comments on, the Financial Report (including the Directors' and Auditor's Reports) and on the business, operations and management of the Company generally.

Shareholders will also be given a reasonable opportunity to ask questions of the Company relevant to the content of the 2024 financial statements and the accounting policies adopted by the Company in relation to the preparation of the financial statements.

A representative of the Company's auditor, Deloitte, will be present at the Meeting. Shareholders will be given a reasonable opportunity to ask questions of Deloitte's representative relevant to the conduct of the audit, the preparation and content of the Auditor's Report, and the independence of the auditor in the context of the conduct of the audit.

Shareholders may also submit written questions to the Company and/or Deloitte if the questions are relevant to the content of the 2024 financial statements (including the Auditor's Report) or the conduct of the audit of the financial statements of the Company. Written questions for the Company or Deloitte must be received by the Company by no later than 5 business days before the date of the AGM. During this item of business, Deloitte will be given the opportunity to answer, or to table written answers to, any relevant written questions directed to them and received by that date.

For questions relating to this item of business submitted by Shareholders to the Company in advance of the Meeting, where appropriate and practical to do so, the Company will provide answers to any such written questions at the Meeting. In all other cases, the Company will provide written answers to the Shareholders within 10 business days after the Meeting.

Shareholders will not be asked or required to vote on this item of business.

Adoption of Remuneration Report

(Resolution 1)

The Annual Report for the year ended 31 March 2024 contains the Remuneration Report which sets out the policies of the Company for and applicable to the remuneration of its officers and senior employees.

The Remuneration Report includes (among other things):

1. discussion of the Company's policy in relation to the nature and level of remuneration of the key management personnel of the Company (**KMP**), in respect of the financial year ended 31 March 2024;
2. discussion of the relationship between the Company's performance over the five financial years up to and including 31 March 2024; and
3. the required details of the remuneration provided to the KMP (including the executive and Non-executive Directors) of the Company for the financial year ended 31 March 2024.

While section 250R(2) of the Corporations Act requires a listed company to put a resolution to its members at its annual general meeting that its remuneration report be adopted, the Corporations Act expressly provides that the vote on any such resolution is advisory only. This means that, while such vote provides guidance to the Directors, it does not bind the Directors or the Company. However, the Directors recognise the vote as an indication of shareholder sentiment and will have regard to the outcome of the vote and any discussion when setting the Company's remuneration policies.

However, under the Corporations Act, if at least 25% of the votes cast on Resolution 1 at the AGM are against adoption of the Remuneration Report, then:

- if comments are made on the Remuneration Report at the AGM, the Company's remuneration report for the financial year ending 31 March 2025 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for taking no action; and
- if subsequently, at the Company's 2025 annual general meeting, at least 25% of the votes cast on the resolution for adoption of the remuneration report for that financial year are cast against its adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of all Directors (other than any managing director) of the Company (**Spill Meeting Resolution**). The Spill Meeting must be held within 90 days of the date of the 2025 annual general meeting. For any Spill Meeting Resolution to be approved, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Meeting Resolution is passed, all of the Directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The Remuneration Report forms part of the Directors' Report for the financial year ended 31 March 2024 and is made in accordance with a unanimous resolution of the Directors. While noting that each Director has a personal interest in his remuneration, as described in the Remuneration Report, the Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

Resolution 1 is put to the Shareholders at the Meeting in fulfilment of the obligations of the Company under section 250R(2) of the Corporations Act. Shareholders attending the Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

What is the Board's recommendation?

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

Re-election of Director

(Resolution 2)

Clause 10.2 of the Company's constitution requires that, a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is longer. The Managing Director of the Company, Mr. John Gusic, is exempt under clause 10.2 of the Company's constitution from this requirement.

Mr Roger Sharp was last re-elected in 2021, will retire at the AGM and is eligible for re-election. He is seeking re-election as Director at the AGM.

Biographical details of Mr Sharp are set out below.

Mr Roger Sharp, BA LLB

Non-executive Director, Chair, Member of Risk Committee, Member of Audit Committee,³ Member of Remuneration and Nomination Committee⁴

Appointed Non-executive Director on 1 January 2013; Non-executive Chair since June 2017.

Roger has more than 30 years' experience building and governing technology and growth companies in global markets. He currently chairs Iress Limited (ASX: IRE), Lotto New Zealand (Government owned, term ends on 31 August 2024) and North Ridge Partners, a technology investment bank based in Singapore.

He is also a Non-executive Director of Geo Limited (a software company that was delisted from the NZX in February 2024) and chairs a not-for-profit, Technology Queenstown Limited, which is charged with building out the local technology ecosystem in Queenstown, New Zealand.

Previous roles include chairing travel.com.au Limited (ASX: TVL) until its sale to Wotif Holdings Limited in 2008, and CEO of ABN AMRO Asia Pacific Securities and Global Head of Technology for ABN AMRO Bank.

What is the Board's recommendation?

The Board (other than Roger Sharp because of his interest in this resolution) recommends that Shareholders vote in favour of Resolution 2.

^{3,4} Temporary role until additional Non-executive Directors are appointed.

Re-election of Director

(Resolution 3)

Clause 10.2 of the Company's constitution requires that, a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is longer. The Managing Director of the Company, Mr. John Guscic, is exempt under clause 10.2 of the Company's constitution from this requirement.

Ms Denise McComish was elected in 2021, will retire at the AGM and is eligible for re-election. She is seeking re-election as Director at the AGM.

Biographical details of Ms McComish are set out below.

Ms Denise McComish, FCA, MAICD

Non-executive Director, Chair of Audit Committee, Member of Risk Committee

Appointed 1 March 2021.

Denise has extensive strategy, financial, corporate and board experience across multiple sectors. Denise was a partner at KPMG for 30 years, specialising in audit and advisory services, and a member of the Board of KPMG Australia for 6 years. She is also a Non-executive Director of Mineral Resources Limited (ASX: MIN), Gold Road Resources Limited (ASX: GOR), Macmahon Holdings Limited (ASX: MAH), WA electricity gentailer Synergy and not-for-profit mental health organisation Beyond Blue.

Denise is the Chair of Webjet's Audit Committee and a member of Webjet's Risk Committee and is skilled in the function, governance and performance of Audit and Risk Committees, chairing such committees in numerous organisations.

What is the Board's recommendation?

The Board (other than Denise McComish because of her interest in this resolution) recommends that Shareholders vote in favour of Resolution 3.

Approval of grant of Rights to the Managing Director, John Guscic

(Resolution 4)

Background

During FY23, the Board conducted a comprehensive remuneration framework review of fixed remuneration and incentive arrangements for all Executive KMP with assistance from independent remuneration consultant, GRG. In particular, the review assessed the forward-looking remuneration arrangements for the Managing Director, John Guscic.

On 10 May 2023 the Board announced a new ongoing service agreement with Mr Guscic. Under the new agreement, to ensure better alignment with long-term shareholder outcomes and to reward strong outperformance, changes were made to the at-risk components of Mr Guscic's package, particularly to his LTI.

The key changes made to Mr Guscic's LTI opportunity include moving to an annual grant priced using the volume-weighted average price (VWAP) of the Company's shares traded on the ASX in the 20 days after release of full year results. His entitlement to the LTI is also subject to performance conditions assessed over a three-year performance period. The LTI will ordinarily be satisfied by the issue of Options or Rights (Plan Securities) issued under the Plan, with the number of Plan Securities to vest in any year being determined by the level of achievement of the specific performance conditions. A resolution was passed at the Company's 2023 annual general meeting to issue Mr Guscic with 435,908 Rights under the Plan.

In respect of Mr Guscic's LTI entitlement in FY25, Webjet is proposing to issue Mr Guscic with 362,812 Rights under the Plan details of which are summarised in the Explanatory Notes for Resolution 4. There are no changes made to Mr Guscic's fixed annual remuneration for FY25.

As previously announced by the Company on 24 June 2024, the Company is continuing to progress the potential separation of its two leading travel divisions, WebBeds and Webjet B2C, via a demerger. If the demerger were to proceed, the vesting of Mr Guscic's FY25 LTI entitlement would not be accelerated or occur automatically.

Why is shareholder approval being sought?

Listing Rule 10.14 provides that Shareholders of an ASX listed company must approve the issue of securities (including options and performance rights) to a director under an employee incentive scheme. Accordingly, the Board seeks Shareholder approval under Resolution 4 for the grant of Rights to the Managing Director, Mr Guscic, as part of his remuneration package applicable in FY25.

A summary of the material terms of the proposed grant are set out below. Further details of Mr Guscic's remuneration package is contained in the Remuneration Report.

Summary of terms of Mr Guscic's proposed Rights grant

Entitlements under LTI offer	Subject to Shareholder approval, Mr Guscic will be offered 362,812 Rights which has been calculated by dividing the LTI maximum opportunity amount (being 200% of the FAR) by the 20-day VWAP of the Company's shares commencing on 22 May 2024, being the date of release to the ASX of the Company's full year results for FY24. If Shareholder approval is not obtained the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Guscic. Each Right will give Mr Guscic a right to acquire one Share at nil cost if the applicable performance conditions are satisfied.
Date of grant	If Shareholder approval is obtained, the Rights will be granted to Mr Guscic as soon as practicable after the Annual General Meeting. In any event, they will not be granted more than 1 year after the date of the Annual General Meeting
Why are Rights used for Mr Guscic's LTI?	The Company uses Rights because they ensure alignment with long-term Shareholder outcomes and reward strong outperformance but do not provide the full benefits of share ownership (such as dividend and voting rights) unless and until the Rights vest. The use of Rights is aligned with typical market practice.

Performance conditions

The vesting conditions for the vesting of the Rights will comprise the following two metrics each with a weighting of 50%:

- a relative total shareholder return (**TSR**) metric tested over the applicable 3-year vesting period compared to ASX 200 listed entities excluding banks, resource companies, listed property trusts and ETF/index-based companies; and
- an underlying diluted earnings per share (**EPS**) growth metric tested over the applicable 3-year vesting period.

The vesting scales to be used for each vesting condition metric are:

TSR Metric

The Company's TSR ranking	Percentage of TSR metric achievement	Percentage of Rights that will vest
Below the 40th percentile	0%	0%
At the 40th percentile	25%	12.5%
Above the 40th percentile and below the 50th percentile	25% plus an additional 1% for each 1 percentile increase above the 40th percentile	12.5% plus an additional 0.5% increase for each 1 percentile increase above the 40th percentile
At the 50th percentile	35%	17.5%
Above the 50th percentile and below the 75th percentile	35% plus an additional 2.6% for each 1 percentile increase above the 50th percentile	17.5% plus an additional 1.3% increase for each 1 percentile increase above the 50th percentile
At or above the 75th percentile	100%	50%

EPS Metric

The Company's scaling 3-year underlying EPS	Percentage of metric achievement	Percentage of Rights that will vest
Less than 10%	0%	0%
At 10%	30%	15%
Above 10% and below 12.75%	30% plus an additional 0.1091% for each 1 bps above 10%	15% plus an additional 0.05455% for each 1 bps above 10%
At 12.75%	60%	30%
Above 12.75% and below 15.50%	60% plus an additional 0.0727% for each 1 bps above 12.75%	30% plus an additional 0.03635% for each 1 bps above 12.75%
At 15.50%	80%	40%
Above 15.50% and below 20%	80% plus an additional 0.0727% for each 1 bps above 15.50%	40% plus an additional 0.03635% for each 1 bps above 15.50%
At or above 20%	100%	50%

Performance period and vesting

The performance conditions for the Rights will be tested over a three-year period from 1 April 2024 until 31 March 2027.

Subject to satisfaction of the performance conditions, the Rights will vest on the third anniversary of the date of grant.

Exercising vested performance rights

Once vested, the Rights may be exercised (into ordinary Shares) at any time within five years of the vesting date.

Price payable

Mr Guscic will not be required to make any payment to the Company on the grant or exercise of the Rights.

Value of the Rights	<p>The number of Rights to be issued to Mr Guscic has been determined in accordance with the fair value attributable to the Rights and on the basis of delivering an LTI equal to 200% of Mr Guscic's FAR. However, given that the accounting for the fair value of the Rights is calculated on the date of issue of the Rights, the ultimate fair value of the Rights to be accounted for in the Company's financial statements will not be known until the issue of the Rights.</p> <p>The realised value of the Shares allocated to Mr Guscic following exercise of the Rights will depend on the price of the Shares on that date.</p>						
Dividend and voting rights	<p>The Rights granted to Mr Guscic do not carry any dividend or voting rights prior to vesting. Once vested, if the Company determines to pay a dividend to its Shareholders, Mr Guscic may be entitled to, by way of cash or Shares, a payment equivalent to the value of dividends that would have been payable to him had he been the holder of the underlying Shares over which the Right is exercisable during a period determined by the Board.</p>						
Adjustments to performance rights	<p>The Company reserves the right to adjust the outcome where appropriate for acquisitions and/or disposals or other events/circumstances which may unreasonably skew the outcome.</p>						
Trading restrictions	<p>Mr Guscic will not be permitted to dispose of, or otherwise deal with, the Rights. Subject to compliance with applicable laws and the Company's Share Trading Policy, Mr Guscic will not be prevented from dealing with any Shares acquired by him upon the vesting of the Rights.</p>						
Cessation of employment	<p>If, Mr Guscic's employment is terminated for cause, the clawback provisions will apply.</p> <p>Where Mr Guscic's employment contract terminates because of redundancy, death, serious illness or disability, the Board retains a residual discretion to permit retention and/or exercise of unvested Rights.</p> <p>In all other circumstances, subject to the Clawback provisions, Mr Guscic will retain a pro-rata proportion (based on the portion of FY25 which has elapsed) of the number of Mr Guscic's unvested Rights which will be retained for testing at the end of the performance period.</p>						
Clawback	<p>The Rights are subject to customary clawback provisions under which, subject to the discretion of the Board, will lapse if, among other things, Mr Guscic materially breaches his obligations to the Company or has acted fraudulently in relation to the affairs of the Company.</p>						
Change in control	<p>If a change of control event occurs, the Board has discretion to determine that all or a portion of the Rights will, subject to the vesting conditions remaining capable of being satisfied at that time, vest at an earlier date to be determined by the Board.</p>						
Mr Guscic's total remuneration package for FY25	<p>Listing Rule 10.15.4 requires this Notice of Meeting to include details (including the amount) of Mr Guscic's current total annual remuneration:</p> <table border="1"> <tr> <td>Fixed Annual Remuneration (including superannuation (FAR))</td> <td>\$1.6 million</td> </tr> <tr> <td>Short term incentive</td> <td>100% of FAR at maximum, subject to the achievement of both financial and non-financial measures</td> </tr> <tr> <td>Long term incentive</td> <td>200% of FAR at maximum</td> </tr> </table> <p>Shareholders are referred to the Remuneration Report for full details of Mr Guscic's remuneration.</p>	Fixed Annual Remuneration (including superannuation (FAR))	\$1.6 million	Short term incentive	100% of FAR at maximum, subject to the achievement of both financial and non-financial measures	Long term incentive	200% of FAR at maximum
Fixed Annual Remuneration (including superannuation (FAR))	\$1.6 million						
Short term incentive	100% of FAR at maximum, subject to the achievement of both financial and non-financial measures						
Long term incentive	200% of FAR at maximum						

Other information required
by Listing Rule 10.15

1. Mr Guscic is a Director of the Company and accordingly falls into the category of people contemplated under Listing Rule 10.14.1.
 2. Mr Guscic is the only Director of the Company entitled to participate in, and receive securities, under the Plan.
 3. 4,500,000 Options and 435,908 Rights have been granted to Mr Guscic for nil cost in respect of prior year LTI grants. No loans have been provided by the Company to Mr Guscic in connection with the grant of such Options or Rights or allocation of shares on vesting and exercise of those Options or Rights.
 4. Details of any securities issued under the Plan will be published in the Annual Report for the period to which the securities were issued, along with a statement that Shareholder approval for the issue was obtained under Listing Rule 10.14.
 5. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Plan Securities under the Plan after this Resolution 4 is passed and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.
 6. A voting exclusion statement in respect of Resolution 4 has been included in this Notice.
-

What is the Board's recommendation?

Noting that each executive Director is excluded from voting their Shares on Resolution 4 (as set out in the voting exclusion statement in the Notes), the Board (with Mr Guscic abstaining) recommends that Shareholders vote in favour of Resolution 4.

How to vote

To vote on the Resolutions, Shareholders will need to do one of the following:

EITHER:

Attend the Meeting on the date and place as set out above.

OR

Attend the virtual Meeting.

OR

Complete the enclosed Proxy Form and return it by facsimile or mail or vote online and, in each case, the completed Proxy Form must be received, or the online voting must have occurred, by no later than 9:00am (Melbourne time) on 27 August 2024:

By mail to:	Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001
By facsimile to:	Computershare Investor Services Pty Limited (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555
Online:	by visiting www.investorvote.com.au and following the instructions and information provided on your Proxy Form
Custodian voting:	For Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions

Queries

If you have any queries about the Meeting, the 2024 financial statements to be put to the Meeting or the Resolutions being considered at the Meeting, please contact the Company Secretary by telephone on +61 3 9828 9592.



Tony Ristevski

Company Secretary
Webjet Limited

Dated: 26 July 2024

Glossary.

In this Notice and Explanatory Statement:

Annual General Meeting or **AGM** or **Meeting** means the annual general meeting of the Company to be held as a hybrid meeting both in-person for those Shareholders who wish to, and are able to attend physically, as well as virtually via the Computershare software platform at <https://meetnow.global/MNVP4U2> on 29 August 2024 at 9:00 am (Melbourne time).

Annual Report means the annual report of Webjet for the financial year ended 31 March 2024.

Auditor's Report means the auditor's report for the financial year ended 31 March 2024, as set out in the Annual Report.

ASX means ASX Limited ACN 008 624 691 or, as the context requires, the financial market operated by it.

Board means the board of directors of the Company.

CAGR means compound annual growth rate.

Closely Related Party of a KMP means any of the following:

- a spouse, child or dependant of the KMP;
- a child or dependant of the KMP's spouse;
- anyone else who is one of the KMP's family and may be expected to influence, or be influenced by, the KMP in the KMP's dealings with the Company;
- a company the KMP controls; or
- a person prescribed by regulations – as at the date of this notice, no additional persons have been prescribed by regulation.

Company or **Webjet** means Webjet Limited ABN 68 002 013 612.

Corporations Act means Corporations Act 2001 (Cth).

Deloitte means Deloitte Touche Tohmatsu, the auditor of the Company.

Directors mean the directors of the Company and Director means any one of them.

Directors' Report means the Directors' report of the Company for the financial year ended 31 March 2024, as set out in the Annual Report.

Explanatory Statement means this explanatory statement that accompanies, and is incorporated as part of, the Notice.

FAR means total fixed annual remuneration (including superannuation).

Financial Report means the financial report of the Company for the financial year ended 31 March 2024, as set out in the Annual Report.

GRC means Godfrey Remuneration Group

KMP or **Key Management Personnel** means the key management personnel of the Company, being those persons having authority and responsibility for planning, directing, and controlling the activities of the Company, whether directly or indirectly. It includes all Directors (executive and non-executive) and certain senior executives of the Company. The KMPs during the year ended 31 March 2024 are listed in the Remuneration Report contained in the Annual Report.

Listing Rules means the official listing rules of ASX.

LTI means Long Term Incentive.

Notice or **Notice of Meeting** means this Notice of Annual General Meeting and the accompanying Explanatory Statement.

Option means an option granted by the Company under the Plan which entitles the holder to one Share upon vesting of the option.

Plan means the Webjet Limited Long Term Incentive Plan (the terms of which were included in the 2023 AGM Notice of Meeting. That document may be accessed from ASX Market Announcements Platform and our investor website: <https://www.webjetlimited.com/agm/>).

Plan Security means an Option or a Right.

Remuneration Report means the remuneration report for the financial year ended 31 March 2024, as set out in the Annual Report.

Resolution means a resolution set out in the Notice of Meeting.

Right means a right granted by the Company under the Plan which entitles the holder to one Share upon vesting of the right.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of at least one Share.

Share Registry means Computershare Investor Services Pty Limited.



Webjet Limited
Level 2, 509 St Kilda Road | Melbourne, Victoria 3004 | Australia
ABN 68 002 013 612

www.webjetlimited.com



ABN 68 002 013 612

WEB

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 556 161 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AEST) on Tuesday, 27 August 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Webjet Limited hereby appoint

the Chair of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Webjet Limited to be held at Level 2, 509 St Kilda Road, Melbourne, VIC 3000 and as a virtual meeting on Thursday, 29 August 2024 at 9:00am (AEST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1 and 4 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Roger Sharp as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Ms Denise McComish as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of grant of Rights to the Managing Director, John Guscic	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

WEB

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Computershare

