

Webjet Limited

ABN 68 002 013 612



Notice of Annual General Meeting and Explanatory Statement

Date: Wednesday 23 November 2016

Time: 11.00 am (Melbourne time)

Place: Webjet Limited - Corporate Office,
Level 2, 509 St Kilda Road, Melbourne, Victoria

2016 Annual Report

A copy of Webjet's 2016 Annual Report (including the financial report, directors' report and auditor's report for the year ended 30 June 2016), together with the associated ASX announcement, media release and investor pack relevant to the financial performance of Webjet for the financial year ended 30 June 2016, is accessible on Webjet's website at the following address - <http://www.webjet.com.au/about/financial>.

As permitted by the Corporations Act, a printed copy of the 2016 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy.

WEBJET LIMITED
ABN 68 002 013 612

NOTICE OF ANNUAL GENERAL MEETING
Wednesday, 23 November 2016

Notice is given that the Annual General Meeting of the members (**Shareholders**) of Webjet Limited (**Company** or **Webjet**) will be held at the corporate office of Webjet, Level 2, 509 St Kilda Road, Melbourne, Victoria on Wednesday, 23 November 2016 at 11.00 am (Melbourne time).

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

ORDINARY BUSINESS

Financial statements and reports

To receive and consider the:

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

for the Company for financial year ended 30 June 2016.

Election of Directors (Resolutions 1 and 2)

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

Resolution 1

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

Resolution 2

That Ms Shelley Roberts, a director appointed to fill a casual vacancy during the year and retiring in accordance with the Company's constitution, and being eligible, be elected as a director of the Company.

Ratification of share issue (Resolution 3)

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

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given to the issue of 2,756,006 Shares by the Company on the date and on terms and conditions more fully described in the Explanatory Statement accompanying this Notice.

Adoption of Remuneration Report (Resolution 4)

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

That the Remuneration Report (as set out in the Annual Report for the financial year ended 30 June 2016) be adopted.

CONTINGENT BUSINESS

Spill Meeting resolution (Resolution 5)

[Note: This resolution will not be put to the meeting if Resolution 4 – Adoption of Remuneration Report is passed with less than 25% of the votes cast on the resolution being cast against the resolution.]

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

'That, subject to and conditional on at least 25% of the votes cast on Resolution 4 being cast against the adoption of the Remuneration Report for the financial year ended 30 June 2016:

- (a) another general meeting of the Company (Spill Meeting) be held within 90 days of the passing of this resolution;*
- (b) all of the directors in office when the Board resolution to make the directors' report for the financial year ended 30 June 2016 was passed excluding the Company's managing director (such directors being David Clarke, Don Clarke, Steven Scheuer**, Roger Sharp, Brad Holman and Shelley Roberts), cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to the offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of shareholders at the Spill Meeting.*

** Note Steven Scheuer intends to retire from the Board at the conclusion of the Annual General Meeting.

Farewell and vote of thanks

Mr Steven Scheuer will retire as a director of the Company at the conclusion of the Annual General Meeting.

The Board intends to formally record its thanks and gratitude to Mr Scheuer for his service to the Company. Mr Scheuer was one of the original investors in the Company and has served as a member of the Board since the ASX listing of the Webjet business in March 2000. Steven has provided significant and invaluable input to the Board for sixteen years.

The Board formally extends to Steven its very best wishes for his retirement.

NOTES

Proxy forms and voting

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

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

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

- 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 bring to the Meeting adequate evidence of his or her appointment, including any authority under which the appointment is signed, unless that evidence has previously been provided to the Share Registry.

Appointing the chairperson of the Meeting as your proxy

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

- By appointing the chairperson of the Meeting as your proxy in relation to Resolution 4 or 5, you expressly authorise the chairperson to exercise your vote on Resolution 4 or 5 despite Resolution 4 or 5 being connected directly or indirectly with the remuneration of members of the KMP (which includes the chairperson) unless:
 - you have directed the chairperson how to vote on the resolutions by marking the appropriate box at Step 2 of the Proxy Form; or
 - you are a member of the KMP, the details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2016, or a Closely Related Party of such a member of KMP.
- The chairperson intends to exercise all available proxies by voting in favour of Resolutions 1, 2, 3 and 4 and against Resolution 5 on the agenda.

- If you do not wish the chairperson of the Meeting to exercise your proxy in accordance with the chairperson's stated voting intentions on a Resolution, you should ensure that a box other than the 'For' box is clearly marked against each of Resolutions 1, 2, 3 and 4 and a box other than the 'Against' box is clearly marked for Resolution 5 in the Proxy Form.

Shareholders should refer to the Explanatory Statement, which accompanies and forms part of this Notice of Meeting, for information regarding voting restrictions.

Voting by proxy holders

Under the Corporations Act:

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

Proxy vote if appointment specifies way to vote

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

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

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's shareholders; and
- the appointed proxy is not the chairperson of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chairperson of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at that meeting.

Voting restrictions

In accordance with the Corporations Act, certain persons are specifically prohibited or excluded from voting on Resolution 3 (Ratification of share issue), Resolution 4 (Adoption of Remuneration Report) and Resolution 5 (Spill Meeting resolution). Details of the voting prohibitions / exclusions for each of Resolution 3, 4 and 5 are set out in the information provided in the Explanatory Statement for the respective Resolutions.

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 on 21 November 2016 will be regarded as Shareholders. This means that if you are not the registered holder of a Share (or Shares) at that time you will not be entitled to vote in respect of that Share (or those Shares) at the Meeting.

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 about, or make comments on, the financial statements for the year ended 30 June 2016 and the management of the Company at the AGM.

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

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit written questions to the Company or to BDO (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 30 June 2016) in advance of the AGM. Questions to the Company or to BDO may be submitted:

- by facsimile (+61 3 9820 9258);
- by mail addressed to the Company Secretary, Webjet Limited, Level 2, 509 St Kilda Road, Melbourne Vic 3004,

and must be submitted no later than 5 business days before the AGM.

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

Questions will be collated and, during the Meeting, the chairman 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, BDO, the opportunity to answer, or to table answers to, written 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.

Explanatory Notes

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

Definitions

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

Electronic Annual Reports

In accordance with the Corporations Act, Webjet has provided printed copies of its 2016 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, media release and investor pack relevant to the financial performance of the Company for the year ended 30 June 2016, is available on Webjet's website: <http://www.webjet.com.au/about/financial>.

By Order of the Board



Michael Sheehy
Company Secretary
WEBJET LIMITED

Dated: 2 September 2016

EXPLANATORY STATEMENT

INTRODUCTION

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Meeting) is to provide Shareholders with an explanation of the business of the Annual General Meeting (AGM or Meeting) and of the resolutions to be proposed and considered at the AGM to be held at the Corporate Office of Webjet Limited - Level 2, 509 St Kilda Road, Melbourne, Victoria on Wednesday, 23 November 2016 at 11.00am (Melbourne time) and to assist Shareholders to determine how they wish to vote on each resolution.

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 30 June 2016 will be tabled at the AGM (as required by section 317 of the *Corporations Act 2001* (Cth)).

The Annual Report (which includes the Directors', Auditor's and Financial Reports) is available on the Company's website at the following address: www.webjet.com.au. A printed copy of the Annual Report has been sent to those Shareholders who requested 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.

A representative of the Company's auditor, BDO, will be present at the Meeting. Shareholders will be given a reasonable opportunity to ask questions of the Company and of BDO's representative relevant to the content of the 2016 financial statements, the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements 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 BDO if the questions are relevant to the content of the 2016 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 BDO must be received by the Company by no later than 5 business days before the date of the AGM. During this item of business, BDO 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 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.

ELECTION OF DIRECTORS (Resolutions 1 and 2)

Resolution 1 – Re-election of Mr Roger Sharp

Clause 58.1 of the Company's constitution requires that, at each annual general meeting, one-third of the Directors must retire from office, or if their number is not a multiple of three, then the number nearest to but not exceeding one-third of the Directors must retire from office. The Managing Director (Mr John Guscic) is exempt under clause 75.7 of the Company's constitution from the requirement to retire by rotation.

The retirement of Directors by rotation is also subject to the requirement, in clause 58.4 of the Company's constitution, that a Director must retire from office at the conclusion of the third annual general meeting after the Director was last elected. Clause 58.5 of the Company's constitution provides that a retiring Director remains in office until the end of the meeting and will be eligible for re-election at the meeting.

As Mr Roger Sharp was last re-elected as a Director in 2013, Mr Sharp must retire at the conclusion of the Meeting. Mr Sharp is eligible for re-election and is seeking re-election as a Director at the Meeting.

Biographical details of Mr Sharp are set out below.

Mr Roger Sharp (Non-Executive Director)

Mr Sharp has more than 25 years' experience in investing, financing and running growth companies in global markets. Based in Sydney and Singapore, he currently serves as a Director or Chairman of Asia Pacific Digital Limited, North Ridge Partners Pty Ltd and a microcap New Zealand listed company, GeoOp Limited.

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

Resolution 2 – Election of Ms Shelley Roberts

Clause 57 of the Company's constitution allows the Directors to appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors. A Director appointed under this clause will hold office only until the next annual general meeting of the Company, when the Director may be elected. A Director retiring in accordance with clause 57 is not to be taken into account in determining the number of Directors who must retire by rotation.

Ms Shelley Roberts was appointed to fill a casual vacancy as a non-executive Director on 28 April 2016 and, therefore, she must retire as a Director at the conclusion of the AGM. Ms Roberts is eligible for election and is seeking election as a Director at the AGM.

Biographical details of Ms Roberts are set out below:

Ms Shelley Roberts (Non-Executive Director)

Shelley Roberts has extensive commercial and operational experience in the travel sector through prior management roles at Tiger Airways Australia, easyJet, Macquarie Airports and her present role as the Executive Director, Aviation Services at Sydney Airport. Shelley's recent appointment in April 2016 as a Non-Executive Director has also enhanced the diversity and finance, accounting and operational management experience of the Board.

The Board unanimously recommends that the Shareholders vote in favour of Resolution 2.

RATIFICATION OF SHARE ISSUE (Resolution 3)

Resolution 3 – Ratification of issue of Shares

Background

As announced to ASX on 6 June 2016, the Company issued 2,756,006 Shares to the vendors of the Online Republic group of companies (**OR Vendors**) as part of the completion of the purchase by the Company of the Online Republic Group. None of the OR Vendors was a Director (or an associate of a Director) or other related party of the Company (within the meaning of that term in ASX Listing Rule 10.11).

The Shares issued to the OR Vendors ranked equally in all respects with all other existing Shares from the date of issue.

Why is shareholder approval is being sought?

Generally, under ASX Listing Rule 7.1, a company may, in any 12-month period, issue new securities totalling up to 15% of its issued capital without the prior approval of its shareholders.

ASX Listing Rule 7.4 provides that an issue by a company of securities made without shareholder approval under ASX Listing Rule 7.1 is treated as having been made with such approval if the issue did not breach ASX Listing Rule 7.1 when it was made and the Company's shareholders subsequently ratify the issue.

The issue of the Shares did not breach ASX Listing Rule 7.1 at the time of issue and has not previously been approved by shareholders. The Company now seeks shareholder approval for the issue of the Shares pursuant to ASX Listing Rule 7.4 (and therefore fully refresh its ability to issue new securities (up to the 15% limit in ASX Listing Rule 7.1) without the need for prior shareholder approval under that Listing Rule).

The effect of passing Resolution 3 will be to refresh the Company's 15% capacity under ASX Listing Rule 7.1 so that its capacity to issue new securities over the next 12 months (without shareholder approval) would be the same as if the Shares had not been issued. Resolution 3, if passed, will increase the Company's financial and capital management flexibility in the future.

If Resolution 3 is not passed by shareholders, the Company, when calculating the number of securities it can issue without shareholder approval in the period prior to 6 June 2017, would need to deduct the number of Shares issued to the OR Vendors from the 15% limit.

The following additional information is provided in connection with the approval sought under Resolution 3:

- *The number of securities issued* - A total of 2,756,006 Shares were issued to the OR Vendors.

- *The price at which the securities were issued* - Each Share was issued at an effective price of \$6.21.
- *The principal terms of the Shares* are set out above.
- The names of the recipients (i.e. the OR Vendors) of the Shares and the number of Shares issued to each OR Vendor are:

Vendor (Shareholder)	Number of Shares
Mr Michael Scott Ballantyne, Ms Jennifer Helen Lee Ballantyne and Harbour Trustee Services (Ballantyne) Limited	1,205,685
Ms Susan Elizabeth Neale, Mr David William John McVinnie and Mr David Malcolm Allport	292,139
Vonnagy Limited	233,711
Mr Dmitry Ruban, Aleksandra Matveeva and Region 35 Limited	350,567
Mr Rohan Gregory Marx and Ms Sonia Maree Marx	198,917
Mr Matej Drobic	131,502
Ms Sharon Annette Davies and STS 06 Limited	116,732
Mr Michael Scott Ballantyne and Ms Susan Elizabeth Neale	116,732
Mr Ryan Posa	65,387
Mr Bradley Jonathan Guthrie	7,868
Mr Isreal Jacob Hartley	6,381
RSW Investments Limited	30,385
Total	2,756,006

- *The use of funds raised* – no funds were raised by the issue of the Shares. The issue of the Shares was in part satisfaction of the obligation of the Company to pay the purchase price payable to the OR Vendors on completion of the purchase by the Company of all issued shares of the companies within the Online Republic Group.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 3 by all recipients of the Shares and all associates of any such recipient.

However, the Company need not disregard a vote if it is cast by:

- a person as proxy for a person who is entitled to vote and it is cast in accordance with the directions on the voting form; or
- the person chairing the meeting as proxy for a person who is entitled to vote and it is cast in accordance with a direction on the voting form to vote as the proxy decides.

The Board unanimously recommends that the Shareholders vote in favour of Resolution 3.

APPROVAL OF REMUNERATION REPORT (Resolution 4)

The Directors' Report for the year ended 30 June 2016 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 contents of the remuneration report include (among other things):

1. discussion of the Board's policy in relation to the nature and level of remuneration of the key management personnel of the Company (KMP), and in particular in respect of the current financial year ending 30 June 2017;

2. discussion of the relationship between the Company's performance over the five financial years up to and including 30 June 2016 and the remuneration policy applicable in respect of the current financial year ending 30 June 2017;
3. information about performance conditions applicable to the incentive components of the remuneration of certain senior executives; and
4. 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 30 June 2016.

While the Corporations Act (section 250R(2)) 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 (meaning 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 have regard to the outcome of the vote and any discussion when setting the Company's remuneration policies.

At the Company's 2015 AGM, 44.90% of the votes cast in respect of the resolution to adopt the 2015 Remuneration Report were voted against that resolution. As the votes 'against' exceeded 25% of the votes cast, the Company recorded what is known as a 'first strike' under the executive remuneration provisions of the Corporations Act.

Under the Corporations Act, as more than 25% of the votes cast on the resolution were cast against adoption of the 2015 Remuneration Report, then:

- If comments were made on the Remuneration Report at the 2015 AGM, the Company's remuneration report for the financial year ending 30 June 2016 is 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. While no comments were made on the 2015 Remuneration Report at the 2015 AGM, the Company's 2016 Remuneration Report does contain a detailed explanation of the Company's remuneration policies and the changes made to those policies (and why) in that report.
- If (and only if) at least 25% of the votes cast on the resolution for adoption of the 2016 Remuneration Report are cast against its adoption at the Company's 2016 AGM (i.e. the Company records a 'second strike'), 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**). Resolution 5 is the Spill Meeting Resolution. If Resolution 5 is put and approved, the Spill Meeting must be held within 90 days of the date of the 2016 AGM. 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 year ended 30 June 2016 and is made in accordance with a unanimous resolution of the Directors. While noting that each Director has a personal interest in his remuneration, as described in the Remuneration Report, the Board unanimously recommends that the Shareholders vote in favour of adopting the Remuneration Report.

Resolution 4 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.

Voting Exclusion Statement

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast (in any capacity) in respect of Resolution 4 by or on behalf of:

- (a) a member of the KMP, the details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2016; and
- (b) a Closely Related Party of such a member of the KMP.

However, the Company will not disregard a vote cast in respect of Resolution 4 by a member of the KMP or a Closely Related Party of such a member of the KMP if it is cast as a proxy and:

- it is not cast on behalf of a member of the KMP or a Closely Related Party of a member of the KMP; and either:
- the proxy is appointed in writing and specifies how the proxy is to vote on Resolution 4; or

- the proxy is the chairperson of the Meeting and the appointment of the chairperson as the proxy does not specify the way the proxy is to vote on Resolution 4 and expressly authorises the chairperson to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

If you are a member of the KMP or a Closely Related Party of a member of the KMP (or are acting on behalf of any such person) and purport to cast a vote on Resolution 4 that vote will be disregarded by the Company (as indicated above). You may also be liable for breach of the voting restrictions in the Corporations Act if you cast a vote that the Company will disregard.

Please read the information under the heading 'Appointing the chairperson as your proxy' which (among other things) deals with the chairperson's voting of proxies on Resolution 4.

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

CONTINGENT BUSINESS

SPILL MEETING RESOLUTION (Resolution 5)

Resolution 5 will be put to the meeting only if there is a second strike i.e. at least 25% of the votes cast on Resolution 4 - to adopt the Remuneration Report - are cast against the adoption of the Report. An 'against' vote of in excess of 25% will constitute a 'second strike' for the Company.

If the Company receives a second strike and this resolution is passed, it will be necessary for the Board to convene a further general meeting (**Spill Meeting**) of the Company within 90 days of the AGM in order for the Shareholders to consider and vote on the composition of the Board.

If a Spill Meeting is held, the following directors will automatically vacate office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at that meeting:

- David Clarke
- Don Clarke
- Roger Sharp
- Steven Scheuer
- Brad Holman; and
- Shelley Roberts.

Notes:

Mr Scheuer has indicated that he intends to retire at the conclusion of the AGM. On the assumption that he does so, he will have vacated office as a Director prior to the Spill Meeting

If Roger Sharp is re-elected and Shelley Roberts are elected at this year's AGM, they will also need to be re-elected at the Spill Meeting in order to remain in office after the Spill Meeting.

Under section 250V(1)(b)(ii) of the Corporations Act, the Managing Director, Mr John Guscic, is exempt from the requirement to vacate office as a Director at the conclusion of the Spill Meeting. As such, he is not at risk of losing office at any Spill Meeting.

The Explanatory Statement relevant to Resolution 4 contains further information relevant to Resolution 5.

Voting exclusion statement

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast (in any capacity) in respect of Resolution 5 by or on behalf of:

- a member of the KMP, the details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2016; and
- a Closely Related Party of such a member of the KMP.

However, the Company will not disregard a vote cast in respect of Resolution 5 by a member of the KMP or a Closely Related Party of such a member of the KMP if it is cast as a proxy and:

- it is not cast on behalf of a member of the KMP or a Closely Related Party of a member of the KMP; and either:
- the proxy is appointed in writing and specifies how the proxy is to vote on Resolution 5; or

- the proxy is the chairperson of the Meeting and the appointment of the chairperson as the proxy does not specify the way the proxy is to vote on Resolution 5 and expressly authorises the chairperson to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

If you are a member of the KMP or a Closely Related Party of a member of the KMP (or are acting on behalf of any such person) and purport to cast a vote on Resolution 5 that vote will be disregarded by the Company (as indicated above). You may also be liable for breach of the voting restrictions in the Corporations Act if you cast a vote that the Company will disregard.

Please read the information under the heading 'Appointing the chairperson as your proxy' which (among other things) deals with the chairperson's intention to vote proxies against Resolution 5.

The Board unanimously recommends that the Shareholders vote **against** Resolution 5.

The Chairman of the meeting intends to vote all available proxies **against** this item of business in the event this item of business is put to the meeting.

HOW TO VOTE

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

EITHER:

Attend the Meeting,

OR

Complete the enclosed Proxy Form and return it by facsimile or mail or register to vote online and, in each case, the completed Proxy Form must be received, or the online registration have occurred, by no later than 11.00am (Melbourne time) on 21 November 2016:

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

QUERIES

If you have any queries about the Meeting, the 2016 financial statements to be put to the Meeting or the Resolutions being considered at the Meeting, please contact the Company Secretary.



Michael Sheehy
Company Secretary
WEBJET LIMITED

Dated: 2 September 2016

GLOSSARY

In this Notice and Explanatory Statement:

Annual General Meeting or **AGM** or **Meeting** means the annual general meeting of the Company to be held at the Corporate Office of Webjet Limited - Level 2, 509 St Kilda Road, Melbourne, Victoria at 11.00am on 23 November 2016.

Annual Report means the annual report of Webjet for the financial year ended 30 June 2016.

Auditor's Report means the auditor's report for the financial year ended 30 June 2016, 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.

ASX Listing Rules means the official listing rules of ASX.

BDO means the auditor of the Company, BDO Audit (SA) Pty Ltd.

Board means the board of directors of the Company.

Closely Related Party means, in relation to a member of KMP, any of the following:

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

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

Corporations Act means *Corporations Act 2001* (Cth).

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

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

Financial Report means the financial report for the financial year ended 30 June 2016, as set out in the Annual Report.

KMP means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of key management personnel include the Directors (both executive and non-executive) and certain senior executives of the Company.

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

Remuneration Report means remuneration report for the financial year ended 30 June 2016, as set out in the Annual Report.

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

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of at least one Share.

Share Registry means Computershare Investor Services Pty Ltd.

