

A man and a woman are riding a teal scooter through a cobblestone street in a city with stone walls. The man is driving, wearing sunglasses and a light blue shirt, and the woman is sitting behind him, wearing sunglasses and a white top, with her arms raised in the air. Pigeons are flying around them. The background shows a large stone wall and a clear sky.

webjet group

Notice of Annual General Meeting 2025

webjet group



Notice of Annual General Meeting and Explanatory Statement

Notice is given that the Annual General Meeting of members (**Shareholders**) of Webjet Group Limited ACN 679 116 762 (**Company** or **Webjet**) will be held on **Thursday 28 August 2025 at 2.00pm (Melbourne time)**.

Shareholders may either attend in person at Webjet's corporate office situated at Level 2, 509 St Kilda Road, Melbourne, Victoria, 3004 or virtually via the Automic online platform by following the instructions contained in this Notice of Meeting.

Dear Shareholder,

Invitation to Annual General Meeting

On behalf of the Board of Directors of Webjet Group Limited, I am pleased to invite you to join the Company's first Annual General Meeting (**AGM**) which will take place at 2:00pm (Melbourne time) on Thursday, 28 August 2025. Registration will open from 1:30pm (Melbourne time) on the day.

Shareholders will have the option of attending the AGM in person at Webjet's corporate office at Level 2, 509 St Kilda Road, Melbourne, Victoria, 3004 or remotely through the Automic online platform <https://bit.ly/webjet2025>. 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.

FY25 Financial Performance

Webjet has been a separate company for only six months of the FY25 financial year, and during this time, considerable activity has taken place. As reported in this year's annual report, Webjet Group delivered a FY25 EBITDA result commensurate with the prior year despite the backdrop of a difficult travel environment. Domestic travel continues to be impacted by cost-of-living pressures affecting a broad cross section of the Australian and New Zealand travelling public. The Company was further challenged by Rex Airlines entering into voluntary administration during the year given Webjet Online Travel Agency's position as a key distribution partner for the airline. Despite these significant headwinds, for the Webjet Group, FY25 bookings were 1.5 million, 7% lower than FY24, Total Transaction Value (TTV) was \$1.5 billion (down 6%), revenue was \$139.7 million (down 3%) and underlying EBITDA was \$39.4 million (up 1%).

Recognising the challenges for a business largely focussed on domestic flights, the Board and management team have driven the search for new growth avenues and opportunities and in March 2025 announced the Company's strategy to double TTV by FY30. It will take time to build momentum and will require investment in people and processes however, given reasonable economic conditions, we are confident of and excited about achieving the growth needed to deliver on the strategic intent.

Items of business

The Notice of Meeting for the AGM commences on page 4 of the document and outlines the items of business we will consider.

The Notice of Meeting contains resolutions for the:

1. adoption of the Remuneration Report set out in the Annual Report of the Company for the financial year ended 31 March 2025;
2. election of Ellen Comerford as a Non-Executive Director;
3. election of John Boris as a Non-Executive Director;
4. appointment of Deloitte Touche Tohmatsu as auditor of the Company;
5. approval for the grant of Rights to the Group CEO and Managing Director, Ms Katrina Barry, under the Long Term Incentive Plan;
6. approval of leaving benefits;
7. approval of the issue of Shares to Ellen Comerford under the Non-Executive Director Share Plan;
8. approval of the issue of Shares to Don Clarke under the Non-Executive Director Share Plan;
9. approval of the issue of Shares to Shelley Beasley under the Non-Executive Director Share Plan; and
10. approval of the issue of Shares to John Boris under the Non-Executive Director Share 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 pages 6 to 10 of the Notice of Meeting. Your proxy vote must be received by no later than 2:00pm (Melbourne time) on Tuesday, 26 August 2025 to be valid.

We look forward to welcoming you to our first engagement 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,

Don Clarke

Chair, Webjet Group Limited

Notice of Annual General Meeting

Notice is given that the annual general meeting (**AGM**) of the members (**Shareholders**) of Webjet Group Limited ACN 679 116 762 (**Company** or **Webjet**) will be held on **Thursday, 28 August 2025 at 2:00pm (Melbourne time)** for the purpose of considering and, if thought fit, passing the resolutions set out below. Registration will open from 1:30pm (Melbourne time) on the day.

The Company will hold its AGM both in person for those Shareholders who wish to, and are able to attend physically, and virtually using the Automic software platform at <https://bit.ly/webjet2025> for those Shareholders who prefer to attend remotely.

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

The proxy form accompanying this Notice of Meeting is also incorporated in, and comprises part of, this Notice of Meeting.

Ordinary business

Please note that additional information concerning the proposed resolutions is contained in the Explanatory Statement that accompanies and forms part of this Notice of Meeting.

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 2025 and which are contained in the 2025 Annual Report.

2025 Annual Report

A copy of Webjet's 2025 Annual Report (including the financial report, directors' report and auditor's report for the financial year ended 31 March 2025), together with the associated ASX announcement and investor presentation relevant to the financial performance of Webjet for the financial year ended 31 March 2025, is accessible on Webjet's investor website at the following address – www.webjetgroup.com.

As permitted by the Corporations Act, a printed copy of the 2025 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.

Note: no vote of Shareholders is required on the Financial Report, Directors' Report or the Auditor's Report.

Adoption of Remuneration Report (Resolution 1)

To consider and, if thought fit, pass the following resolution as an advisory and non-binding ordinary resolution:

That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 31 March 2025 be adopted.

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

Voting exclusions apply to this item – please see the voting exclusions on page 9.

Election of Director (Resolution 2)

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

That, Ellen Comerford, a Director who was appointed by the Board on 1 October 2024, be confirmed in her office for the purposes of clause 10.11 of the Company's constitution.

Election of Director (Resolution 3)

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

That, John Boris, a Director who was appointed by the Board on 1 August 2025, be confirmed in his office for the purposes of clause 10.11 of the Company's constitution.

Appointment of Auditor (Resolution 4)

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

That, in accordance with section 327B(1)(a) of the Corporations Act 2001 (Cth) and for all other purposes, Deloitte Touche Tohmatsu having been nominated by a member of the Company for appointment, and consenting to act as auditor, be appointed as the auditor of Webjet.

Approval of grant of Rights to the Group CEO and Managing Director, Katrina Barry under the Plan (Resolution 5)

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

That, for the purpose of Listing Rule 10.14, and for all other purposes, Shareholders approve the grant of 1,236,544 Rights to Ms Katrina Barry (or her nominee) under and in accordance with the Plan as more fully described in the Explanatory Statement.

Voting exclusions apply to this item – please see the voting exclusions on page 9.

Approval of Leaving Benefits (Resolution 6)

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

That, for the purposes of Part 2D.2 of the Corporations Act 2001 (Cth) (including sections 200B and 200E of the Corporations Act), for the giving of benefits detailed in the Explanatory Statement to current or future employees who are KMP of Webjet or who otherwise hold a managerial or executive office in Webjet or a related body corporate, in connection with that person ceasing to hold that office, as described in the Explanatory Statement. This approval applies for such benefits given to such persons in the period prior to the conclusion of the third annual general meeting of the Company after the date on which this Resolution is passed.

Voting exclusions apply to this item – please see the voting exclusions on page 9.

Approval of the issue of Shares to Ellen Comerford under the Non-Executive Director Share Plan (Resolution 7)

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

That, for the purpose of Listing Rule 10.14, and for all other purposes, Shareholders approve the issue of up to \$135,000 worth of Shares to Ellen Comerford or her nominee(s) under and in accordance with the Non-Executive Director Share Plan as more fully described in the Explanatory Statement.

Voting exclusions apply to this item – please see the voting exclusions on page 10.

Approval of the issue of Shares to Don Clarke under the Non-Executive Director Share Plan (Resolution 8)

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

That, for the purpose of Listing Rule 10.14, and for all other purposes, Shareholders approve the issue of up to \$190,000 worth of Shares to Don Clarke or his nominee(s) under and in accordance with the Non-Executive Director Share Plan as more fully described in the Explanatory Statement.

Voting exclusions apply to this item – please see the voting exclusions on page 10.

Approval of the issue of Shares to Shelley Beasley under the Non-Executive Director Share Plan (Resolution 9)

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

That, for the purpose of Listing Rule 10.14, and for all other purposes, Shareholders approve the issue of up to \$120,000 worth of Shares to Shelley Beasley or her nominee(s) under and in accordance with the Non-Executive Director Share Plan as more fully described in the Explanatory Statement.

Voting exclusions apply to this item – please see the voting exclusions on page 10.

Approval of the issue of Shares to John Boris under the Non-Executive Director Share Plan (Resolution 10)

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

That, subject to the approval of Resolution 3, for the purpose of Listing Rule 10.14, and for all other purposes, Shareholders approve the issue of up to \$120,000 worth of Shares to John Boris or his nominee(s) under and in accordance with the Non-Executive Director Share Plan as more fully described in the Explanatory Statement.

Voting exclusions apply to this item – please see the voting exclusions on page 10.

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 ([Webjet Group Investor Centre](#)).

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 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 Chair 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 <https://investor.automic.com.au/#/loginsah>.

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 login page.

Proxyholders:

- please contact Automic Investor Services on +61 3 9415 4024 prior to the Meeting or email us at meetings@automic.com.au.

If you choose to participate in the Meeting online, registration will open at 1:30pm (Melbourne time) on Thursday, 28 August 2025.

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://bit.ly/webjet2025>.

Further information regarding participating in the AGM online, including browser requirements, is detailed in the Virtual Meeting Guide available at: <https://www.automicgroup.com.au/virtual-agms>

The Company's decision to conduct voting at the AGM in this way is supported by the Company's constitution which provides that the Chair 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 Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair 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 Chair considers it appropriate, the Chair 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 not more than two proxies to attend, speak and vote for that Shareholder.
- A proxy does not need to be a Shareholder of the Company.
- Where a Shareholder appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise half of the votes the member is entitled to.
- 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:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE TO:

Automic
(from within Australia) + 61 2 8583 3040

ONLINE:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code and following the instructions and information provided on the enclosed Proxy Form

- 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 if both proxies attend the Meeting. However, each can vote in respect of those voting rights the proxy represents if a poll is taken on an item of business.
- If the same person (such as the Chair 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 and voting

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.

Appointment of attorney and voting

A shareholder entitled to attend and vote at the AGM is entitled to appoint an attorney to attend and vote at the AGM on the Shareholder's behalf. An attorney need not be a shareholder of Webjet.

The power of attorney appointing the attorney must be duly executed and specify the name of each of the Shareholder, Webjet and the attorney, the Shareholder's address and also specify the meetings at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as outlined above for Proxy Forms.

Appointing the Chair 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 Chair of the Meeting as his or her proxy. You should read those instructions carefully.

- By appointing the Chair of the Meeting as your proxy in relation to any Resolutions you expressly authorise the Chair to exercise your vote on those Resolutions, including Resolutions 1, 5, 7, 8, 9 and 10 which are connected directly or indirectly with the remuneration of members of the KMP (which, in respect of Resolutions 1 and 8, includes the Chair) unless:
 - » you have directed the Chair 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 Chair intends to exercise all available proxies by voting in favour of all Resolutions on the agenda.
- If you do not wish the Chair of the Meeting to exercise the proxy in accordance with the Chair'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 Chair of the AGM, who must vote the proxies as directed.

In respect of Resolutions 1, 5, 7, 8, 9 and 10, if your proxy is a KMP (other than the Chair), 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 Chair 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 Chair 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 Chair 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 Chair 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

As required under the Corporations Act, all voting on each of the resolutions set out in this Notice of Meeting will be by a poll.

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 2025 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 2025) in advance of the AGM.

Questions to the Company or to Deloitte may be submitted:

- by email to agm@webjetgroup.com; or
- by mail addressed to the Company Secretary, Webjet Group 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 Chair 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 Tuesday, 26 August 2025 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.

Voting exclusions

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 AGM. These voting exclusions are described below.

Resolution 1 – Adoption of Remuneration Report

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, this does not apply to a vote cast on this Resolution by:

- a person as proxy or attorney for a person who is 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
- the Chair 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 Chair to vote on the Resolution as the Chair decides even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

In addition, a vote must not be cast on Resolution 1 by any KMP or their Closely Related Parties, acting as a proxy for a person entitled to vote, if their appointment does not specify the way the proxy is to vote on the Resolution. This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as a proxy for a person entitled to vote on the Resolution because the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even though the Resolution is connected directly or indirectly with the remuneration of the KMP.

Resolution 5 – Approval of grant of Rights to the Group CEO and Managing Director, Katrina Barry under the Plan

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Long Term Incentive Share Plan; and
- an Associate of that person (or those persons).

Listing Rules 10.14.1, 10.14.2 and 10.14.3 cover a director of the Company, an Associate of a Director, or a person whose relationship with the Company or a Director or Associate is such that, in ASX's opinion, the acquisition of Shares should be approved by Shareholders.

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

- a person as proxy or attorney for a person who is 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
- the Chair 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 Chair to vote on the Resolution as the Chair decides; or
- a Shareholder 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 the Resolution; and
 - » the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote must not be cast on Resolution 5 by any KMP or their Closely Related Parties, acting as a proxy for a person entitled to vote, if their appointment does not specify the way the proxy is to vote on the Resolution. This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as a proxy for a person entitled to vote on the Resolution because the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even though the Resolution is connected directly or indirectly with the remuneration of the KMP.

Resolution 6 – Approval of leaving benefits

The Company will disregard any votes cast in any capacity on Resolution 6 by or on behalf of:

- a Relevant Executive who is entitled to participate in a termination benefit; or
- an Associate of that person or those persons.

However, this does not prevent the casting of a vote on this Resolution if:

- it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- it is not cast on behalf of a Relevant Executive or an associate of the Relevant Executive.

Resolutions 7, 8, 9 and 10 – Approval of the issue of Shares to each of Ellen Comerford, Don Clarke, Shelley Beasley and John Boris respectively under the Non-Executive Director Share Plan

The Company will disregard any votes cast in favour of Resolutions 7, 8, 9 and 10 by or on behalf of:

- a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Non-Executive Director Share Plan; and
- an Associate of that person (or those persons).

Listing Rules 10.14.1, 10.14.2 and 10.14.3 cover a Director, an Associate of a Director, or a person whose relationship with the Company or a Director or Associate is such that, in ASX's opinion, the acquisition of Shares should be approved by Shareholders.

However, this does not apply to a vote cast in favour of these Resolutions by:

- a person as proxy or attorney for a person who is entitled to vote on any of these Resolutions, in accordance with directions given to the proxy or attorney to vote on any of these Resolutions in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on any of these Resolutions, in accordance with a direction given to the Chair to vote on any of these Resolutions as the Chair decides; or
- a Shareholder 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 any of these Resolutions; and
 - » the Shareholder votes on any of these Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote must not be cast on Resolutions 7, 8, 9 and 10 by any KMP or their Closely Related Parties, acting as a proxy for a person entitled to vote, if their appointment does not specify the way the proxy is to vote on any of these Resolutions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as a proxy for a person entitled to vote on these Resolutions because the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even though these Resolutions are connected directly or indirectly with the remuneration of the KMP.

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 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 2025, is available on Webjet's investor website: www.webjetgroup.com.

By order of the Board

Anshu Raghuvanshi

Company Secretary
Webjet Group Limited

Dated: 30 July 2025

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 AGM 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 Automic software platform at <https://bit.ly/webjet2025> for those Shareholders who prefer to attend remotely, on **Thursday, 28 August 2025 at 2:00pm (Melbourne time)**. Registration will open from 1:30 pm (Melbourne time) on the day.

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 2025 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: webjetgroup.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 2025 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 2025 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 2025 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 KMP, in respect of the financial year ended 31 March 2025;
2. discussion of the Company's performance over the financial year ended 31 March 2025; 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 2025.

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.

Explanatory Statement

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 following financial year 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 following year's 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 annual general meeting that passed the Spill Meeting Resolution. 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 2025 and is made in accordance with a unanimous resolution of the Directors. While noting that each Director has a personal interest in their 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

Election of Director (Resolution 2)

Under clause 10.11 of the Company's constitution, the appointment by the Directors during a year of an additional director to the existing Directors must be confirmed by Shareholders at the next annual general meeting. The Board appointed Ms Ellen Comerford as a Director in accordance with the Company's constitution on 1 October 2024 and is now seeking Shareholder confirmation of that appointment.

Biographical details of Ms Comerford are set out below.

Ms Ellen (Ellie) Comerford, (BEconomics)

**Independent Non-Executive Director,
Audit and Risk Committee – Chair,
Remuneration and Nomination Committee – Member**

Ellie has over 35 years of experience in Australia and overseas primarily in the financial services sector, across a number of banking, insurance, services and digital businesses covering both executive and directorship roles.

Ellie is currently a Non-Executive director/Chair Audit and Risk Committee of Airtasker Limited (ASX:ART) and of various privately held companies in Australia and Europe and is a former Non-Executive director/Chair Audit and Risk Committee of Heartland Group Holdings Limited (NZX/ASX:HGH).

Ellie's executive roles have included Group CFO at Hollard Holdings Australia, Chief Executive and Managing Director of Genworth Mortgage Insurance Australia (lead IPO in 2014 as an ASX top 200 listed company) and prior to that various C-suite positions for First American Financial Corporation and Citigroup Australia. Ellie is also a member of Chief Executive Women.

What is the Board's recommendation?

The Board (other than Ellen Comerford because of her interest in this Resolution) recommends that Shareholders vote in favour of Resolution 2.

Election of Director (Resolution 3)

Under clause 10.11 of the Company's constitution, the appointment by the Directors during a year of an additional director to the existing Directors must be confirmed by Shareholders at the next annual general meeting. The Board appointed Mr John Boris as a Director in accordance with the Company's constitution on 1 August 2025 and is now seeking Shareholder confirmation of that appointment.

Biographical details of John Boris are set out below.

Mr John Boris

Independent Non-Executive Director

John has over 25 years of experience in global ecommerce with a focus on travel and hospitality. He has a proven track record of building highly profitable consumer and enterprise business and creating category leading brands.

John is currently a Non-Executive Director of Cranky Health Pty Ltd, Chairman & Non-Executive Director of Feastables Ltd (USA) and President & CGO of Big Red Group Pty Ltd.

John's previous executive roles include SVP and global Chief Growth Officer for Tripadvisor (NASDAQ: TRIP), CEO of IfOnly (acquired by Mastercard), SVP and Chief Marketing Officer of Shutterfly (acquired by Apollo Global Management) and EVP, Managing Director of Lonely Planet.

Educated in the USA, John holds an MBA from NYU Stern School of Business and a Bachelor of Arts from Middlebury College.

Explanatory Statement

What is the Board's recommendation?

The Board (other than Mr John Boris because of his interest in this Resolution) recommends that Shareholders vote in favour of Resolution 3.

Appointment of Auditor (Resolution 4)

Deloitte, having consented to act, was appointed the auditor of Webjet on 23 July 2024 in accordance with section 327A(1) of the Corporations Act. Under section 327A(2) of the Corporations Act, Deloitte holds office until the Company's first annual general meeting, being the meeting to be held on Thursday, 28 August 2025.

Deloitte has given its consent to act as external auditor of Webjet.

The Company now seeks Shareholder approval for the appointment of Deloitte as auditor of Webjet in accordance with section 327B of the Corporations Act.

In accordance with section 328B(1) of the Corporations Act, notice in writing nominating Deloitte as auditor has been given to Webjet by a Shareholder. A copy of the shareholder's written notice of nomination is set out below.

Deloitte has provided to Webjet, and has not withdrawn, its written consent to act as Webjet's auditor in accordance with section 328A(1) of the Corporations Act.

15 June 2025

The Directors
Webjet Group Limited
Level 2, 509 St Kilda Road
Melbourne VIC 3004

Nomination of Deloitte Touche Tohmatsu as Auditor of Webjet Group Limited

I, David Galt, being a member of Webjet Group Limited ACN 679 116 762 (Company), hereby nominate Deloitte Touche Tohmatsu for appointment as Auditor of the Company and its controlled entities pursuant to section 328B of the *Corporations Act 2001* (Cth), at the next Annual General Meeting (**Meeting**) of the Company to be held on 28 August 2025, or any adjournment or postponement of that Meeting.

Yours sincerely

David Galt
Member of Webjet Group Limited

What is the Board's recommendation?

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

Approval of grant of Rights to the Managing Director, Katrina Barry (Resolution 5)

Background

On 16 September 2024, as part of the Company's admission to the ASX, the ASX granted a waiver from Listing Rule 10.14 to the extent necessary to permit Webjet to grant performance rights to Ms Katrina Barry without seeking shareholder approval on the condition that details of the grant were set out in the Demerger Booklet. On 30 January 2025, Webjet issued Ms Barry with 1,027,088 Rights under the Plan in accordance with the ASX waiver in respect of FY25.

In respect of Ms Barry's LTI entitlement in FY26, Webjet is proposing to issue Ms Barry with 1,236,544 Rights under the Plan details of which are summarised below. Ms Barry's fixed annual remuneration for FY26 increased by 3% to \$669,500 in line with a general review of her remuneration.

Ms Barry's entitlement to the FY26 LTI is subject to performance conditions assessed over a three-year performance period. The LTI will ordinarily be satisfied by the issue of 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.

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 5 for the grant of Rights to the Managing Director, Ms Barry, as part of her remuneration package applicable in FY26.

Summary of terms of Ms Barry's proposed Rights grant

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

Explanatory Statement

Summary of terms of Ms Barry's proposed Rights grant (continued)																													
Name of recipient	Ms Katrina Barry or her nominee(s)																												
Which category in rules 10.14.1 – 10.14.3 the person falls within and why	Ms Barry is a Director of the Company and therefore falls within the category in Listing Rule 10.14.1.																												
Maximum number and class of securities to be issued to the person	Webjet is proposing to issue Ms Barry with 1,236,544 Rights.																												
Entitlements under the Plan	Subject to Shareholder approval, Ms Barry will be offered 1,236,544 Rights which has been calculated by dividing the LTI maximum opportunity amount (being 140% of the FAR) by the two month volume weighted average price (VWAP) of the Company's Shares commencing on 1 April 2025, being the beginning of the three year performance period under the FY26 Plan. If Shareholder approval is not obtained the Board will consider alternative arrangements to appropriately remunerate and incentivise Ms Barry. Each Right will give Ms Barry 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 Ms Barry as soon as practicable after the AGM. In any event, they will not be granted more than 1 year after the date of the AGM.																												
Why are Rights used for Ms Barry's LTI?	<p>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.</p> <p>The use of Rights is aligned with typical market practice.</p>																												
Performance conditions	<p>The vesting conditions for the vesting of the Rights will comprise the following two metrics each with a weighting of 50%:</p> <p>a) total transaction value (TTV) growth metric tested over the applicable vesting period; and</p> <p>b) an underlying diluted earnings per share (EPS) growth metric tested over the applicable vesting period.</p> <p>Note: The decision to change the vesting conditions to include a vesting condition based on TTV growth (in place of a vesting condition based on total shareholder return (TSR)) is a direct reflection of the primary objective of the Company's Strategic Plan - to double TTV in 5 years.</p> <p>As the implementation of the Strategic Plan will necessarily involve change and investment in new business initiatives (as outlined in the Strategic Plan priorities), it was agreed for the FY26 LTI that driving TTV growth off the back of the changes and new initiatives was more relevant to the Company than a vesting condition based on TSR. In the same context, it was also agreed that a focus on TTV growth, to the exclusion of a vesting condition related to shareholder value, was not appropriate. Hence, the necessity in the Board's view to retain the EPS vesting condition as a key condition of the key executives' FY26 LTI entitlements.</p> <p>The vesting scales to be used for each vesting condition are:</p> <p>TTV Metric</p> <p>The table below sets out the percentage of Rights that will vest depending on the Company's TTV as at the end of the performance period:</p> <table> <tr> <th>Webjet Group Limited's scaling 3-year TTV CAGR</th><th>Percentage of TTV metric achievement</th><th>Percentage of Performance Rights that will vest</th></tr> <tr> <td>Less than 10%</td><td>0%</td><td>0%</td></tr> <tr> <td>At 10%</td><td>30%</td><td>15%</td></tr> <tr> <td>Above 10% and below 12.5%</td><td>30% plus an additional 0.12% for each 1 bps above 10%</td><td>15% plus an additional 0.06% for each 1 bps above 10%</td></tr> <tr> <td>At 12.5%</td><td>60%</td><td>30%</td></tr> <tr> <td>Above 12.5% and below 15%</td><td>60% plus an additional 0.08% for each 1 bps above 12.5%</td><td>30% plus an additional 0.04% for each 1 bps above 12.5%</td></tr> <tr> <td>At 15%</td><td>80%</td><td>40%</td></tr> <tr> <td>Above 15% and below 17.5%</td><td>80% plus an additional 0.08% for each 1 bps above 15%</td><td>40% plus an additional 0.04% for each 1 bps above 15%</td></tr> <tr> <td>At or above 17.5%</td><td>100%</td><td>50%</td></tr> </table>		Webjet Group Limited's scaling 3-year TTV CAGR	Percentage of TTV metric achievement	Percentage of Performance Rights that will vest	Less than 10%	0%	0%	At 10%	30%	15%	Above 10% and below 12.5%	30% plus an additional 0.12% for each 1 bps above 10%	15% plus an additional 0.06% for each 1 bps above 10%	At 12.5%	60%	30%	Above 12.5% and below 15%	60% plus an additional 0.08% for each 1 bps above 12.5%	30% plus an additional 0.04% for each 1 bps above 12.5%	At 15%	80%	40%	Above 15% and below 17.5%	80% plus an additional 0.08% for each 1 bps above 15%	40% plus an additional 0.04% for each 1 bps above 15%	At or above 17.5%	100%	50%
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At or above 17.5%	100%	50%																											

Explanatory Statement

Summary of terms of Ms Barry's proposed Rights grant (continued)

Performance conditions (continued)	EPS Metric The table below sets out the percentage of Performance Rights that will vest depending on the Company's EPS metric as at the end of the Performance Period:		
	Webjet Group Limited's scaling 3-year underlying EPS CAGR	Percentage of EPS metric achievement	Percentage of Performance Rights that will vest
	Less than 7.5%	0%	0%
	At 7.5%	30%	15%
	Above 7.5% and below 10%	30% plus an additional 0.12% for each 1 bps above 7.5%	15% plus an additional 0.06% for each 1 bps above 7.5%
	At 10%	60%	30%
	Above 10% and below 12.5%	60% plus an additional 0.08% for each 1 bps above 10%	30% plus an additional 0.04% for each 1 bps above 10%
	At 12.5%	80%	40%
	Above 12.5% and below 15%	80% plus an additional 0.08% for each 1 bps above 12.5%	40% plus an additional 0.04% for each 1 bps above 12.5%
	At or above 15%	100%	50%
Performance period and vesting	The performance conditions for the Rights will be tested over a three year period from 1 April 2025 until 31 March 2028 and will vest on satisfaction of the performance conditions.		
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	Ms Barry 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 Ms Barry has been determined in accordance with the fair value attributable to the Rights and on the basis of delivering an LTI equal to 140% of Ms Barry'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 Ms Barry following exercise of the Rights will depend on the price of the Shares on that date.</p>		
Dividend and voting rights	The Rights granted to Ms Barry do not carry any dividend or voting rights prior to vesting. Once vested, if the Company determines to pay a dividend to its Shareholders, Ms Barry may be entitled to, by way of cash or Shares, a payment equivalent to the value of dividends that would have been payable to her had she been the holder of the underlying Shares over which the Right is exercisable during a period determined by the Board.		
Adjustments to performance rights	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.		
Trading restrictions	Ms Barry 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, Ms Barry will not be prevented from dealing with any Shares acquired by her upon the vesting of the Rights.		
Cessation of employment	<p>If Ms Barry's employment is terminated for cause, the clawback provisions will apply.</p> <p>Where Ms Barry'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 (set out below), Ms Barry will retain a pro rata proportion (based on the portion of FY26 which has elapsed) of the number of Ms Barry's unvested Rights which will be retained for testing at the end of the performance period.</p>		
Clawback	The Rights are subject to customary clawback provisions under which, subject to the discretion of the Board, will lapse if, among other things, Ms Barry materially breaches her obligations to the Company or has acted fraudulently in relation to the affairs of the Company.		

Explanatory Statement

Summary of terms of Ms Barry's proposed Rights grant (continued)

Change in control	If a corporate control event occurs, the Board has discretion to determine whether to waive or modify (but not add to) some or all of the performance conditions, determine that the Rights must be exercised and to take any other actions, or determine that Ms Barry must take any other actions, as the Board determines, provided that the actions or determinations of the Board do not, in the Board's opinion, materially disadvantage Ms Barry. A 'corporate control event' is defined to include, amongst other things, a takeover bid that has become unconditional and has delivered voting power of more than 50% of the Company to a bidder, a scheme of arrangement or acquisition of shares in Webjet that has been approved by Shareholders delivering control of Webjet to any person or Shareholders having approved the sale of a majority in value of Webjet's business or assets.	
Ms Barry's total remuneration package for FY26	Listing Rule 10.15.4 requires this Notice of Meeting to include details (including the amount) of Ms Barry's current total annual remuneration:	
	Fixed Annual Remuneration (including superannuation (FAR))	\$669,500
	Short term incentive	75% of FAR at maximum, subject to the achievement of both financial and non-financial measures
	Long term incentive	140% of FAR at maximum
	Shareholders are referred to the Remuneration Report for full details of Ms Barry's remuneration. ⁽¹⁾	
Other information required by Listing Rule 10.15	<ol style="list-style-type: none"> Ms Barry is a Director and accordingly falls into the category of people contemplated under Listing Rule 10.14.1. Ms Barry is the only Director of the Company entitled to participate in, and receive securities, under the Plan. 1,027,088 Rights have been granted to Ms Barry for nil cost in respect of prior year LTI grants. No loans have been provided by the Company to Ms Barry in connection with the grant of such Rights or allocation of shares on vesting and exercise of those Rights. 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. 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 5 is passed and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule. A voting exclusion statement in respect of Resolution 5 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 5 (as set out in the voting exclusion statement for this Resolution), the Board (with Ms Barry abstaining) recommends that Shareholders vote in favour of Resolution 5.

Effect if the resolution is passed or not passed

If this Resolution 5 is approved by Shareholders, 1,236,544 Rights will be issued to Ms Barry (or her nominee(s)). The issue will also fall within an exception to the 15% placement limit in Listing Rule 7.1 so that the issue of the Rights will not affect the Company's subsequent placement capacity for the purposes of that Listing Rule.

If this Resolution 5 is not approved by Shareholders, the Rights will not be issued to Ms Barry and the Board will have regard to alternative remuneration non-equity arrangements for Ms Barry to provide compensation equivalent in value to the Rights Ms Barry would have received had Shareholder approval been granted.

¹ The Remuneration Report incorrectly referenced Ms Barry receiving an additional 6 month notice entitlement on a change of control event. Ms Barry is entitled to an additional 6 month notice period (making the total notice period 12 months) if her employment agreement is terminated before 1 October 2026. This entitlement is not linked to any change of control. The Company may elect to make a payment in lieu of all or any part of the notice period.

Explanatory Statement

Approval of leaving benefits (Resolution 6)

Background

Part 2D.2 of the Corporations Act restricts the benefits which can be given to a person in connection with that person's or someone else's retirement from an office, or position of employment, in the Company or its related bodies corporate if the office or position is a managerial or executive office (as defined in the Corporations Act), or if the retiree held such a managerial or executive office at any time during the last three years.

In accordance with section 200B of the Corporations Act, to give a benefit in connection with a relevant person's retirement from an office, the Company must, subject to various exceptions, obtain the approval of Shareholders in the manner set out in section 200E of the Corporations Act.

In order to ensure that base and variable remuneration is effective in attracting and retaining the best people to hold managerial and executive positions within the Company, the Board wishes to have the flexibility to ensure that on cessation of employment, or retirement from that office, they can reward a person if the circumstances of the retirement is a mutual, planned or negotiated outcome or otherwise due to a factor outside of that persons control including redundancy, disability, serious ill health or other exceptional circumstances.

Why is shareholder approval being sought?

Accordingly, Shareholder approval is being sought in accordance with Part 2D.2 of the Corporations Act (including sections 200B and 200E of the Corporations Act) and for all other purposes to accommodate the potential leaving benefits that may be provided to Webjet employees who are captured by the Corporations Act restrictions. Those employees are KMP or any other person holding a "managerial or executive office" within the Webjet Group (**Relevant Executive**).

If approved by Shareholders, this Resolution 6 will allow the Board the flexibility it requires to take discretionary actions allowed by certain agreements between the Company and Relevant Executives, and to apply prescriptive formula's (where applicable) to the retirement event.

The approval sought will support:

- the execution of the Company's strategy and operations;
- the delivery of current benefits to Relevant Executives, to which they are contractually entitled;
- the Relevant Executives receiving fair treatment on their cessation of employment; and
- the attraction and retention of current and future Relevant Executives.

If Shareholders approve this Resolution, it will be effective until the conclusion of the third annual general meeting of the Company after that date that this Resolution is passed. If considered appropriate at the time, the Board may seek a new approval from Shareholders at the Company's 2028 annual general meeting.

Shareholders are not being asked to approve any increase or changes to the existing remuneration arrangements and entitlements of Relevant Executives.

The types of leaving benefits for which approval is being sought and the discretion that may be exercised are set out below. This summary is not intended to be an exhaustive list of the types of termination benefits that may become payable or be paid by the Company to Relevant Executives. The Company is seeking Shareholder approval under this Resolution 6 to provide the Board with the flexibility it requires to tailor termination arrangements with Relevant Executives, including KMP, having due regard to the circumstances of the Relevant Executive's termination or retirement from their office of employment.

For the purposes of Part 2D.2 of the Corporations Act (including sections 200B and 200E), this Resolution 6 seeks Shareholder approval for (without limitation) all benefits under or in connection with the Plan, Board discretionary rights exercisable under any employment agreement or other remuneration agreement or Board contractual obligations under any employment agreement or other remuneration agreement.

Explanatory Statement

Leaving benefits	
Employment agreements – payments in lieu of notice	<p>Employment agreements with Relevant Executives provide for notice periods of between one and twelve months and allow for payment in lieu of notice.</p> <p>Relevant Executives may be required to undertake leave during all or part of their notice period, or otherwise make themselves available to perform work as requested or to perform different duties. During this time they may receive their contractual salary and benefits or a cash equivalent.</p> <p>The payments described above may, depending on the circumstances, constitute the provision of a termination benefit. The value of any such benefit is typically a function of time frame (e.g. the length of any applicable notice period) and the Relevant Executive's base pay.</p>
Plan Securities	<p>Relevant Executives (as well as other Webjet employees) participate in the Plan . The terms of the Plan are described above in this Explanatory Statement.</p> <p>Where employment terminates because of redundancy, death, serious illness or disability, the Board retains a residual discretion to permit retention and/or exercise of unvested Rights. Where employment is terminated for cause, the clawback provisions (described in this Explanatory Statement) will apply.</p> <p>In all other circumstances, subject to the clawback provisions, the Relevant Executives will retain a pro-rata proportion (based on the portion of first year of the performance period which has elapsed) of the number of the Relevant Executive's unvested Rights, which will be retained for testing at the end of the performance period.</p> <p>The exercise of such discretion may, depending on the circumstances, constitute the provision of a termination benefit and the value of the corresponding benefit would typically be a function of the number of Rights involved and the relevant Share price.</p>
Local policies and practices regarding redundancy, ex-gratia payments and other benefits	<p>Webjet's contractual arrangement and practices reflect local legal and regulatory requirements and market practice, including local redundancy policies. Accordingly, these policies, obligations and practices vary from time to time.</p> <p>Redundancy payments are generally exempt from the termination benefits regime, but sometimes it is necessary to provide a redundancy benefit beyond the applicable redundancy employment laws such as ex-gratia payment. Depending on the circumstances, that payment may constitute the provision of a termination benefit. Such ex-gratia payment is generally a function of an employee's remuneration and length of service (typically a specified number of weeks per year of service), with the value of any ex-gratia payment being an additional number of weeks per year of service.</p> <p>Other benefits may be provided including accrued leave, insurance, superannuation or pension entitlements. Most of these benefits would not generally be considered termination benefits and no shareholder approval would normally be required to provide these. However, to the extent that they do, the Shareholder approval is sought to allow the benefit to be provided.</p>
Incidental benefits	<p>Webjet may provide small incidental benefits to a Relevant Executive, such as retention of certain property (e.g. mobile phone or other electronic device), giving a retirement gift and/or providing career transition/outplacement support.</p> <p>Webjet seeks approval to enable the flexibility to provide such benefits on a case-by-case basis provided they are reasonable and not significant in the circumstances.</p>
Settlement or separation agreements	<p>Webjet may enter into a settlement or separation agreement with a Relevant Executive in connection with the cessation of their employment or office. As part of this Webjet may agree to pay out an amount it determines is reasonable to settle any claims (which in the Board's view are legitimate) which the Relevant Executive may have in connection with the cessation of employment or office. These settlement or separation agreements may also include typical arrangements around, for example, confidentiality, releases and non-disparagement.</p>

The amount or value of the benefits that may be provided to Relevant Executives (or provided otherwise in connection with a Relevant Executive ceasing to be appointed as a Relevant Executive) in accordance with Resolution 6 cannot be ascertained in advance. However, the manner in which the amount or value of the potential benefits will be calculated, and the matters, events and circumstances that will, or are likely to affect the calculation of that amount or value include:

- the circumstances of, or reasons for the Relevant Executive, ceasing employment or engagement with the Company or its related bodies corporate and the extent to which they served the applicable notice period;
- the length of service with the Company or its related bodies corporate and performance over that period of time;
- any other factors that the Board determines to be relevant when exercising its discretion;
- the manner in which the Board exercises its discretion at the relevant time;

Explanatory Statement

- any changes in law between the date the Company or any of its related bodies corporate enter or entered into an agreement with the Relevant Executive and the date they cease appointment as a Relevant Executive;
- the Company's policies as applicable at the relevant time; and
- the market practice at the relevant time.

In granting any leaving benefits, the Company will still be required to comply with Listing Rules 10.18 and 10.19 which place certain restrictions on the circumstances in which termination benefits can be paid and a cap on the value of termination benefits that can be paid to officers of the Company. If required, the Company will seek any relevant approvals from ASX or Shareholders under those Listing Rules prior to the grant of such leaving benefits.

Other than the information above and otherwise set out in this Notice, the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 6.

What is the Board's recommendation?

The Board (other than Ms Barry because of her interest in this Resolution) recommends that Shareholders vote in favour of this Resolution 6.

Approval of the issue of Shares to Ellen Comerford, Don Clark, Shelley Beasley and John Boris under the Non-Executive Directors Share Plan (Resolutions 7, 8, 9 and 10 respectively)

Background

The Company proposes to adopt the Non-Executive Director Share Plan, pursuant to which Shares may be made available to Non-Executive Directors if they elect to receive a portion (which must be at least 20%) of their annual fees (for their services as a Non-Executive Director) in Shares, either by way of an issue of Shares to the Non-Executive Director (or their permitted nominee), or by way of acquisition of Shares in the name of the Non-Executive Director (or their permitted nominee) in the ordinary course of trading on the ASX.

The purpose of the Non-Executive Director Share Plan is to assist in the retention and motivation of Non-Executive Directors by providing them with a right to acquire Shares and the opportunity to participate as Shareholders in the Company, as well as to demonstrate the commitment of Non-Executive Directors to the Company and its success.

As at the date of this Notice, the Company has not received any elections from Non-Executive Directors to participate in the NED Plan.

Why is shareholder approval being sought?

Listing Rule 10.14 provides that unless one of the exceptions in Listing Rule 10.16 applies, an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- (a) a director of the entity;
- (b) an associate of a person referred to in paragraph (a) above; or
- (c) a person whose relationship with the entity or a person referred to in any of paragraphs (a) and (b) above is such that, in ASX's opinion the issue or agreement should be approved by security holders.

References in Listing Rule 10.14 to a director include a non-executive director of an entity. Accordingly, Resolutions 7, 8, 9 and 10 seek Shareholder approval as required by Listing Rule 10.14 to allow the grant respectively of:

- (a) up to \$135,000 worth of Shares to Ellen Comerford or her nominee(s);
- (b) up to \$190,000 worth of Shares to Don Clarke or his nominee(s);
- (c) up to \$120,000 worth of Shares to Shelley Beasley or her nominee(s); and
- (d) up to \$120,000 worth of Shares to John Boris or his nominee(s),

each as a Non-Executive Director under and in accordance with the NED Plan.

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Specific information required under Listing Rules 10.15

In accordance with Listing Rule 10.15, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of Listing Rule 10.14, the following information is provided to Shareholders:

Identification of recipient of securities	Each of: (i) Ellen Comerford or her nominee(s); (ii) Don Clarke or his nominee(s); (iii) Shelley Beasley or her nominee(s); and (iv) John Boris or his nominee(s).
Category in Listing Rules 10.14.1 – 10.14.3	Ms Comerford, Mr Clarke, Ms Beasley and Mr Boris are Non-Executive Directors. A Non-Executive Director is a director of the Company and falls within the category in Listing Rule 10.14.1.
Number and class of securities to be issued	Fully paid ordinary shares in the Company, which must not be issued to a Non-Executive Director if, because of the issue of Shares, a Non-Executive Director would: (i) hold a legal or beneficial interest in more than 5% of the issued shares of the Company; or (ii) be able to cast, or control the casting of, more than 5% of the maximum number of votes that might be cast at a general meeting of the Company. Subject to the above limit, the maximum number of Shares to be granted to a Non-Executive Director for each relevant quarter will be determined in accordance with the following formula. Number of Shares for the quarter = A/B where: A is equal to the portion of the Non-Executive Director fees that a Non-Executive Director elects to sacrifice in respect of the relevant quarter; and B is equal to the issue price set out below. As such, as at the date of this Notice, the Company cannot determine the exact number of Shares to be issued to each Non-Executive Director. However, a maximum of: (a) up to \$135,000 worth of Shares may be issued to Ellen Comerford or her nominee(s); (b) up to \$190,000 worth of Shares may be issued to Don Clarke or his nominee(s); (c) up to \$120,000 worth of Shares may be issued to Shelley Beasley or her nominee(s); and (d) up to \$120,000 worth of Shares may be issued to John Boris or his nominee(s). The current total annual remuneration package of: (a) Ms Comerford is \$135,000, which is comprised of fixed Non-Executive Director fees of \$120,000 and \$15,000 of fees for acting as chair of a Board Committee; (b) Mr Clarke is \$190,000, for his role as Chair of the Board and Non-Executive Director; (c) Ms Beasley is \$120,000, for her role as Non-Executive Director; and (d) Mr Boris is \$120,000, for his role as Non-Executive Director. Approval of Resolutions 7, 8, 9 and 10 would mean a portion of each Non-Executive Director's cash based remuneration would be replaced by receipt of Shares.
Previous issues under the NED Plan and average acquisition price	None.
Issue date	Initial issue date to be 1 December 2025, and subsequent issue dates being the first business day of each quarter following the first issue date, if the participant elects to have a portion of their annual fees received in Shares for that quarter.
Price per security	The issue price for Shares granted under the NED Plan is: (i) for Shares issued by the Company, the volume weighted average price of Shares quoted on the ASX on the 5 trading days preceding the commencement of the relevant quarter; and (ii) for Shares which have been acquired by the Company on the ASX, the market price at which those Shares were acquired.
Summary of the material terms of the NED Plan	A summary of the material terms of the NED Plan is set out below.
Summary of the material terms of any loan that will be made in relation to the acquisition	No loan will be made in relation to the acquisition of the Shares under the NED Plan.
Voting exclusions	A voting exclusion statement in respect of Resolution 7 has been included in this Notice.

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Details of any securities issued under the NED Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the NED Plan after the Resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.

Effect if a resolution is passed or not passed

If Resolutions 7, 8, 9 and 10 (which is subject to Shareholder approval of Resolution 3) are approved by Shareholders, Ms Comerford, Mr Clarke, Ms Beasley and Mr Boris will be issued Shares under and in accordance with the NED Plan, if they make an election to receive a portion (which must be at least 20%) of their annual fees in Shares, and these Shares will be treated as having been made with approval for the purpose of Listing Rule 10.14. The issue will also fall within an exception to the 15% placement limit in Listing Rule 7.1 so that the issue of the Shares will not affect the Company's subsequent placement capacity for the purposes of that Listing Rule.

If Resolutions 7, 8, 9 and 10 are not approved by Shareholders, Ms Comerford, Mr Clarke, Ms Beasley and Mr Boris respectively will not be issued Shares under the NED Plan (unless an exception under Listing Rule 10.16 applies), and it is anticipated that their annual fees will be received in cash. If one of those Resolutions is not passed, then the relevant Director will not be issued Shares under the NED Plan even if other Resolutions are passed and the relevant Directors consequently able to be issued Shares.

Summary of terms of the NED Plan

A summary of the material terms of the NED Plan are set out below.

Participants	Non-executive directors of the Company only.
Plan Shares	Shares, which may be provided by: (i) an issue of Shares to the Participant; or (ii) the acquisition of Shares by the Plan Manager (selected by the Board to carry out day to day administration of the Plan on behalf of the Board) or a Plan Administrator (as described below) in the name of the Participant in the ordinary course of trading on ASX.
Issue Date	First issue date being 1 December 2025, and subsequent issue dates being the first business day of each quarter following the first issue date
Issue Price	(i) For Shares issued by the Company, the volume weighted average price of Shares quoted on the ASX on the 5 trading days preceding the commencement of the relevant quarter. (ii) For Shares which have been acquired by the Company on the ASX, the market price at which those Shares were acquired.
Prerequisite	Unless the Board determines otherwise, Shares may only be transferred to a Participant on an Issue Date if the Participant was a non-executive director of the Company in the relevant quarter, and if the Participant is no longer a non-executive director of the Company on the Issue Date, the Board or Plan Administrator may refuse to issue Shares to that Participant for the relevant quarter.
Cash payment	If the Board is not able, or refuses, to issue all or some of the Shares, the relevant Participant will receive the equivalent amount in cash payment for the relevant quarter.
Maximum number of shares that may be issued	Shares must not be issued to a Participant if, because of the issue of shares, a Participant would: (i) hold a legal or beneficial interest in more than 5% of the issued shares of the Company; or (ii) be able to cast, or control the casting of, more than 5% of the maximum number of votes that might be cast at a general meeting of the Company.
Minimum amount	The Participant may nominate a portion (which must be at least 20%) of his or her annual fee (payable to him or her for services as a director of the Company) to receive in Shares.
Election to participate	A decision to participate in the NED Plan is operative from the next Issue Date and is valid for an issue of Plan Shares for a period of 12 months unless amended, withdrawn or terminated in accordance with the Plan rules.
Method of acquisition of Shares	Shares may be provided to a Participant for the purposes of the NED Plan in either of the following ways: (i) by an issue of Shares to the Participant or his or her nominated participant; or (ii) by the acquisition of Shares by the plan manager (or plan administrator) in the name of the Participant or his or her nominated participant in the ordinary course of trading (or otherwise) on ASX or another financial market, as determined by the Board.

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Prohibition on disposal	A Participant may not dispose of or agree to dispose of any Shares before the earlier of: (i) a one year holding lock from the relevant issue date; (ii) the occurrence of a Change of Control Event; (iii) the day the Participant resigns or otherwise ceases to be a non-executive director of the Company; and (iv) the end of any such other period determined by the Board.
Ranking of Plan Shares	Shares allocated under the NED Plan will rank equally with all other existing shares in the Company in all respects including all voting entitlements and entitlement to participate in dividends and in future rights, bonus and other issues.
Terms of engagement	The NED Plan rules do not form part of any terms of engagement of a Participant. No Participant will be entitled to any compensation because of any suspension or termination of the NED Plan.
Amendments and administration	The NED Plan will be managed by the Board. The Board may at any time amend the NED Plan rules or waive or modify the application of these rules, unless, in the reasonable opinion of the Board, an amendment would prejudicially affect the rights of the Participants or attaching to any Shares, then that amendment may not be made without the consent of the Participants affected by the amendment, other than where the amendment is made for the purpose of complying with present or future law, to correct any manifest error or mistake, and to take into consideration possible adverse tax implications in respect of the NED Plan.
Plan Administrator	If the Board elects to appoint a Plan Administrator, the Plan Administrator will administer the Plan in accordance with the NED Plan rules and any procedures determined by the Board and agreed to by the Board and Plan Administrator.
Termination	The Board may at any time terminate or suspend the Plan in whole or in part.

What is the Board's recommendation?

The Board (other than Ms Comerford, Mr Clarke, Ms Beasley and Mr Boris because of their interests in Resolutions 7, 8, 9 and 10 respectively) recommends that Shareholders vote in favour of Resolutions 7, 8, 9 and 10.

Queries

If you have any queries about the Meeting, the 2025 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 9500].

Glossary

In this Notice and Explanatory Statement:

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 through the Automic software platform at Automic online portal on Thursday, 28 August 2025 at 2:00pm (Melbourne time).

Annual Report means the annual report of Webjet for the financial year ended 31 March 2025.

Associate has the meaning given for the purposes of the Listing Rules.

Auditor's Report means the auditor's report of the Webjet Group for the financial year ended 31 March 2025, 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.

Chair means the person appointed to chair the Meeting.

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.

Company or Webjet means Webjet Group Limited ABN 85 679 116 762.

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 Webjet Group for the financial year ended 31 March 2025, as set out in the Annual Report.

Equity Securities has the meaning given to that term in the Listing Rules.

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 2025, as set out in the Annual Report.

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 2025 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.

Non-Executive Director or NED means a non-executive director of the Company.

Non-Executive Director Share Plan or NED Plan means the Webjet Group Limited Non-Executive Director Share Plan.

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 or Long Term Incentive Plan means the Webjet Group Limited Long Term Incentive Plan (the terms of which was announced to the ASX on 20 September 2024 as part of the Company's admission to the ASX and are summarised in the Explanatory Statement). That document may be accessed from ASX Market Announcements Platform here [Webjet Group Limited – LTIP](#).

Plan Security means an Option or a Right.

Remuneration Report means the remuneration report of the Webjet Group for the financial year ended 31 March 2025, 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 Automic Pty Ltd ABN 27 152 260 814.

Webjet Group means the Company and its consolidated entities.

Webjet Group
Level 2, 509 St Kilda Road
Melbourne VIC 3004, Australia
www.webjetgroup.com





Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Webjet Group Limited | ABN 85 679 116 762

Your proxy voting instruction must be received by **2.00pm (AEST) on Tuesday, 26 August 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

