

# WEBJET LIMITED

## CREDIT SUISSE TRAVEL CONFERENCE



**John Guscic**  
Managing Director

8 June 2016

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# Who is Webjet Limited?

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## DIGITAL TRAVEL BUSINESS ...

spanning both regional consumer markets (through B2C) and global wholesale markets (through B2B)

### B2C TRAVEL

**Leading consumer OTA brands:** Webjet, and ZUJI

**Regional coverage:**

- Australia
- New Zealand
- Singapore
- Hong Kong

**10%+ pa target EBITDA CAGR** for next 5 years



### B2B TRAVEL

**Online fulfillment of hotel bookings for our travel agent partners**

**Global coverage:**

- Middle East (LOH)
- Africa (LOH)
- United States (LOH)
- Europe (Sunhotels)

**30%+ pa target EBITDA CAGR** for next 5 years



# Our growth strategy

We aim to achieve our 5 year EBITDA growth targets by delivering strong organic growth through our existing B2C and B2B businesses as well as looking for attractive acquisitions that complement these businesses

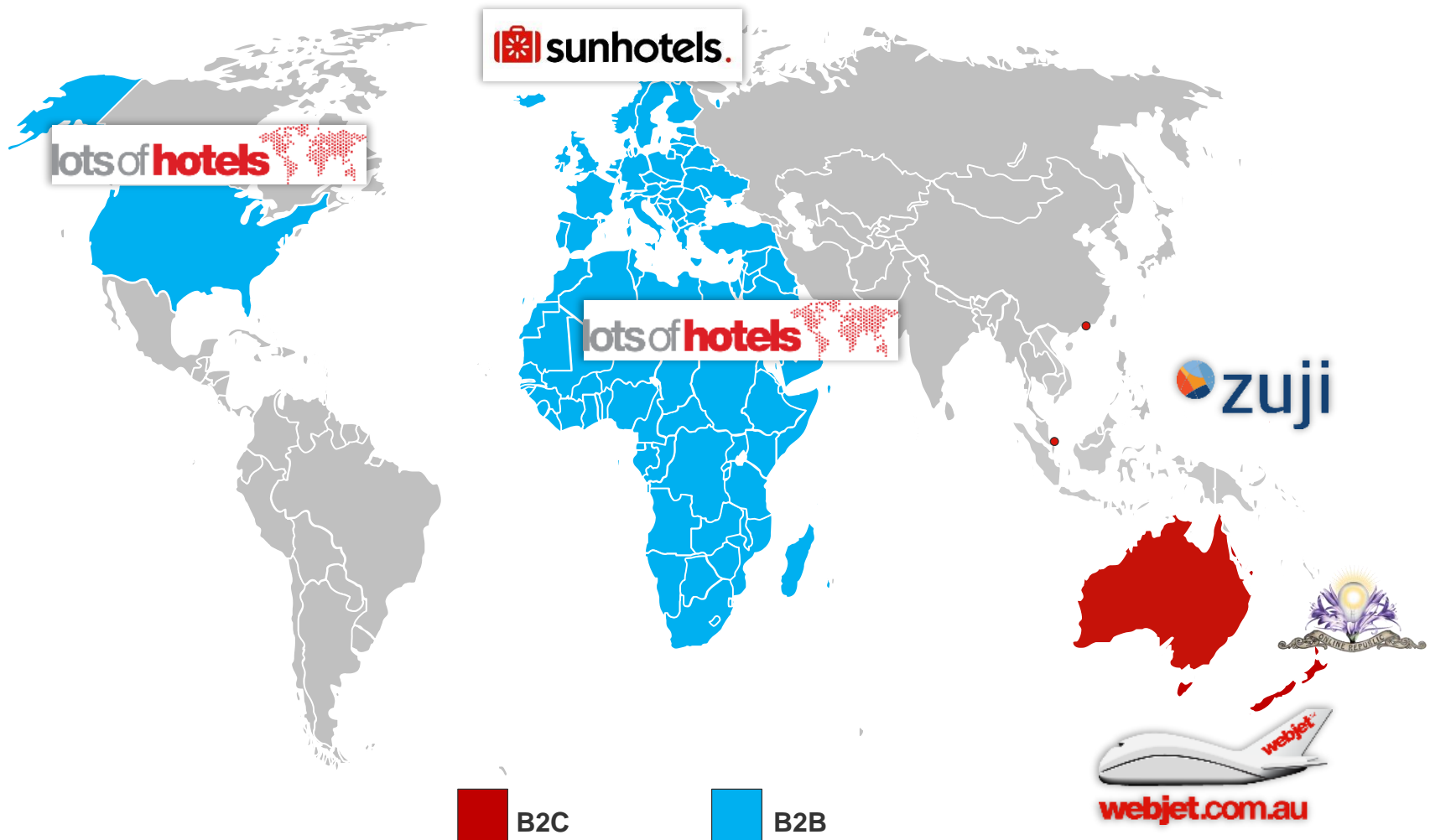
**Over the past 4 years we have evolved from a stand-alone OTA to a global digital travel business**

February 2012	Start up of <b>LOH Middle East</b>
March 2012	Acquisition of <b>ZUJI</b>
July 2014	Acquisition of <b>SunHotels</b>
December 2015	Launch of <b>LOH North America</b>
June 2016	Acquisition of <b>Online Republic</b>

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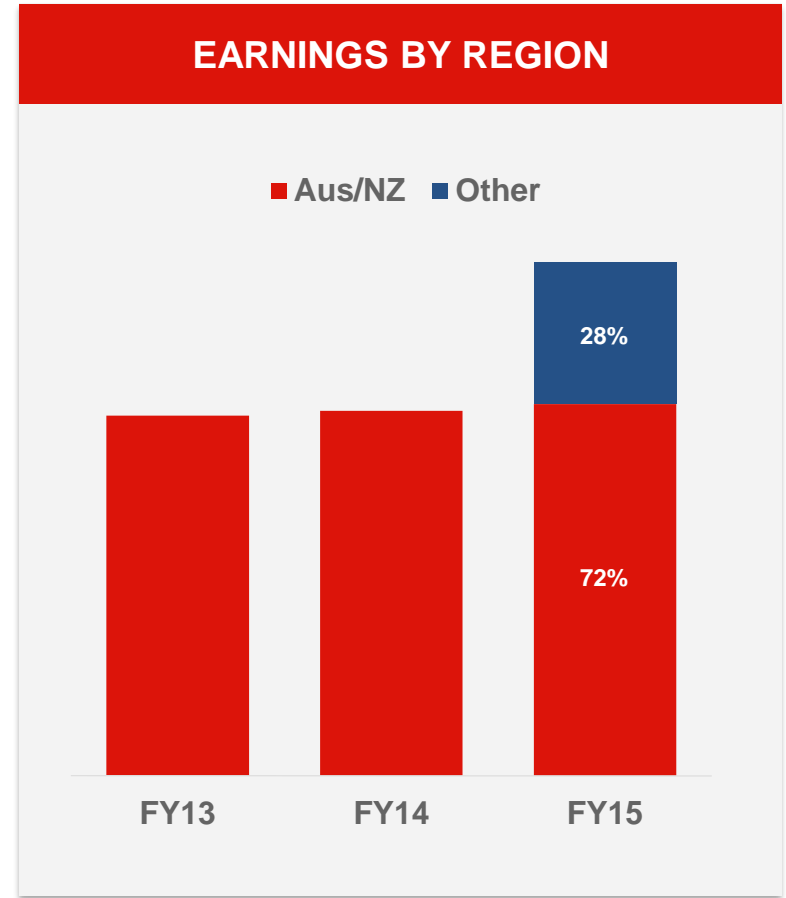
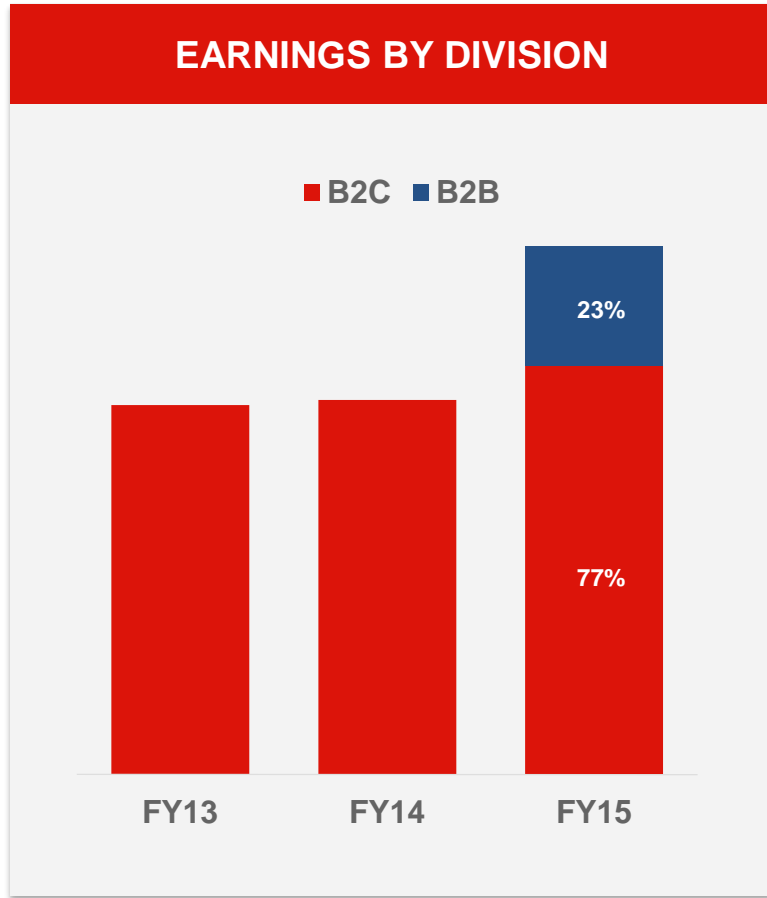
# Geographical expansion

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# Ongoing diversification of earnings streams

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\* Results based on underlying EBITDA of \$21.6m in FY13, \$21.9m in FY14 and \$30.9m in FY15

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# Acquisition of Online Replublic

# Transaction overview

## Acquisition of Online Republic



## Strategic rationale for acquisition

- Webjet has entered into a binding agreement to acquire Online Republic for NZ\$85 million, implying 7.0x pro-forma FY16 EBITDA<sup>(1)</sup>
- Online Republic is a global travel e-commerce group operating four key divisions<sup>(2)</sup>



- Online Republic generates annual total transaction value in excess of NZ\$200 million and EBITDA of NZ\$12 million<sup>(1)</sup>
- Acquisition is estimated to be double-digit EPS accretive in FY16 on a pro-forma basis<sup>(3)</sup>, before synergies

- Online Republic is a market leader in the attractive online car, motorhome and cruise segments
- Highly complementary to Webjet's existing portfolio, leveraging core capabilities into new travel and leisure segments
- Opportunity to accelerate Online Republic's growth globally
- Further strengthens Webjet's OTA leadership in Australasia

(1) Based on pro-forma EBITDA for the 12 months to 31 March 2016, as set out in the unaudited Online Republic management accounts, adjusted by Webjet based on their due diligence

(2) Online Republic management estimates based on booking numbers for OTAs that operate only online

(3) Based on the 12 months to 30 June 2016 for Webjet and the 12 months to 31 March 2016 for Online Republic. Calculation before amortisation of intangibles related to the acquisition and one-off transaction costs

# Transaction overview (cont'd)

## Acquisition terms

- Purchase price of NZ\$85 million (approximately A\$79 million<sup>(1)</sup>)
- Customary post completion adjustments
- Represents 7.0x pro-forma FY16 EBITDA<sup>(2)</sup>

## Funding

- ~A\$17 million of new Webjet shares issued to the vendors
  - 22% of purchase price, demonstrating alignment of interests of vendors and Webjet
- ~A\$72 million accelerated non-renounceable entitlement offer
  - ~A\$8 million net cash from entitlement offer to fund future opportunities

## Expected financial impact

- Estimated double-digit EPS accretion in FY16 on a pro-forma basis<sup>(3)</sup>, before synergies
- Equity funding intended to ensure continued balance sheet strength and capacity to pursue further opportunities

## Other

- ~A\$8 million in cash consideration is to be held in escrow for 8 months post completion to satisfy any warranty claims
- Vendor share placement to be escrowed for 15 months (also available for warranty claims)<sup>(4)</sup>
- Acquisition is unconditional with completion expected to occur on Tuesday 21 June 2016
- Existing senior management of Online Republic to remain in place, including Vaughan Magnusson as CEO, founder Mike Ballantyne as a brand and digital adviser and other members of the senior management team in their current roles

(1) Purchase price FX conversion assumes 1 June 2016 spot NZD:AUD of 0.93

(2) Based on pro-forma EBITDA for the 12 months to 31 March 2016, as set out in the unaudited Online Republic management accounts, adjusted by Webjet based on their due diligence

(3) Based on the 12 months to 30 June 2016 for Webjet and the 12 months to 31 March 2016 for Online Republic. Calculation before amortisation of intangibles related to the acquisition and one-off transaction costs

(4) Subject to early release to allow a compulsory acquisition following a takeover offer or pursuant to a court ordered scheme of arrangement

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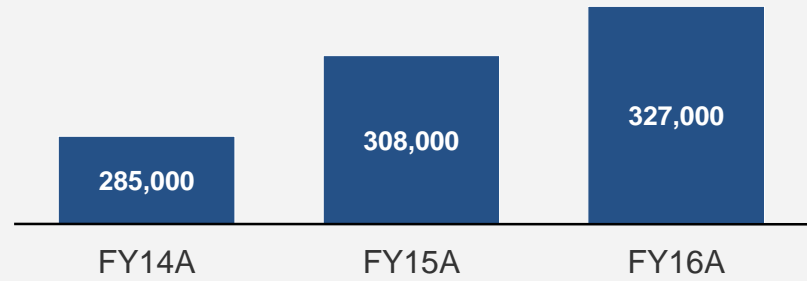
# Overview of Online Republic

- Global travel e-commerce group operating four key divisions:

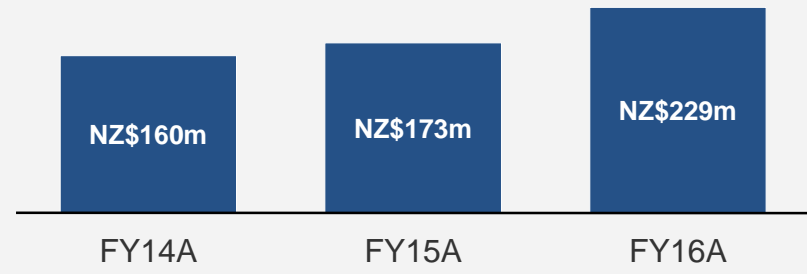


- Co-founded in 2004 by Mike Ballantyne and his late brother Paul Ballantyne
- Headquartered in Auckland
- Employs 140 staff across New Zealand, Australia, China and the Philippines
- Proprietary in-house technology development

## Growth in bookings<sup>(1)</sup>



## Growth in TTV<sup>(1), (2)</sup>



(1) 31 March financial year end, based on unaudited Online Republic management accounts, adjusted by Webjet based on their due diligence

(2) TTV is total transaction value, a measure of the value of transactions processed via Online Republic's websites

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# Overview of Online Republic (cont'd)

## Leadership positions in attractive online leisure segments

#2 in Car Rental – Aus/NZ<sup>(1)</sup>

 Airport rentals.com

**NZ\$83m**

TTV p.a. (2016<sup>(2)</sup>)

- #2 online rental car booker in Australia and New Zealand<sup>(1)</sup>
- Established 2004
- Contracted with all major suppliers (globally)
- 266,000 bookings last year
- Supported in 7 languages

#1 in Motorhomes – worldwide<sup>(1)</sup>

 Motorhome Republic

**NZ\$57m**

TTV p.a. (2016<sup>(2)</sup>)

- #1 online motorhome agent worldwide<sup>(1)</sup>
- Established 2006
- Contracted with all major suppliers (globally)
- 26,000+ bookings last year
- Strong affiliate partners
- Growing presence in North American and European markets
- Australasia forms backbone by source and destination
- Supported in 8 languages

#1 in Cruise- Aus/NZ<sup>(1)</sup>

 Cruise Sale Finder.com.au

**NZ\$87m**

TTV p.a. (2016<sup>(2)</sup>)

- Australia and New Zealand's leading online cruise agency<sup>(1)</sup>
- Established 2008
- Cruise Republic is licensed to sell cruises to Australian and NZ residents for global cruise destinations
- 28,000 bookings last year
- 35% of purchasers were repeat bookers in 2015

Search Republic

 Search Republic The Science of Search.

**NZ\$1 m**

Revenue p.a. (2016<sup>(2)</sup>)

- High-end digital marketing consultancy, specialising in search engine optimisation, website optimisation and analytics
- Established 2013
- Achieved excellent results for a wide range of clients including Online Republic brands, a major bank, and a number of retailers and e-commerce players

(1) Online Republic management estimates based on booking numbers for OTAs that operate only online

(2) 31 March financial year end, based on unaudited Online Republic management accounts, adjusted by Webjet based on their due diligence

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# Strategic rationale for acquisition

The transaction will strengthen Webjet's position as Australasia's leading OTA

## 1 Online Republic is a market leader in the attractive online car, motorhome and cruise segments

- Leadership positions in car rental, motorhome and cruise
- Solid financial performance derived from strong underlying bookings and TTV growth

## 2 Highly complementary to Webjet's existing portfolio, leveraging core capabilities into new travel and leisure segments

- Expands product offering in car rental and cruise segments
- Enables Webjet to enter the high growth motorhome rental market
- New segments to enhance yield and margin profile

## 3 Opportunity to accelerate Online Republic's growth globally

- Utilises Webjet's marketing and branding expertise to drive improved consumer branding
- Opportunity to drive market share gains across segments with Webjet's significant scale
- Development of a common B2B agency management portal across all categories
- Expands Online Republic's global distribution through Webjet's B2B travel agency based distribution network

## 4 Further strengthens Webjet's OTA leadership in Australasia

- Broadens Webjet's product offering to align with traveller activity

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1  
2  
3  
4

# Webjet's intentions for Online Republic

Online Republic's brands will remain independent within the broader Webjet Group

## Integration

- Webjet has an existing commercial partnership with Online Republic in the cruise segment reducing integration risk
- Online Republic brands will continue to function under the same brand and existing management within the expanded Webjet Group
- Fulfilment systems and websites will continue to be managed and developed by Online Republic
- Leverage shared IT infrastructure
- Migration to Webjet's core financial system

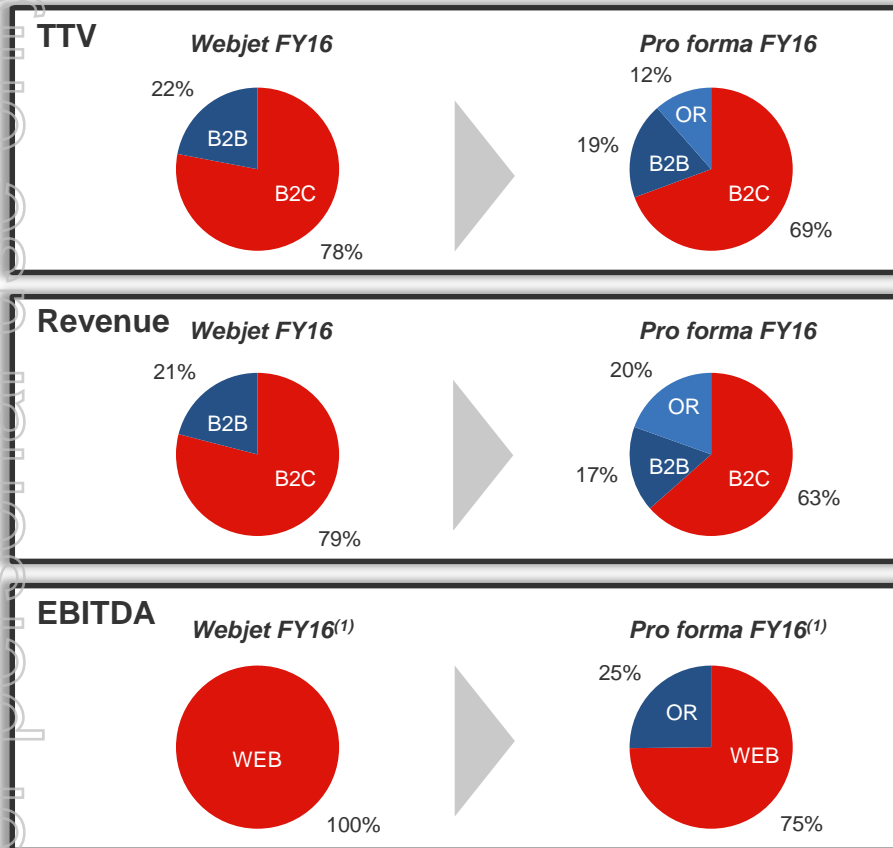
## Operational impact

- Webjet plans to focus on several key areas of Online Republic's business in order to capitalise on and grow the combined group's market and customer base, including:
  - utilising Webjet's existing relationships, scale and expertise to drive increased turnover for each of the Online Republic brands
  - cross-selling Online Republic's product portfolio to Webjet's customer base
  - using Webjet's marketing expertise to build-out each of Online Republic's brands across Australasia

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# Illustrative financial impact

The acquisition will enhance and diversify Webjet's existing product offering



- Broader TTV exposure to reflect traveler profile
- Online Republic revenue growth expected to be enhanced over time with the benefit of Webjet's platform
- Expanded product range with a higher average TTV and EBITDA margin than Webjet's existing business
- Acquisition estimated to deliver double-digit EPS accretion in FY16 on a pro-forma basis<sup>(2)</sup>, before synergies
- Net cash position retained to provide Webjet with funding flexibility to pursue attractive growth opportunities

(1) Webjet EBITDA based on FY16 guidance of A\$33.5m; Online Republic financials based on 31 March financial year end, as set out in the unaudited Online Republic management accounts, adjusted by Webjet based on their due diligence. Online Republic financials have been converted from NZD to AUD at the average FY16 FX rate of 0.92

(2) Based on the 12 months to 30 June 2016 for Webjet and the 12 months to 31 March 2016 for Online Republic. Calculation before amortisation of intangibles related to the acquisition and one-off transaction costs



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# THANK YOU

June 2016

