

**Webjet Limited**  
**Notice of Annual General Meeting**  
**and Explanatory Statement**

Notice is given that the Annual General Meeting of the members (**Shareholders**) of Webjet Limited (**Company** or **Webjet**) will be held at:

Webjet's Corporate Office  
Level 2, 509 St Kilda Road, Melbourne, Victoria  
on **Wednesday, 20 November 2019**  
at **11:00am** (Melbourne time)



**webjet limited**

Dear owner

The Board of Directors of Webjet Limited (Webjet) cordially extends an invitation to you to join your company's Annual General Meeting (AGM) at 11am (Melbourne time) on Wednesday 20 November 2019 at Webjet's offices, Level 2, 509 St Kilda Road, Melbourne. Registration will open from 10am. We encourage you to vote on the business of the meeting, whether or not you are able to attend.

**Webjet completed another successful year in FY19. Some of the highlights include:**

- Total transaction value (TTV) on continuing operations was more than \$3.8 billion, an increase of 27% over the previous year
- Record EBITDA and profit, with revenue up 26% to \$366.4 million, EBITDA up 43% to \$124.6 million and NPAT (before acquisition amortisation) up 46% to \$81.3 million
- EBITDA margin increased 398bps to 34%
- WebBeds bookings grew 51% to over 3.4 million and Webjet OTA flights bookings were over 1.5 million, growing at around two times the Australian travel market in a subdued economy
- In just 6 years since launching, WebBeds is now Webjet's largest business, accounting for around 56% of total TTV, 50% of total revenue and 48% of total EBITDA (before corporate costs)
- Full year dividend of 22 cents per share, up 10% over the previous year

These results are again representative of the strategic and operational focus of your management team and board as we continue to navigate through an intensely competitive global travel industry.

Your support for the re-election of directors, and a "yes" vote for the remuneration of management, are important to ensure the continued application of the skills and hard work that have delivered this result.

At this year's AGM, Shelley Roberts will seek re-election. Details of her background are contained in the Explanatory Statement.

Enclosed with this letter are both the Notice of Meeting and Explanatory Statement, which contain more detailed information on the business of the meeting and voting procedures. Shareholders who will not be attending the meeting can lodge their proxy vote by mail, facsimile or online as explained on page 4 of the Notice of Meeting. Your proxy vote must be received by no later than 11am (Melbourne time) on 18 November 2019 to be valid.

Shareholders unable to attend the AGM in person are invited to listen to the AGM via webcast. Instructions as to how to access the webcast will be available at the company's investor website – [www.webjetlimited.com](http://www.webjetlimited.com). Please note the webcast will be a listen-only mode and there will be no opportunity to ask questions or participate in the meeting via the webcast.

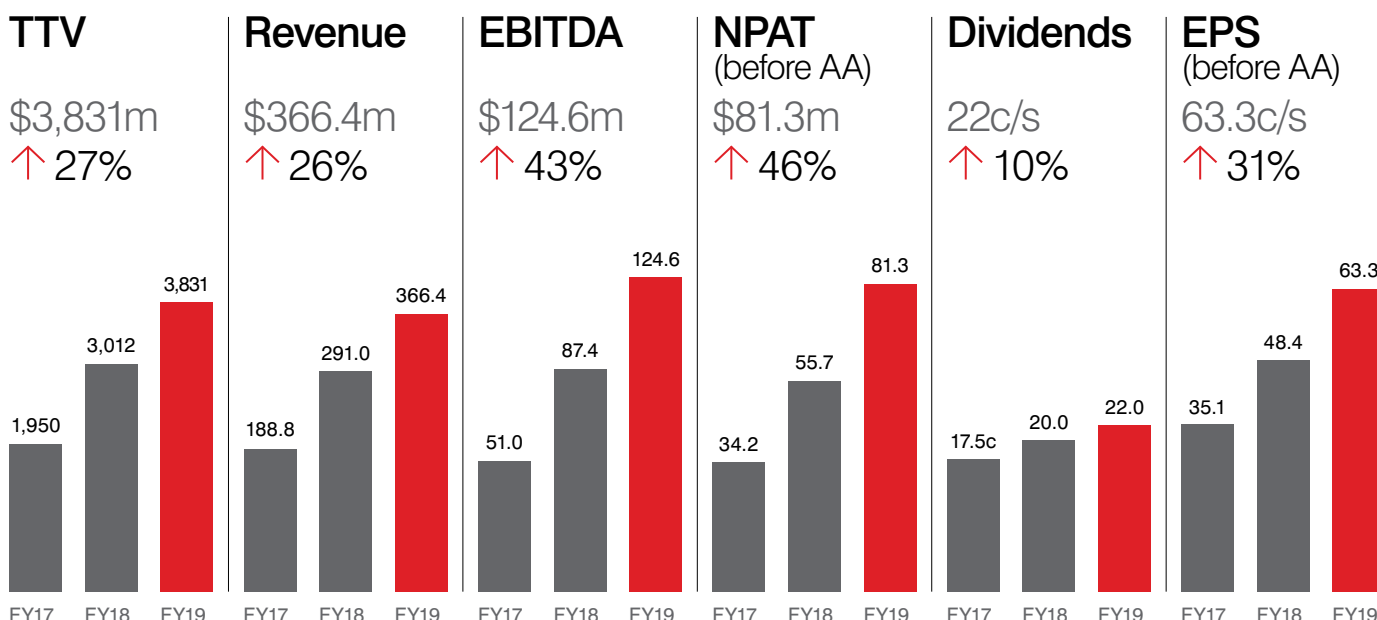
Finally, after the AGM, my fellow Directors and I invite you to join the Webjet Board and senior management team for refreshments.

Yours sincerely,



**Roger Sharp**  
Chairman Webjet Limited

**Financial highlights** (for continuing operations)



# Notice of Annual General Meeting and Explanatory Statement

Notice is given that the Annual General Meeting of the members (**Shareholders**) of Webjet Limited (**Company** or **Webjet**) will be held at: Webjet's Corporate Office, Level 2, 509 St Kilda Road, Melbourne, Victoria on **Wednesday, 20 November 2019** at **11:00am** (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 2019.

### Adoption of Remuneration Report

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

#### Resolution 1

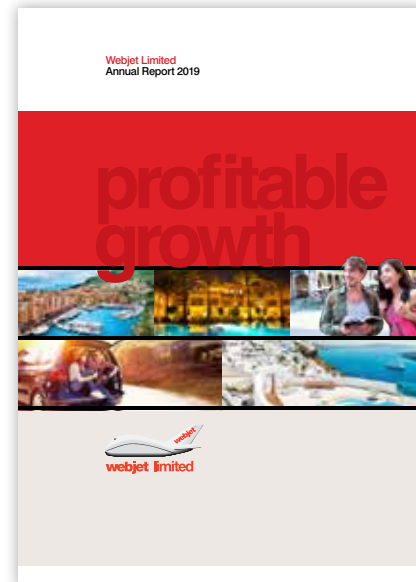
*That the Remuneration Report (as set out in the Annual Report for the financial year ended 30 June 2019) be adopted.*

### Election of Director

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

#### Resolution 2

*That Ms Shelley Roberts, a director retiring in accordance with the Company's constitution, and being eligible, be re-elected as a director of the Company.*



### 2019 Annual Report

A copy of Webjet's 2019 Annual Report (including the financial report, directors' report and auditor's report for the financial year ended 30 June 2019), 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 2019, is accessible on Webjet's investor website at the following address – [www.webjetlimited.com](http://www.webjetlimited.com).

As permitted by the Corporations Act, a printed copy of the 2019 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.

## 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 Limited  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555
  - **Online:**  
by visiting [www.investorvote.com.au](http://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](http://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 completion of the Proxy Form in circumstances where a Shareholder wishes to appoint the chairperson of the Meeting as his or her proxy. You should read those instructions carefully.

- By appointing the chairperson of the Meeting as your proxy in relation to Resolution 1 or 2 you expressly authorise the chairperson to exercise your vote on Resolution 1 or 2 despite Resolution 1, being connected directly or indirectly with the remuneration of members of the KMP (which, in respect of Resolution 1, includes the chairperson) unless:
  - you have directed the chairperson how to vote on the resolutions by marking the appropriate box at Step 2 of the Proxy Form; or
  - you are a member of the KMP, the details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2019, or a Closely Related Party of such a member of KMP.
- The chairperson intends to exercise all available proxies by voting in favour of all Resolutions on the agenda.
- If you do not wish the chairperson of the Meeting to exercise the proxy in accordance with the chairperson's stated voting intentions on a Resolution, you should ensure that a box other than the 'For' box is clearly marked against each of the Resolutions in the Proxy Form.

Shareholders should refer to the 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 1 (Adoption of Remuneration Report). Details of the voting prohibitions / exclusions 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 18 November 2019 will be regarded as Shareholders. This means that if you are not the registered holder of a Share (or Shares) at that time and date, 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 at the AGM about, or make comments on, the financial statements for the year ended 30 June 2019 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;
- the independence of the auditor in relation to the conduct of the audit.

Shareholders may also 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 30 June 2019) in advance of the AGM. Questions to the Company or to Deloitte may be submitted:

- by facsimile (+61 3 9820 9258); or
- 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. Deloitte 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 chairperson will seek to address as many of the more frequently raised topics as possible and, where appropriate, will give a representative of the Company's auditor, Deloitte, the opportunity to answer, or to table 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 2019 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 2019, is available on Webjet's investor website: [www.webjetlimited.com](http://www.webjetlimited.com).

### Webcast

Shareholders unable to attend the AGM in person are invited to listen to the AGM via webcast which will be available via the instructions on Webjet's investor website: [www.webjetlimited.com](http://www.webjetlimited.com). Please note that the webcast will be a listen-only mode and there will be no opportunity to ask questions or participate in the meeting via the webcast.

By Order of the Board



**Tony Ristevski**  
Company Secretary  
Webjet Limited

18 October 2019

# Explanatory Statement

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Meeting) is to provide Shareholders with an explanation of the business of the Annual General Meeting (AGM or Meeting) and the resolutions to be considered at the AGM to be held at the Corporate Office of Webjet Limited – Level 2, 509 St Kilda Road, Melbourne, Victoria on Wednesday, 20 November 2019 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 2019 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: [www.webjetlimited.com/annual-reports/](http://www.webjetlimited.com/annual-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 be given a reasonable opportunity to ask questions of the Company relevant to the content of the 2019 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 2019 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 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.

## Approval of Remuneration Report (Resolution 1)

The Annual Report for the year ended 30 June 2019 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 Board's policy in relation to the nature and level of remuneration of the key management personnel of the Company (KMP), in respect of the financial year ended 30 June 2019;
2. discussion of the relationship between the Company's performance over the five financial years up to and including 30 June 2019; 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 30 June 2019.

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 will have regard to the outcome of the vote and any discussion when setting the Company's remuneration policies.

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

- if comments are made on the Remuneration Report at the AGM, the Company's remuneration report for the financial year ending 30 June 2020 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for taking no action; and

- if subsequently, at the Company's 2020 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 2020 annual general meeting. For any Spill Meeting Resolution to be approved, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Meeting Resolution is passed, all of the Directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The Remuneration Report forms part of the Directors' Report for the year ended 30 June 2019 and is made in accordance with a unanimous resolution of the Directors. While noting that each Director has a personal interest in his remuneration, as described in the Remuneration Report, the Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

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

## 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 1 by or on behalf of:

- (a) a member of the KMP, the details of whose remuneration are included in the Remuneration Report for the financial year ended 30 June 2019; 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 1 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 1; 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 1 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 1, 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 of the Meeting as your proxy' which (among other things) deals with the chairperson's voting of proxies on Resolution 1.

#### What is the Board's recommendation?

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

### Election of Director (Resolution 2)

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 75.8 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 Ms Shelley Roberts was last re-elected in 2016, she will retire at the end of the AGM. Ms Roberts is eligible for re-election and is seeking re-election as Director at the AGM.

Biographical details of the Director seeking re-election are set out below.

**Ms Shelley Roberts**, B.Bus Sci, ACA, GAICD

**Independent Non-Executive Director,  
Member of the Audit Committee,  
Member of the Remuneration and  
Nomination Committee**

Appointed 30 April 2016

Shelley has over 20 years extensive strategic, commercial and operational experience in the travel sector. She is currently the Managing Director of Compass Group Australia which delivers nationwide hospitality services to clients across industries including the airline, travel and tourism sectors.

Previous senior executive roles include Executive Director of Aviation Services at Sydney Airport and Managing Director of Tiger Airways Australia. Shelley has also held leadership positions in organisations including Macquarie Airports, Macquarie Bank Limited and the EasyJet Airline Company Limited.

Shelley brings to the Webjet Board significant finance, accounting and operational management experience, particularly in the travel sector.

Shelley is an active member of Chief Executive Women.

#### What is the Board's recommendation?

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

### 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 must have occurred, by no later than 11.00am (Melbourne time) on 18 November 2019:

#### — By mail to:

Computershare Investor Services  
Pty Limited  
GPO Box 242  
Melbourne VIC 3001

#### — By facsimile to:

Computershare Investor Services  
Pty Limited  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

#### — Online:

by visiting [www.investorvote.com.au](http://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](http://www.intermediaryonline.com)  
to submit your voting intentions

### Queries

If you have any queries about the Meeting, the 2019 financial statements to be put to the Meeting or the Resolutions being considered at the Meeting, please contact the Company Secretary by telephone on +61 3 9828 9592.



**Tony Ristevski**  
Company Secretary  
Webjet Limited  
18 October 2019

# 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 20 November 2019.

**Annual Report** means the annual report of Webjet for the financial year ended 30 June 2019.

**Auditor's Report** means the auditor's report for the financial year ended 30 June 2019, 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.

**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).

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

**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 of the Company for the financial year ended 30 June 2019, 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 2019, 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.





WEB

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

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Melbourne time) Monday 18 November 2019**.

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

## ATTENDING THE MEETING

**If you are attending in person, please bring this form with you to assist registration.**

### Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Use your computer or smartphone to appoint your proxy and vote at [www.investorvote.com.au](http://www.investorvote.com.au) or scan your personalised QR code below using your smartphone.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

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



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

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

☐

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



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### Step 1 Appoint a Proxy to Vote on Your Behalf

XX

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

☐

the Chairman  
of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Webjet Limited to be held at the Corporate Office of Webjet, Level 2, 509 St Kilda Road, Melbourne, Victoria on Wednesday, 20 November 2019 at 11:00am (Melbourne time) and at any adjournment or postponement of that meeting.

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

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

### Step 2 Items of Business

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

#### ORDINARY BUSINESS

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Ms Shelley Roberts as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

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

WEB

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