

EGM Chair's Address.

17 September 2024

Attached for release is the Chair's address and presentation to be made at today's Webjet Limited Extraordinary General Meeting.

Authorised for release by the Chair of the Board.

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Webjet Limited Extraordinary General Meeting.

Tuesday 17 September 2024

Chair's Address – Roger Sharp.

As shareholders are aware, today's meeting has been convened for shareholders to consider and vote upon the proposed demerger of Webjet B2C from Webjet Limited.

If approved, the demerger will form two independent ASX-listed companies with leadership positions in their respective industries and with their own distinct operating profiles, strategies and growth opportunities. These will be:

- The existing listed company, which will be renamed WEB Travel Group and will own WebBeds, the global B2B travel distribution business; and
- The soon to be listed spin-off, to be known as Webjet Group Limited, which will comprise our B2C businesses – namely Webjet OTA, GoSee and Trip Ninja.

For simplicity, I will refer to the existing listed company as 'Webjet Limited' and the soon to be listed spin-off company as 'Webjet B2C' for the remainder of my address today.

The Board's decision to propose the demerger reflects an assessment of the attractive but divergent growth opportunities available to both businesses, and followed an extensive strategic review which considered various structural alternatives including a sale to a third party and an initial public offer.

On balance, it is the Board's view that separating the businesses into standalone entities with independent boards, management teams and capital structures will best position each business to pursue their independent strategic priorities and growth agendas.

This in turn will best enhance value for Webjet Limited shareholders.

Webjet B2C

Webjet OTA is an iconic brand that still reflects the ethos of its founder, David Clarke, when he launched it 26 years ago.

As the number one OTA in Australia and New Zealand, Webjet has driven the digitisation of travel for more than two decades, with a laser focus on driving consistent profitable growth.

Webjet B2C is well positioned to succeed as a standalone business, with a strong Board, an executive team that has worked together for many years and a strong balance sheet with an expected \$80-100m in cash. The business is in good hands under the stewardship of Don Clarke and Katrina Barry, alongside Brad Holman and Shelley Beasley, all of whom know the business intimately given their positions on the Webjet Limited Board and management team, and have extensive experience in the travel sector.

For more than two decades Webjet B2C has capably dealt with every obstacle that has come its way. We expect that as an independent company, Webjet B2C will continue to demonstrate its hallmark resilience when facing challenges, and to seek out new opportunities with agility and hunger.

Webjet B2C does not expect to declare a dividend in respect of FY25, but it does anticipate paying dividends in FY26 and in subsequent years. The Webjet B2C Board will provide further details with the release of its FY25 results in May 2025.

Webjet Limited

Post demerger, Webjet Limited will be a pure-play global B2B travel business. Its WebBeds business is already one of the largest global players in the wholesale travel market with over 50,000 travel buyers across 140 source markets booking 17 million room nights across 500,000 worldwide hotels in FY24.

WebBeds has a highly compelling product proposition, within an increasingly complex travel ecosystem, and continues to benefit from flywheel effects as its network of travel buyers and suppliers expands.

\$10bn in TTV is our North Star and we are executing against that goal. We have a clear understanding of the organic growth pathway and have the flexibility to engage in selective M&A to accelerate this journey.

Webjet Limited will maintain its conservative balance sheet and strong net cash position after the demerger. The existing \$250 million convertible notes due in April 2026 will remain with the Company and in accordance with their terms, the conversion price will be adjusted downwards based on a formula referencing the Webjet Limited share price in the 10 trading days to 20 September, and the Webjet B2C price in the 5 trading days from 23 September.

Webjet Limited is likely to continue to pursue capital management strategies post-demerger to lessen the potentially dilutive impact of the note conversion. We will next consider our dividend policy at maturity in April 2026.

Demerger Mechanics & Voting Recommendation

If the demerger is approved today, shareholders will retain their existing shareholding in Webjet Limited, and eligible shareholders will receive one Webjet B2C share for every Webjet Limited share they hold on the Record Date, which is at 7:00pm on Tuesday, 24 September. We expect Webjet B2C to start trading on ASX on 23 September on a conditional and deferred settlement basis.

The Webjet Limited Board unanimously considers the demerger to be in the best interests of Webjet Limited shareholders. We are confident that both Webjet Limited and Webjet B2C will be set up for success as independent, ASX-listed companies, and we encourage you to vote in favour of the resolutions today.

Thanks

To conclude, I would like to thank the Webjet B2C Board and management team for their contributions to Webjet Limited and would like to wish them well as they pursue Webjet B2C's future as an independent ASX-listed company, subject to receiving approval for the demerger today. I would also like to express my thanks to our shareholders for their ongoing and continued support.

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Demerger overview.

If approved today, **the Demerger will result in two ASX listed companies with leadership positions in their respective industries** and each with their own distinctive operating profiles, strategies and growth opportunities.

Post Demerger

Webjet Group Limited

will operate the **Webjet OTA** and **GoSee** B2C businesses



Eligible shareholders will receive one Webjet Group Limited share for every Webjet Limited share

they hold on the Demerger Record Date
(being 7.00pm AEST on 24 September 2024)

Webjet Limited will be renamed **WEB Travel Group Limited**

and operate the **WebBeds** B2B business



Shareholders will retain their existing shareholding in Webjet Limited
(to be renamed **WEB Travel Group Limited**).

The Board unanimously recommends shareholders vote in favour of the demerger.

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EGM to consider and vote on the demerger of Webjet Group Limited from Webjet Limited.