Notice of Annual General Meeting & Proxy Form.

27 July 2026

Attached for release is Web Travel Group Limited's 2026 Notice of Annual General Meeting and Proxy Form sent to shareholders today.

For more information, please contact:

Investors.

investor@webtravelgroup.com

This announcement has been authorised for release by the Company Secretary.

web travel group

2026

Notice of Annual General Meeting and Explanatory Statement.

Notice is given that the Annual General Meeting of members (**Shareholders**) of Web Travel Group Limited ACN 002 013 612 (**Company** or **Web Travel Group**) will be held on **Thursday, 27 August 2026** at **9:00am (Melbourne time)**.

Shareholders may either attend in person at Studio 3 & 4, W Hotel Melbourne, 408 Flinders Lane, Melbourne, Victoria, or virtually via the Automic investor portal by following the instructions contained in this Notice of Meeting.

Web Travel Group Limited
ABN 68 002 013 612

Dear Shareholder,

Annual General Meeting

The Board of Directors of Web Travel Group Limited (**Company** or **Web Travel Group**) cordially extends an invitation to you to join the Company's Annual General Meeting (**AGM**) at 9:00am (Melbourne time) on Thursday, 27 August 2026. Registration will open from 8:30am (Melbourne time).

As we have done in recent years, this year Web Travel Group will hold a hybrid AGM, both in-person at Studio 3 & 4, W Hotel Melbourne, 408 Flinders Lane, Melbourne, Victoria, as well as virtually through an online platform (investor.automic.com.au) for those who prefer to attend remotely or are unable to attend in-person. 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.

FY26 Financial Performance

FY26 marked Web Travel Group's first full year of dedicated focus on WebBeds, its global B2B travel distribution platform. We are pleased to report that, notwithstanding a disrupted last quarter, the Company delivered a record result with all key metrics showing significant uplift over the prior year.

The key driver of this result was the strong performance of the Americas business, as well as Europe rebounding well after last year. As reported in this year's annual report, FY26 Bookings were 9.9 million, up 18% compared to FY25. TTV was up 20% to $5.8 billion, and Revenue increased by 20% to $394.1 million. Group underlying EBITDA was up 23% to $148.4 million and underlying Net Profit After Tax was up 8% to $85.9 million. FY26 underlying earnings per share were 23.8 cents, up 16% on FY25.

The conversion period for the Company's $250 million Convertible Notes ended on 25 March 2026 and all outstanding Notes were redeemed for cash on 12 April 2026. Redemption was from a combination of existing cash and a revolving credit facility. Following redemption, we continue to have strong liquidity based on working capital and undrawn credit lines, providing us with the flexibility to pursue any attractive acquisition opportunities that might arise in the current economic climate.

AGM Resolutions

This year's resolutions include the re-election of Denise McComish as a Non-executive Director; the adoption of the Company's Remuneration Report; the approval of securities to be issued under the Company's Long-Term Incentive Plan; the approval of equity grants to the Managing Director; and the proposed change of the Company's name to WebBeds Group Limited.

Resolution 1 relates to the re-election of Denise McComish as a Non-executive Director. Ms McComish chairs the Audit Committee and is a member of the Risk Committee. The Board unanimously endorses Ms McComish's re-election. Additional information on her background and the rationale for her proposed reappointment is summarised in the Explanatory Statement.

Resolution 2 relates to the adoption of the Remuneration Report, as set out in the Company's Annual Report for the financial year ended 31 March 2026.

Resolution 3 seeks approval for the issue of securities under the Company's Long-Term Incentive Plan.

Resolution 4 seeks approval for the issue of Shares to the Managing Director as the deferred equity component of his annual short-term incentive award for the year ended 31 March 2026.

Resolution 5 seeks approval for the issue of Options to the Managing Director under the Company's Long-Term Incentive Plan.

Resolution 6 seeks approval to change the Company's name to WebBeds Group Limited and to reflect the Company's new name in the constitution.

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, in person or online as explained on page 6 of the Notice of Meeting. To be valid, your proxy vote must be received by no later than 9:00am (Melbourne time) on 25 August 2026.

We encourage Shareholders to participate in the Meeting in-person, via the online platform, or via the lodgement of your proxy form, and look forward to engaging with you on 27 August.

Yours sincerely,

Roger Sharp
Chair

Notice of Annual General Meeting.

Notice is given that the Annual General Meeting of the members (**Shareholders**) of Web Travel Group Limited (**Company** or **Web Travel Group**) will be held both in-person for those Shareholders who wish to, and are able to attend physically, and virtually using the Automic investor portal at investor.automic.com.au for those Shareholders who prefer to attend remotely, on **Thursday, 27 August 2026** at **9:00 am (Melbourne time)**. Registration will open from 8:30 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 the financial year ended 31 March 2026.

2026 Annual Report

A copy of Web Travel Group's 2026 Annual Report (including the financial report, directors' report and auditor's report for the financial year ended 31 March 2026), together with the associated ASX announcement and investor presentation relevant to the financial performance of Web Travel Group for the financial year ended 31 March 2026, is available on Web Travel Group's investor website at the following address: www.webtravelgroup.com.

As permitted by the Corporations Act, a printed copy of the 2026 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.

Ordinary business.
(Continued)

Resolution 1
Re-election of Director – Ms Denise McComish
To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That Ms Denise McComish, being a director of the Company who retires in accordance with clause 10.3 of the Company's constitution, and being eligible, be re-elected as a director of the Company.

Resolution 2
Adoption of Remuneration Report
To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report set out in the Annual Report for the financial year ended 31 March 2026 be adopted.

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

Resolution 3
Approval of issue of securities under the Long-Term Incentive Plan
To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That, for the purpose of Listing Rule 7.2 Exception 13 and for all other purposes, approval is given for the issue of equity securities under the Company's Long-Term Incentive Plan on the terms described in the Explanatory Statement.

Resolution 4
Approval of grant of short-term incentive Shares to the Managing Director, John Guscic
To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That, for the purpose of Listing Rule 10.14 and all other purposes, the grant of 102,166 Shares to Mr John Guscic (or his nominee) as the deferred equity component of his annual short-term incentive award for the year ended 31 March 2026 on the terms described in the Explanatory Statement is approved.

Resolution 5
Approval of grant of Options to the Managing Director, John Guscic
To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That, for the purpose of Listing Rule 10.14 and all other purposes, the grant of 3,478,261 Options to Mr John Guscic (or his nominee) under the LTI Plan as described in the Explanatory Statement is approved.

Resolution 6 (Special Resolution)
Change of Company name and constitution
To consider and, if thought fit, pass the following resolution as a special resolution:

That for the purposes of sections 157(1)(a) and 136(2) of the Corporations Act and for all other purposes, the Company adopts "WebBeds Group Limited" as its new name and all references to the Company's name within the Company's constitution be amended to reflect the Company's new name.

Notes.

If it is necessary for Web Travel Group to give further updates on the arrangements for the AGM, we will inform you through the ASX Market Announcements Platform and our investor website (www.webtravelgroup.com).

Participating in the Meeting – voting in person

To vote in person, attend the Meeting on the date and place as set out above.

We encourage Shareholders to attend the Annual General Meeting in person and encourage you 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 chairperson will announce the appropriate time during the Meeting; and
- vote during the Meeting.

Although Shareholders will be able to vote on the resolutions online during the Meeting in real time, you are encouraged to lodge a proxy ahead of the meeting, even if you intend participating online. If you are unable to attend, please lodge your vote online at investor.automic.com.au.

If you choose to participate in the Meeting online, registration will open at 8:30 am (Melbourne time) on Thursday, 27 August 2026.

To participate in the Meeting online:

Shareholders:

- Shareholders will need to enter this URL in the browser of their computer or mobile device: investor.automic.com.au.
- Once you have entered the URL, login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account in advance of the Meeting** to avoid any delays in joining the Meeting online. Shareholders will need their Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to create an account.
- After logging in, a banner will display at the bottom of your screen to indicate that the Meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to join the Meeting.
- Click on "**Join Meeting**" and follow the prompts on screen to register and vote.

Proxyholders:

- Proxyholders should contact Automic at meetings@automicgroup.com.au or by telephone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas) to obtain their proxy code.
- The proxy code along with joining instructions will be sent to proxyholders prior to the commencement of the Meeting.

It is recommended that Shareholders and proxyholders wishing to participate in the Meeting online login 15–30 minutes prior to the scheduled start time.

Further information regarding participating in the AGM online 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 Annual General Meeting in this way is supported by the Company's constitution which provides that the chairperson 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 chairperson has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the chairperson 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 chairperson considers it appropriate, the chairperson 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 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 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:	Automic GPO Box 5193 Sydney NSW 2001
In person:	Automic Level 5, 126 Phillip Street Sydney NSW 2000
By facsimile:	+61 2 8583 3040
Online:	by visiting https://investor.automic.com.au/ and following the instructions and information provided on your Proxy Form, or by email to meetings@automicgroup.com.au
Custodian voting:	please send your voting intentions to meetings@automicgroup.com.au

- For further information on the online proxy lodgement process, or if you require a hard copy Proxy Form, please contact Automic at meetings@automicgroup.com.au or by telephone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).
- 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 chairperson 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 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.

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 any Resolutions you expressly authorise the chairperson to exercise your vote on those Resolutions, including Resolutions 2, 3, 4 and 5 which are connected directly or indirectly with the remuneration of members of the KMP (which, in respect of Resolution 2, 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 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 notes below for information regarding voting restrictions.

Voting by proxyholders

Under the Corporations Act:

- if proxyholders 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.

In respect of Resolutions 2, 3, 4 and 5, if your proxy is a KMP (other than the chairperson), 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 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.

All resolutions will be by poll

The chairperson intends to call a poll on each of the resolutions set out in this Notice of Meeting.

Voting restrictions

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 Annual General Meeting. These voting exclusions are described below.

Resolution 2

The Company will disregard any votes cast on Resolution 2:

- 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, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 2:

- in accordance with a direction on the proxy form; or
- by the chairperson of the Annual General Meeting pursuant to an express authorisation to exercise the proxy even though Resolution 2 is connected with the remuneration of the KMP.

Resolutions 3, 4 and 5

The Company will disregard any votes cast:

- in favour of Resolution 3 by or on behalf of any person who is eligible to participate in the LTI Plan (or an associate of that person or persons);
- in favour of Resolution 4 by or on behalf of any director who is eligible to receive STI Shares (or an associate of that person or persons);
- in favour of Resolution 5 by or on behalf of any director who is eligible to participate in the LTI Plan (or an associate of that person or persons).

However, this does not apply to a vote cast in favour of Resolutions 3, 4 and 5:

- by a person as proxy or attorney for a person 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
- by the chairperson 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 chairperson to vote on the resolution as the chairperson decides; or
- a holder 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 those resolutions; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote on Resolutions 3, 4 and 5 must not be cast as a proxy by a person who is a member of the KMP at the date of the Meeting or their Closely Related Parties where the proxy appointment does not specify the way a proxy is to vote on these Resolutions, unless:

- the proxy is the chairperson of the Meeting; and
- the proxy appointment expressly authorises the chairperson to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a KMP member.

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 2026 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 2026) in advance of the AGM. Questions to the Company or to Deloitte may be submitted:

- by email to investor@webtravelgroup.com; or
- by mail addressed to the Company Secretary, Web Travel Group Limited, Level 12, 440 Collins Street, Melbourne VIC 3000,

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 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 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 25 August 2026 will be able to vote at the Meeting and only on their shareholdings at that time.

Explanatory Statement

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, Web Travel Group has provided printed copies of its 2026 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 Web Travel Group's ASX announcement and investor presentation relevant to the financial performance of the Company for the year ended 31 March 2026, is available on Web Travel Group's investor website: www.webtravelgroup.com.

By Order of the Board

Tony Ristevski
Company Secretary
Web Travel Group Limited

Dated: 27 July 2026

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 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 investor portal at investor.automic.com.au, for those Shareholders who prefer to attend remotely, on **Thursday, 27 August 2026** at **9:00 am (Melbourne time).** Registration will open from 8:30 am (Melbourne time).

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 2026 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: https://www.webtravelgroup.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 2026 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 2026 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 five 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.

For personal use only

Resolution 1

Re-election of Director – Ms Denise McComish

Clause 10.3 of the Company's constitution and Listing Rule 14.5 require that the Company must hold an election of directors at each annual general meeting. In the event no director is required to submit for re-election under the constitution, the director who has been in office longest since their last election must retire and seek re-election. The Managing Director of the Company, Mr John Guscic, is exempt under clause 10.3 of the Company's constitution from this requirement.

Ms Denise McComish and Mr Roger Sharp have been in office the longest since their last re-election in 2024. Ms McComish has agreed to retire at the AGM and is eligible for re-election. She is seeking re-election as Director at the AGM.

Biographical details of Ms McComish are set out below.

Ms Denise McComish (FCA, FAICD)
Non-executive Director, Chair of Audit Committee, Member of Risk Committee
Appointed 1 March 2021

Ms McComish has extensive strategy, financial, corporate and board experience across multiple sectors.

She is also a non-executive director of Toll Group (since April 2026), Alkane Resources (ASX: ALK) (since December 2025) and Beyond Blue.

In the last three years, Ms McComish has served on the boards of:

- WA electricity gentailer Synergy from May 2023 to May 2026;
- Gold Road Resources (ASX: GOR) from September 2021 to October 2025;
- Mineral Resources (ASX: MIN) from December 2023 to April 2025; and
- Macmahon Holdings (ASX: MAH) from March 2021 to October 2024.

Ms McComish is the chair of the Advisory Board for the School of Business and Law at Edith Cowan University and a member of Chief Executive Women. She was formerly a member of the Australian Takeovers Panel until March 2025 and a WA Division Councillor at AICD until September 2025.

Ms McComish was a partner with KPMG for 30 years, specialising in audit and advisory services, and a member of the Board of KPMG Australia for 6 years.

What is the Board's recommendation?

The Board (other than Ms McComish because of her interest in this resolution) recommends that Shareholders vote in favour of Resolution 1.

Resolution 2

Adoption of Remuneration Report

The Annual Report for the year ended 31 March 2026 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 key management personnel of the Company (**KMP**), in respect of the financial year ended 31 March 2026;
2. discussion of the relationship between the Company's remuneration policy and the Company's performance over the five financial years up to and including 31 March 2026; 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 2026.

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.

However, under the Corporations Act, if at least 25% of the votes cast on Resolution 2 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 31 March 2027 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 2027 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 2027 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 financial year ended 31 March 2026 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 2 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 2.

Resolution 3
Approval of issue of securities under the Long-Term Incentive Plan

Background
The Company's LTI Plan provides long-term incentives to employees in the form of Rights and Options and is designed to align performance-based rewards with the achievement of the Company's growth and strategic objectives. The LTI Plan was approved by Shareholders at the Company's 2023 annual general meeting and a summary of the LTI Plan is set out below. The Company is seeking Shareholder approval to continue granting Rights and Options to employees under its LTI Plan for the next three years without impacting its capacity to issue equity securities for other corporate purposes.

Why is shareholder approval being sought?
Subject to a number of exceptions, Listing Rule 7.1 limits the number of equity securities (which includes shares, options over unissued shares, rights to shares and convertible notes) that a listed company may issue, or agree to issue, without shareholder approval in any 12-month period to 15% of the company's issued ordinary shares.

One exception to the 15% issuing limit in Listing Rule 7.1 is where there is an issue of equity securities under an employee incentive scheme if, within three years before the date of issue of the relevant equity security, holders of ordinary securities in the company have approved the issue of the equity securities.

The LTI Plan is an "employee incentive scheme" for the purposes of Listing Rule 7.2. Shareholder approval is being sought for the issue of Options or Rights (**Plan Securities**) under the LTI Plan to employees over the three-year period from the date of the Annual General Meeting.

If Shareholders approve Resolution 3, any issue of Plan Securities under the LTI Plan within the three-year period from the date of the Annual General Meeting will be treated as having been made with the approval of Shareholders for the purposes of Listing Rule 7.2 and, consequently, the issue of those Plan Securities will be excluded from the calculation of the maximum number of new Plan Securities that can be issued by the Company without Shareholder approval for the purposes of Listing Rule 7.1.

Any issues of Plan Securities to Directors under the LTI Plan, including the Managing Director of the Company, will require separate Shareholder approval under Listing Rule 10.14.

Specific information required by Listing Rule 7.2
In accordance with the requirements of Exception 13(b) to Listing Rule 7.2, the following information is provided for Shareholders:

1. A summary of the terms of the LTI Plan is set out below.
    - The Board may from time to time invite full-time or part-time employees of the Company (or one of its subsidiaries) (**Group**) or Directors who hold a salaried employment or other salaried office to participate in the LTI Plan (**Participant**) by offering them the opportunity to acquire Options or Rights.
    - Each Option and Right will vest on the date specified in the offer letter sent to the relevant Participant as the date on which the relevant Option or Right vests, subject to satisfaction or waiver of any vesting conditions that may apply to the relevant Option or Right.
    - Once vested, each Plan Security may be exercised by the Participant during an exercise period specified in the offer letter sent to the relevant Participant.
    - The Board has discretion to determine, subject to compliance with any applicable laws, the treatment of a Participant's Plan Securities if the Participant ceases to be employed within the Group for any reason or in any circumstances prior to the vesting or exercise of the Plan Securities.
    - Subject to the clawback provisions, if the Participant's remuneration for a particular period includes Plan Securities, and the Participant ceases to be an employee during that period, then the Participant will forfeit their unvested Plan Securities in the proportion the period bears to the entire period.
    - Vested and unvested Plan Securities issued under the LTI Plan are subject to customary clawback provisions, under which vested and unvested Plan Securities will lapse if, among other things, the Participant materially breaches his or her obligations to the Company or has acted fraudulently in relation to the affairs of the Company.
    - The Board may, at its discretion, determine that if a "Corporate Control Event" (which includes a takeover bid that has become unconditional and has delivered control of the Company to a bidder, a scheme of arrangement that has become effective or Shareholders having approved the sale of a majority in value of the Company's business or assets and the relevant sale has completed) occurs in respect of the Company, all or a specified proportion of any unvested Plan Securities will vest and become exercisable. The Board may exercise its discretion at any time, including before an offer of Plan Securities is made or at any other time before or after a Corporate Control Event occurs.
    - No consideration is payable by a Participant for the issue of Plan Securities.
    - No consideration is payable by a Participant on issue of the resultant Share issued on vesting and exercise of a Right.
    - A Participant must pay to the Company the applicable exercise price (if any) for the resultant Share issued or transferred on vesting and exercise of an Option.
    - Where a Participant holds vested Rights and the Company declares a dividend, the Participant may, at the Board's election be entitled to receive by way of cash or shares a payment equivalent to the value of dividends that would have been payable to the Participant had they been the holder of the underlying Shares over which the Right is exercisable during a period determined by the Board.
2. The last date of approval by Shareholders of the issuance of securities under Exception 13(b) to Listing Rule 7.2 was at the Company's annual general meeting held on 31 August 2023. Since 31 August 2023, the Company has issued 7,162,296 Plan Securities.
3. The maximum aggregate number of Plan Securities proposed to be issued under the LTI Plan following Shareholder approval under Resolution 3 over the three years following the date of the Annual General Meeting is 29,000,000. Each Plan Security will, if the applicable vesting conditions are satisfied, be convertible into one Share. This maximum number of Plan Securities which may be issued under the LTI Plan over the next three years is not intended to be a prediction of the actual number of Plan Securities to be issued under the LTI Plan, rather it is intended to be a ceiling on the number of securities approved to be issued under the LTI Plan and for the purposes of Exception 13(b) of Listing Rule 7.2. Once that

number is reached, any additional issues of securities under the LTI Plan would not have the benefit of Exception 13(b) of Listing Rule 7.2 without further Shareholder approval.

4. A voting exclusion statement in respect of Resolution 3 has been included in the Notice.

What is the Board's recommendation?

Noting that the issue of any Plan Securities to Directors under the LTI Plan will require a separate Shareholder approval under Listing Rule 10.14 and that each executive Director is excluded from voting their Shares on Resolution 3 (as set out in the voting exclusion statement in the Notes), the Board (with Mr Guscic abstaining) recommends that Shareholders vote in favour of Resolution 3.

Resolution 4
Approval of grant of short-term incentive Shares to the Managing Director, John Guscic

Background
As disclosed in the Remuneration Report, in response to stakeholder feedback, the Company implemented a short-term incentive (**STI**) deferral policy during FY26 such that a portion of any STI earned by executive KMP will be deferred into equity awards, subject to Shareholder approval for the Managing Director.

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 4 for the grant of Shares to the Managing Director, Mr Guscic, as the equity component of his FY26 STI award (**STI Shares**).

Summary of terms of Mr Guscic's proposed STI Share grant
The STI is designed to reward executives for performance against measures set by the Board at the beginning of each financial year and are linked to Web Travel Group's annual strategic objectives. Providing a portion of the executive KMP's STI award in the form of equity aligns the interests of executive KMP with the interests of Shareholders.

For FY26, Mr Guscic was entitled to receive an STI award of up to 100% of his FY26 fixed annual remuneration (**FAR**) as his maximum STI opportunity with:

- 75% of any STI award payable in cash; and
- 25% of any STI award granted in Shares, subject to Shareholder approval.

Following the end of FY26, the Board assessed the achievement of the STI performance conditions and determined Mr Guscic's total STI award to be $1,106,664, being 69% of his maximum FY26 STI opportunity. Shareholders are referred to the Remuneration Report for full details of the performance conditions of Mr Guscic's FY26 STI award.

A summary of the material terms of the proposed grant is set out below.

Summary of terms of Mr Guscic's proposed STI Share grant	
Entitlement to STI Shares	Subject to Shareholder approval, Mr Guscic will be granted 102,166 STI Shares, which has been calculated by dividing $276,666 (being 25% of his total FY26 STI award) by $2.708, the 20-day VWAP of Shares commencing on 27 May 2026, being the date of release to the ASX of the Company's full year results for FY26. If Shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Guscic.
Date of grant	If Shareholder approval is obtained, the STI Shares will be granted to Mr Guscic as soon as practicable after the Annual General Meeting. In any event, they will not be granted more than one year after the date of the Annual General Meeting.
Price payable	Mr Guscic will not be required to make any payment to the Company on the grant of the STI Shares.

Dividend and voting rights	The STI Shares will have the same dividend and voting rights as other Shares.
Trading restrictions	The STI Shares will be subject to a holding lock, which will restrict Mr Guscic from disposing of or otherwise dealing with them until 1 June 2027. On and from 1 June 2027, subject to compliance with applicable laws and the Company's Share Trading Policy, Mr Guscic will not be prevented from dealing with the STI Shares.
Cessation of employment	If Mr Guscic's employment is terminated for cause, the clawback provisions will apply. In all other circumstances, subject to the clawback provisions, Mr Guscic will retain the STI Shares in full.
Clawback	The STI Shares are subject to customary clawback provisions which, subject to the discretion of the Board, requires all or a portion of the STI award to be repaid if, among other things, Mr Guscic engages in fraud or serious misconduct or a material misstatement of the Company's financial results occurs which would result in an unfair benefit being obtained.

Additional information in relation to Resolution 4 is provided below under 'Resolutions 4 and 5 – Additional information provided in accordance with Listing Rule 10.15'.

What is the Board's recommendation?

The Board (with Mr Guscic abstaining) recommends that Shareholders vote in favour of Resolution 4.

Resolution 5
Approval of grant of Options to the Managing Director, John Guscic

Background

As disclosed via the ASX Market Announcements Platform on 27 May 2026, the Company is proposing to make a one-off grant of 3,478,261 Options to the Managing Director, John Guscic, under the LTI Plan, details of which are summarised below. The Company and Mr Guscic have also agreed to recalibrate Mr Guscic's fixed annual remuneration (**FAR**) by adjusting it from $1,600,000 to $1,400,000, effective 1 June 2026. No changes were made to Mr Guscic's FAR during FY26.

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 Options to the Managing Director, Mr Guscic, as part of his remuneration package applicable in FY27.

Summary of terms of Mr Guscic's proposed Options grant

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

Summary of terms of Mr Guscic's proposed Options grant	
Entitlements under LTI offer	Subject to Shareholder approval, Mr Guscic will be offered 3,478,261 Options, which has been calculated by dividing the LTI maximum opportunity amount (being 200% of the reduced FAR) by the fair value of the Options as at 22 May 2026. If Shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Guscic. Each Option will give Mr Guscic a right to acquire one Share at an exercise price of $2.94 if the applicable performance conditions are satisfied.
Date of grant	If Shareholder approval is obtained, the Options will be granted to Mr Guscic as soon as practicable after the Annual General Meeting. In any event, they will not be granted more than one year after the date of the Annual General Meeting.

Why are Options used for Mr Guscic's LTI?

The Company uses Options 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 Options are exercised.

The Board considers the grant of Options to be an appropriate one-off retention award that supports the retention of the Managing Director and reflects the volatility of executive remuneration outcomes in recent years despite strong business growth. The award is intended to provide continuity of LTIs during the Company's transition to a new executive remuneration framework.

The use of Options is aligned with typical market practice.

Performance period and vesting

The performance condition for the vesting of 30% of the Options will be tested over a three-year period from 1 April 2026 until 31 March 2029.

The performance condition for the vesting of the remaining 70% of the Options will be tested over a four-year period from 1 April 2026 until 31 March 2030.

Subject to satisfaction of the performance conditions, 30% of the Options will vest following the release to the ASX of the Company's full year results for FY29. The remaining 70% of the Options will vest following the release to the ASX of the Company's full year results for FY30.[1]

Performance conditions

The performance condition for the vesting of the Options will comprise a revenue CAGR metric tested over the applicable 3-year and 4-year vesting periods respectively.

The vesting scale to be used for the revenue CAGR metric is:

Revenue CAGR	Percentage of metric achievement	Percentage of total Options that will vest in year 3	Percentage of total Options that will vest in year 4
Less than 6%	0%	0%	0%
At 6%	60%	18%	42%
Above 6% and below 10%	60% plus an additional 1% for each 0.1 percentile increase above the 6th percentile	18% plus an additional 0.3% for each 0.1 percentile increase above the 6th percentile	42% plus an additional 0.7% for each 0.1 percentile increase above the 6th percentile
At or above 10%	100%	30%	70%

Exercising vested Options

Each Option will lapse if Mr Guscic does not exercise the relevant Option within three years of its vesting date.

Price payable

The exercise price of each Option will be $2.94, representing the 4-month VWAP of Shares from 1 February 2026 to 31 May 2026. The Company intends to allow the Options to be exercised on a 'cashless' basis as permitted under the LTI Plan.

Mr Guscic will not be required to make any payment to the Company on the grant of the Options.

Value of the Options

The number of Options to be issued to Mr Guscic has been determined in accordance with the fair value attributable to the Options and on the basis of delivering an LTI equal to 200% of Mr Guscic's FAR. However, given that the accounting for the fair value of the Options is calculated based on the actual date of issue of the Options, the ultimate fair value of the Options to be accounted for in the Company's financial statements will not be known until the issue of the Options.

The realised value of the Shares allocated to Mr Guscic following exercise of the Options will depend on the price of the Shares on that date.

Dividend and voting rights

The Options granted to Mr Guscic do not carry any dividend or voting rights.

Adjustments to Options

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.

[1] Following the Company's ASX announcement released on 27 May 2026, which proposed that the Options would vest on the third and fourth anniversaries of the grant date, the Company has determined that it is more appropriate for the Options to vest immediately following the determination of the relevant vesting outcomes.

Trading restrictions	Mr Guscic will not be permitted to dispose of, or otherwise deal with, the Options. Subject to compliance with applicable laws and the Company's Share Trading Policy, Mr Guscic will not be prevented from dealing with any Shares acquired by him upon exercise of the Options.
Cessation of employment	If Mr Guscic's employment is terminated for cause, the clawback provisions will apply. Where Mr Guscic'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 Options. In all other circumstances, subject to the clawback provisions, Mr Guscic will retain a pro-rata proportion (based on the portion of FY27 which has elapsed) of the unvested Options which will be retained for testing at the end of the performance period.
Clawback	The Options are subject to customary clawback provisions under which, subject to the discretion of the Board, the Options will lapse if, among other things, Mr Guscic materially breaches his obligations to the Company or has acted fraudulently in relation to the affairs of the Company.
Change in control	If a change of control event occurs, the Board has discretion to determine that all or a portion of the Options will, subject to the vesting conditions remaining capable of being satisfied at that time, vest at an earlier date to be determined by the Board.

Additional information in relation to Resolution 5 is provided below under 'Resolutions 4 and 5 – Additional information provided in accordance with Listing Rule 10.15'.

What is the Board's recommendation?

The Board (with Mr Guscic abstaining) recommends that Shareholders vote in favour of Resolution 5.

Resolutions 4 and 5 – Additional information provided in accordance with Listing Rule 10.15

Mr Guscic's total remuneration package for FY27	Listing Rule 10.15.4 requires this Notice of Meeting to include details (including the amount) of Mr Guscic's current total annual remuneration:

Fixed Annual Remuneration (including superannuation) (**FAR**)	\$1.6 million per annum from 1 April to 31 May 2026 \$1.4 million per annum from 1 June 2026
Short-term incentive	100% of FAR at maximum, subject to the achievement of both financial and non-financial measures
Long-term incentive	200% of FAR at maximum

Shareholders are referred to the Remuneration Report for full details of Mr Guscic's remuneration.

As disclosed in the Remuneration Report, the Board has engaged an independent external remuneration advisor to assess the design of the Company's short-term and long-term incentive arrangements and the appropriateness of performance metrics and hurdles to drive the behaviours and outcomes that support the delivery of the Company's strategy. A remuneration strategy being considered is the adoption of a single variable reward plan (**VRP**) to replace the existing short-term and long-term incentive arrangements. Any proposed changes will be disclosed in accordance with the Company's obligations under the Corporations Act and the Listing Rules. The final outcomes of the remuneration review will be detailed in the FY27 Remuneration Report.

Other information required by Listing Rule 10.15	1. Mr Guscic is a Director of the Company and accordingly falls into the category of people contemplated under Listing Rule 10.14.1. 2. Mr Guscic is the only Director of the Company entitled to receive an STI award and receive securities in connection with the STI award.

3. Mr Guscic is the only Director of the Company entitled to participate in, and receive securities, under the LTI Plan.
4. 4,500,000 Options and 1,544,773 Rights have been granted to Mr Guscic for nil cost in respect of prior year LTI grants, of which 68,184 Rights were voluntarily forfeited by Mr Guscic in November 2024.[2] No loans have been provided by the Company to Mr Guscic in connection with the grant of such Options or Rights or allocation of shares on vesting and exercise of those Options or Rights.
5. No Shares have been granted to Mr Guscic in respect of prior year STI awards.
6. Details of any securities issued under the LTI Plan or in connection with the STI award will be published in the Annual Report for the period in which the securities were issued, along with a statement that Shareholder approval for the issue was obtained under Listing Rule 10.14.
7. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Options or Rights under the LTI Plan or an issue of Shares in connection with the STI award after Resolutions 4 and 5 are passed and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.
8. A voting exclusion statement in respect of Resolutions 4 and 5 has been included in this Notice.

Resolution 6 (Special Resolution)

Change of Company name and constitution

The Company's current name, Web Travel Group Limited, was adopted in 2024 when the Company demerged its business-to-consumer (B2C) division into Webjet Group Limited. The demerger has enabled the Company to focus on and build WebBeds, its global B2B travel distribution platform. The Company now seeks to adopt the "WebBeds" brand to align with the evolved nature of its core operations.

Resolution 6 seeks the approval of Shareholders for the Company to change its name to "WebBeds Group Limited" and modify its Constitution to reflect this change of name.

Section 157 of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name and that the change of name takes effect when the Australian Securities and Investments Commission (**ASIC**) alters the details of the company's registration. Section 136(2) of the Corporations Act provides that a company may modify its constitution by special resolution, which requires at least 75% of the votes that are cast on the resolution to be in favour of the resolution.

The proposed name has been reserved by the Company and if Resolution 6 is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change. The change of name will take effect when ASIC alters the details of the Company's registration.

What is the Board's recommendation?

The Board unanimously recommends that Shareholders vote in favour of Resolution 6.

[2] Please refer to the Company's 2025 notice of general meeting for further details of the voluntary forfeiture.

How to vote.

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

EITHER:

Attend the Meeting on the date and place as set out above.

OR

Attend the virtual Meeting.

OR

Complete the enclosed Proxy Form online, or vote online and, in each case, the completed Proxy Form must be received, or the online voting must have occurred, by no later than 9:00am (Melbourne time) on 25 August 2026:

By mail:	Automic GPO Box 5193 Sydney NSW 2001
In person:	Automic Level 5, 126 Phillip Street Sydney NSW 2000
By facsimile:	+61 2 8583 3040
Online:	by visiting https://investor.automic.com.au/ and following the instructions and information provided on your Proxy Form, or by email to meetings@automicgroup.com.au
Custodian voting:	please send your voting intentions to meetings@automicgroup.com.au

For further information on the online proxy lodgement process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic, at meetings@automicgroup.com.au or by telephone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Queries

If you have any queries about the Meeting, the 2026 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 8518 4220.

Tony Ristevski
Company Secretary
Web Travel Group Limited

Dated: 27 July 2026

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 as a hybrid meeting both in-person for those Shareholders who wish to, and are able to attend physically, as well as virtually via the Automic investor portal at investor.automic.com.au on 27 August 2026 at 9:00 am (Melbourne time).

Annual Report means the annual report of Web Travel Group for the financial year ended 31 March 2026.

Auditor's Report means the auditor's report for the financial year ended 31 March 2026, 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.

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 – as at the date of this notice, no additional persons have been prescribed by regulation.

Company or **Web Travel Group** means Web Travel Group 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.

Directors' Report means the Directors' report of the Company for the financial year ended 31 March 2026, as set out in the Annual Report.

EBITDA means earnings before interest, tax, depreciation and amortisation.

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 2026, 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 2026 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.

LTI Plan means the Company's Long-Term Incentive Plan (the terms of which were included in the Company's 2023 notice of annual general meeting which may be accessed from the ASX Market Announcements Platform and our investor website: https://www.webtravelgroup.com/agm/).

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 LTI Plan which entitles the holder to one Share upon vesting and exercise of the option.

Plan Security means an Option or a Right.

Remuneration Report means the remuneration report for the financial year ended 31 March 2026, 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 LTI 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 or **Automic** means Automic Pty Ltd.

STI means short-term incentive.

TTV means total transaction value.

VWAP means volume-weighted average price.

WebBeds means the Company's global business-to-business (B2B) travel distribution division.

Proxy Voting Form

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

Web Travel Group Limited | ABN 68 002 013 612

Your proxy voting instruction must be received by **9:00am (AEST) on Tuesday, 25 August 2026**, 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 in the space provided on the back of this form. A proxy need not be a Shareholder of the Company. If you leave this space 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 via email (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report.

CORPORATE REPRESENTATIVES

If a representative of the corporate Shareholder or proxy 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://portal.automic.com.au/investor/home 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)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Web Travel Group Limited, to be held at **9:00am (AEST) on Thursday, 27 August 2026 in-person at Studio 3 & 4, W Hotel Melbourne, 408 Flinders Lane, Melbourne and virtually via the Automic investor portal** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 2, 3, 4 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 2, 3, 4 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide Shareholders with the opportunity to attend and participate in the Meeting virtually through an online meeting platform powered by Automic, where Shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Statement that accompanies and forms part of the Notice of Meeting describe the various matters to be considered.

AUTOMIC

WEB

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Re-election of Director – Ms Denise McComish			
2	Adoption of Remuneration Report			
3	Approval of issue of securities under the Long-Term Incentive Plan			
4	Approval of grant of short-term incentive Shares to the Managing Director, John Guscic			
5	Approval of grant of Options to the Managing Director, John Guscic			
6	Change of Company name and constitution			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).