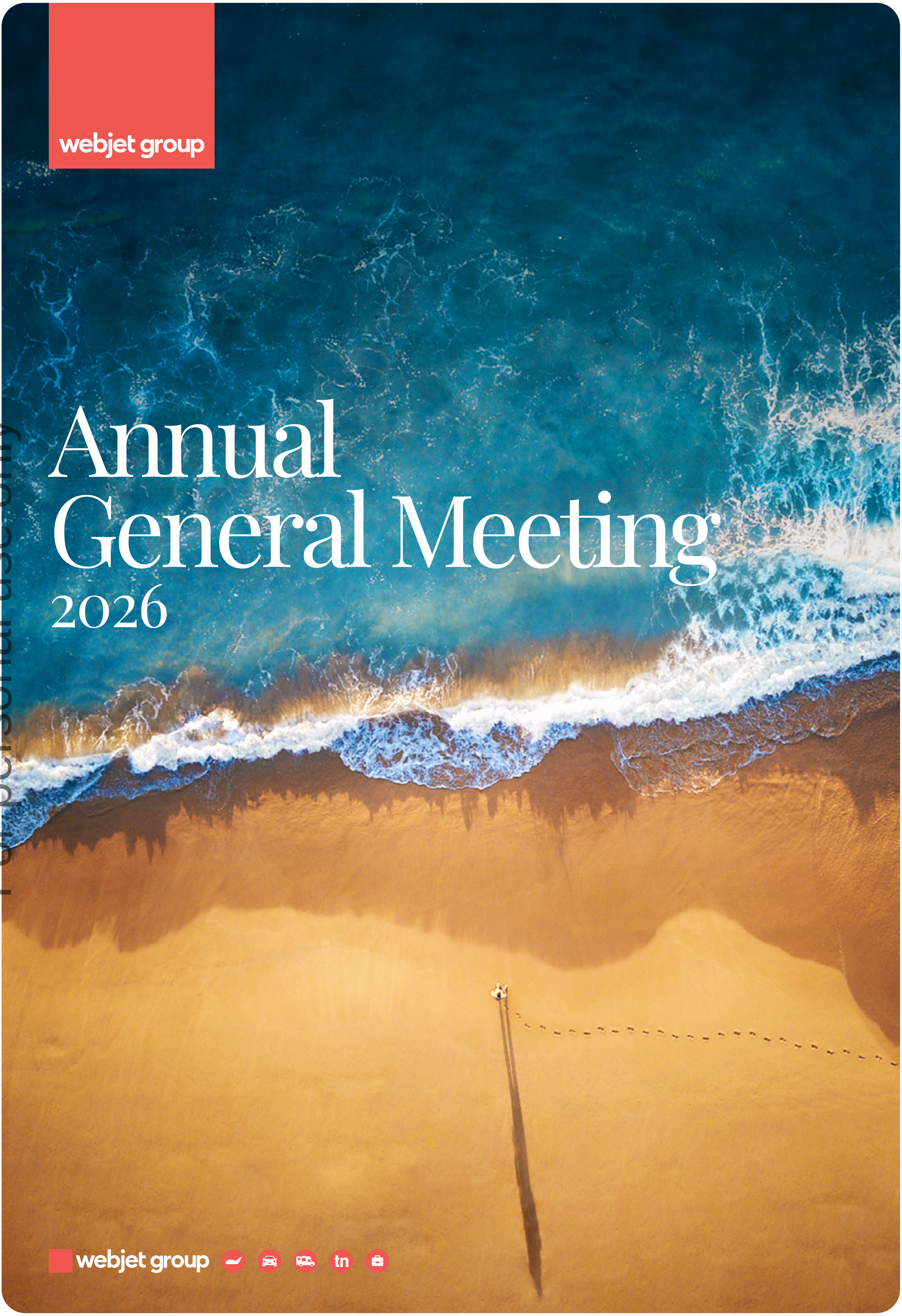
webjet group

Annual General Meeting 2026



webjet group

For personal use only

Notice of Annual General Meeting and Explanatory Statement

Notice is given that the Annual General Meeting of members (**Shareholders**) of Webjet Group Limited ACN 679 116 762 (**Company** or **Webjet**) will be held on **Thursday, 27 August 2026 at 2.00pm (Melbourne time).**

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

Dear Shareholder,

Invitation to Annual General Meeting

On behalf of the Board of Directors of Webjet Group Limited, I am pleased to invite you to join the Company's Annual General Meeting (**AGM**) which will take place at 2:00pm (Melbourne time) on Thursday, 27 August 2026. Registration will open from 1:30pm (Melbourne time) on the day.

Shareholders will have the option of attending the AGM in person at Webjet's corporate office at Level 2, 509 St Kilda Road, Melbourne, Victoria, 3004 or remotely through the Automic investor portal investor.automic.com.au.

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.

Items of business

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

The Notice of Meeting contains resolutions for the:

1. adoption of the Remuneration Report set out in the Annual Report of the Company for the financial year ended 31 March 2026;
2. confirmation of Dr. Gary Weiss AM as a Director pursuant to clause 10.11 of the Company's Constitution;
3. approval for the grant of Rights to the Group CEO and Managing Director, Ms. Nicole Sheffield, under the Long-Term Incentive Plan;
4. approval of the issue of Shares to Dr. Gary Weiss AM under the Non-Executive Director Share Plan
5. election of Ms. Cinzia Burnes as a Director – Shareholder Nomination;
6. election of Mr. Andrew Burnes AO as a Director – Shareholder Nomination.

Enclosed with this letter are both the Notice of Meeting and Explanatory Statement, which contain more detailed information in respect of the business of the AGM and voting procedures. Shareholders who do not intend to attend the Meeting can lodge their proxy vote by mail, facsimile or online as explained on pages 6-8 of the Notice of Meeting. Your proxy vote must be received by no later than 2:00pm (Melbourne time) on Tuesday, 25 August 2026 to be valid.

We look forward to welcoming you to our engagement with Shareholders at the AGM, and I hope you will participate in the Meeting in person, via the online platform, or via the lodgement of your proxy form.

Yours sincerely,

Dr. Gary Weiss AM
Interim Chair, Webjet Group Limited

Notice of Annual General Meeting

Notice is given that the annual general meeting (**AGM** or **Meeting**) of the members (**Shareholders**) of Webjet Group Limited ACN 679 116 762 (**Company** or **Webjet**) will be held on **Thursday, 27 August 2026** at **2:00pm (Melbourne time)** for the purpose of considering and, if thought fit, passing the resolutions set out below. Registration will open from 1:30pm (Melbourne time) on the day of the AGM.

The Company will hold its AGM both in person for those Shareholders who wish to, and are able to attend physically, and virtually using the Automic investor portal at investor.automic.com.au for those Shareholders who prefer to attend remotely.

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

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

Ordinary business

For personal use only

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

Financial statements and reports

To receive and consider the:

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

for the Company for financial year ended 31 March 2026 and which are contained in the 2026 Annual Report.

2026 Annual Report
A copy of Webjet'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 Webjet for the financial year ended 31 March 2026, is accessible on Webjet's investor website at the following address – www.webjetgroup.com.

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

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

Adoption of Remuneration Report
(Resolution 1)

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

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

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

Voting exclusions apply to this item – please see the voting exclusions on page 8.

Confirmation of Director
(Resolution 2)

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

> *That, Dr. Gary Weiss AM, a Director who was appointed by the Board on 1 May 2026, be confirmed in his office for the purposes of clause 10.11 of the Company's Constitution.*

Approval of grant of Rights to the Group CEO and Managing Director, Ms. Nicole Sheffield under the Long-Term Incentive Plan
(Resolution 3)

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

> *That, for the purpose of Listing Rule 10.14, and for all other purposes, Shareholders approve the grant of 2,565,988 Rights to Ms. Nicole Sheffield (or their nominee) under and in accordance with the Long-Term Incentive Plan as more fully described in the Explanatory Statement.*

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

Approval of the issue of Shares to Dr. Gary Weiss AM under the Non-Executive Director Share Plan
(Resolution 4)

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

> *That, for the purpose of Listing Rule 10.14, and for all other purposes, Shareholders approve the issue of up to $190,000 worth of Shares per annum to Dr. Gary Weiss AM or his nominee(s) under and in accordance with the Non-Executive Director Share Plan during the period ending 27 August 2029 as more fully described in the Explanatory Statement.*

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

Election of Director – Shareholder Nomination – Ms. Cinzia Burnes
(Resolution 5)

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

> *That, pursuant to section 249N of the Corporations Act 2001 (Cth), and Ms. Cinzia Burnes being eligible for election in accordance with clause 10.10(c) of the Company's Constitution, Ms. Cinzia Burnes be elected as a Director of the Company.*

Election of Director – Shareholder Nomination – Andrew Burnes AO
(Resolution 6)

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

> *That, pursuant to section 249N of the Corporations Act 2001 (Cth), and Mr. Andrew Burnes AO being eligible for election in accordance with clause 10.10(c) of the Company's Constitution, Mr. Andrew Burnes AO be elected as a Director of the Company.*

If it is necessary for Webjet to give further updates on the arrangements for the AGM, we will inform you through the ASX Market Announcements Platform and our investor website (Webjet Group Investor Centre).

Participating in the Meeting – voting in person

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

Whilst Shareholders are welcome to attend the Meeting in person, we encourage all Shareholders to vote by proxy ahead of the meeting by following the instructions set out in this Notice of Meeting and the enclosed proxy form.

Participating in the Meeting – voting through the virtual platform

By participating in the Meeting online, Shareholders and proxyholders will be able to:

- hear from representatives of the Company and view the Meeting presentations;
- submit questions at the appropriate time whilst the Meeting is in progress – the Chair will announce the appropriate time during the Meeting; and
- vote during the Meeting.

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

If you choose to participate in the Meeting online, registration will open at 1:30pm (Melbourne time) on Thursday, 27 August 2026.

To participate in the Meeting online, Shareholders and proxyholders will need to enter this URL in the browser of their computer or mobile device: investor.automic.com.au. Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

An account can be created via the following link investor.automic.com.au and then clicking on "register" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

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**.
3. 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.
4. Click on "**Join Meeting**" and follow the prompts on screen to register and vote.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Voting Virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM can do so by logging into the Automic shareholder portal.

1. Open your internet browser and go to investor.automic.com.au.
2. Login using your username and password. If you do not already have an account, click "**Register**" and follow the prompts. **Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.**
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click "**Register**". Alternatively, select Meetings from the left-hand menu.
4. Click on "**Join Meeting**" and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select the "**Voting**" dropdown menu on the right-hand side of your screen.
6. Select either the "**Full**" or "**Allocate**" option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click "**Submit votes**". For allocated votes, the number of votes submitted must not exceed your remaining available units. **Important:** *Votes cannot be amended once submitted.*

Further information regarding participating in the AGM online, including browser requirements, is detailed in the Virtual Meeting Guide available at: www.automicgroup.com.au/virtual-agms. It is recommended that Shareholders wishing to attend the Meeting log in from 15 to 30 minutes prior to the scheduled start time.

The Company's decision to conduct voting at the AGM in this way is supported by the Company's Constitution which provides that the Chair may determine the manner in which a poll at a general meeting of the Company will be taken. The Constitution of the Company also allows for a general meeting to be held in two or more places, using technology to facilitate it.

Technical difficulties

Technical difficulties may arise during the course of the Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where the Chair considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy in accordance with the instructions below even if they plan to attend online.

Proxy forms and voting

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

  BY MAIL to:
  Automic
  GPO Box 5193
  Sydney NSW 2001
  IN PERSON
  Automic
  Level 5, 126 Phillip Street
  Sydney NSW 2000
  BY EMAIL
  meetings@automicgroup.com.au
  BY FACSIMILE to:
  Automic
  (from within Australia) +61 2 8583 3040
  ONLINE:
  Use your computer or smartphone to appoint a proxy at
  https://portal.automic.com.au/investor/home
  or scan the QR code and following the instructions and information provided on the enclosed Proxy Form

If a Proxy Form is signed on behalf of a Shareholder under a power of attorney, then either the original power of attorney, or a certified copy of it, must be lodged with the Proxy Form (before the deadline for the lodgement of proxies), unless the power of attorney has already been sighted by the Share Registry.

A proxy may decide whether to vote on any item of business or other resolution put before the Meeting, except where the proxy is required by law or the Company's Constitution to vote or abstain from voting in their capacity as proxy. If the proxy's appointment directs the proxy how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If the proxy's appointment does not direct the proxy how to vote on an item of business or any other resolution before the Meeting, the proxy may vote as he or she thinks fit on that item or resolution.

If a Shareholder appoints two proxies, each proxy may only vote in respect of those voting rights the proxy represents when a poll is taken on an item of business.

Appointment of corporate representatives and voting

A body corporate that is a Shareholder and entitled to attend and vote at the Meeting, or that has been appointed as proxy of a Shareholder entitled to attend and vote at the Meeting, may appoint an individual to act as its representative at the Meeting. The appointment must comply with section 250D of the *Corporations Act*. The representative must provide to the Company adequate evidence of his or her appointment, including any authority under which the appointment is signed, unless that evidence has previously been provided to the Share Registry.

Appointment of attorney and voting

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

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

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

Appointing the Chair of the Meeting as your proxy

The Proxy Form accompanying this Notice contains detailed instructions regarding completion of the Proxy Form in circumstances where a Shareholder wishes to appoint the Chair of the Meeting as his or her proxy. You should read those instructions carefully.

- By appointing the Chair of the Meeting as your proxy in relation to any Resolutions you expressly authorise the Chair to exercise your vote on those Resolutions, including Resolutions 1, 3, and 4 which are connected directly or indirectly with the remuneration of members of the KMP (which, in respect of Resolutions 1 and 4, includes the Chair) unless:
  - » you have directed the Chair how to vote on the resolutions by marking the appropriate box at Step 2 of the Proxy Form; or
  - » you are a member of the KMP or a Closely Related Party of such a member of KMP.
- The Chair intends to vote undirected proxies in favour of Resolutions 1, 2, 3 and 4.
- Where the Chair is appointed proxy by a Shareholder and no direction is given, the Chair intends to vote undirected proxies on Resolutions 5 and 6 in accordance with the recommendation of the Independent Board Committee (being against Resolutions 5 and 6). In exceptional circumstances where the Independent Board Committee's recommendation in relation to Resolutions 5 or 6 changes before the AGM, the Company will notify shareholders via the ASX, stating that fact and explaining the reasons for the change.
- If you appoint the Chair as your proxy and do not direct the Chair how to vote on Resolutions 1, 2, 3 and 4, you will be expressly authorising the Chair to exercise the proxy in favour of those Resolutions even though they are connected directly or indirectly with the remuneration of a member of Key Management Personnel.
- If you do not wish the Chair of the Meeting to exercise the proxy in accordance with the Chair's stated voting intentions on a Resolution, you should indicate your voting preference by marking the 'For', 'Against' or 'Abstain' box for that Resolution on the Proxy Form.

Shareholders should refer to the notes below for information regarding voting restrictions.

Voting by proxy holders

Under the *Corporations Act*:

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

In respect of Resolutions 1, 3 and 4, if your proxy is a KMP (other than the Chair), or a Closely Related Party of a KMP, provided you are not a KMP or a Closely Related Party of a KMP, the person may still vote as your proxy provided you have directed your proxy on the Proxy Form how to vote by marking the voting boxes for those Resolutions and your proxy does vote as directed.

Proxy vote if appointment specifies way to vote

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

- if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chair of the meeting – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the *Corporations Act* provides that, if:

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

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

All resolutions will be by poll

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

Questions and comments from Shareholders

In accordance with the *Corporations Act*, a reasonable opportunity will be given to the Shareholders, as a whole, to ask questions at the AGM about, or make comments on, the financial statements for the year ended 31 March 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 agm@webjetgroup.com; or
- by mail addressed to the Company Secretary, Webjet Group Limited, Level 2, 509 St Kilda Road, Melbourne VIC 3004,

and must be received no later than five Business Days before the AGM.

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

All questions will be collated and, during the Meeting, the Chair will seek to address as many of the more frequently raised topics as possible and, where appropriate, will give a representative of the Company's auditor, Deloitte, the opportunity to answer, or to table written answers to, questions submitted to the auditor. If written answers are tabled by the Company 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 at the meeting, the Company will endeavour to provide a subsequent written answer to each question submitted. The Company cannot guarantee that an individual response will be sent to each Shareholder.

Attendance determination of voting entitlements

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, only those persons registered as the holders of Shares as at 7:00pm (Melbourne time) on Tuesday, 25 August 2026 will be able to vote at the Meeting and only on their shareholdings at that time.

Explanatory notes

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

Voting exclusions

The *Corporations Act* and the Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by or on behalf of certain persons, on the Resolutions to be considered at the AGM. These voting exclusions are described below.

Resolution 1 –
Adoption of Remuneration Report

The Company will disregard any votes cast on Resolution 1 by or on behalf of:

- a member of the KMP whose remuneration details are included in the Remuneration Report or those KMP's Closely Related Parties, regardless of the capacity in which the vote is cast.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

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

Resolution 3 – Approval of grant of Rights to the Group CEO and Managing Director, Ms. Nicole Sheffield under the Long-Term Incentive Plan

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

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

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

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - » the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - » the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote must not be cast on Resolution 3 by any KMP or their Closely Related Parties, acting as a proxy for a person entitled to vote, if their appointment does not specify the way the proxy is to vote on the Resolution. This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as a proxy for a person entitled to vote on the Resolution because the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even though the Resolution is connected directly or indirectly with the remuneration of the KMP.

Resolution 4 – Approval of the issue of Shares to Dr. Gary Weiss under the Non-Executive Director Share Plan

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

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

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

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

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - » the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
  - » the Shareholder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote must not be cast on Resolution 4 by any KMP or their Closely Related Parties, acting as a proxy for a person entitled to vote, if their appointment does not specify the way the proxy is to vote on this Resolution. This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as a proxy for a person entitled to vote on this Resolution because the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even though this Resolution is connected directly or indirectly with the remuneration of the KMP.

Definitions

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

Electronic annual reports

In accordance with the *Corporations Act*, Webjet has provided printed copies of its Annual Report only to those Shareholders who have specifically requested a copy.

For all other Shareholders, an electronic copy of the Annual Report, together with Webjet's ASX announcement and investor presentation relevant to the financial performance of the Company for the year ended 31 March 2026, is available on Webjet's investor website: www.webjetgroup.com.

By order of the Board

Melanie Keith
Company Secretary
Webjet 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 AGM and the resolutions to be considered at the AGM as well as to assist Shareholders to determine how they wish to vote on each Resolution.

The AGM will be held both in person for those Shareholders who wish to and are able to attend physically, and virtually using the Automic investor portal at investor.automic.com.au for those Shareholders who prefer to attend remotely, on **Thursday, 27 August 2026** at **2:00pm** (Melbourne time). Registration will open from 1:30 pm (Melbourne time) on the day.

Financial Statements and Reports

The Company's Financial Report (including the financial statements and Directors' declaration) and the reports of the Directors and auditor for the financial year ended 31 March 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.webjetgroup.com/resources/company-reports/. A printed copy of the Annual Report has been sent to those Shareholders who have elected to receive a printed copy. Shareholders may elect to receive, free of charge, a printed copy of the Company's Annual Report each financial year. To obtain information about making this election, please contact the Share Registry.

During the discussion of this item of business, Shareholders will be given a reasonable opportunity to ask questions about, and make comments on, the Financial Report (including the Directors' and Auditor's Reports) and on the business, operations and management of the Company generally.

Shareholders will also be given a reasonable opportunity to ask questions of the Company relevant to the content of the 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 5 Business Days before the date of the Meeting. During this item of business, Deloitte will be given the opportunity to answer, or to table written answers to, any relevant written questions directed to them and received by that date.

For questions relating to this item of business submitted by Shareholders to the Company in advance of the Meeting where appropriate and practical to do so, the Company will provide answers to any such written questions at the Meeting. In all other cases, the Company will provide written answers to the Shareholders within 10 Business Days after the Meeting.

Shareholders will not be asked or required to vote on this item of business.

Adoption of Remuneration Report (Resolution 1)

The Annual Report for the year ended 31 March 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 KMP, in respect of the financial year ended 31 March 2026;
2. discussion of the Company's performance over the financial year ended 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 1 at the AGM are against adoption of the Remuneration Report, then:

- if comments are made on the Remuneration Report at the AGM, the Company's remuneration report for the following financial year will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for taking no action; and
- if subsequently, at the following year's annual general meeting, at least 25% of the votes cast on the resolution for adoption of the remuneration report for that financial year are cast against its adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of all Directors (other than any managing director) of the Company (**Spill Meeting Resolution**). The Spill Meeting must be held within 90 days of the date of the annual general meeting that passed the Spill Meeting Resolution. For any Spill Meeting Resolution to be approved, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Meeting Resolution is passed, all of the Directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The Remuneration Report forms part of the Directors' Report for the financial year ended 31 March 2026 and is made in accordance with a unanimous resolution of the Directors.

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

What is the Board's recommendation?

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 FOR Resolution 1.**

Confirmation of Director (Resolution 2)

Under clause 10.11 of the Company's Constitution, the appointment by the Directors of an additional director to the existing Directors during a year must be confirmed by Shareholders at the next annual general meeting. The Board appointed Dr. Gary Weiss as a Director in accordance with the Company's Constitution on 1 May 2026 and is now seeking Shareholder confirmation of that appointment.

If this Resolution is not passed, Dr. Weiss will cease to be a director at the conclusion of this meeting in accordance with clause 10.11 of the Constitution.

Biographical details of Dr. Gary Weiss are set out below.

Dr. Gary Weiss AM

Non-independent Non-Executive Director, Board – Chair, Remuneration and Nomination Committee – Member

Dr. Weiss has extensive board and non-executive governance experience having served as Chairman of Ridley Corporation Limited (June 2010 to August 2020), ClearView Wealth Limited (July 2013 to May 2016), Coats plc (2003 to April 2012) and Estia Health Limited (December 2016 to December 2023). He has over 35 years of experience as a company director and investor, with a strong track record in building, restructuring and growing businesses across a range of ASX-listed and private companies in Australia and internationally, spanning sectors including property, retail, investment and entertainment.

He is currently Chairman of Coast Entertainment Holdings Ltd and Cromwell Property Group, and Deputy Chairman of Myer Holdings Limited. He is also Executive Director of Ariadne Australia Ltd (Ariadne) and serves as a director of several organisations including Hearts & Minds Investments Limited, Thorney Opportunities Ltd and the Victor Chang Cardiac Research Institute.

Dr. Weiss has held directorships with numerous listed and private companies, including The Straits Trading Company Limited (Singapore), Premier Investments Limited, Tag Pacific Limited, Westfield Group, Tower Australia Limited, Australian Wealth Management Limited, Tyndall Australia Limited (Deputy Chairman), Joe White Maltings Limited (Chairman), CIC Limited, Whitlam Turnbull & Co. Limited and Industrial Equity Limited. He also served as a Director of Brisbane Broncos Limited (formerly Pacific Sports Entertainment Limited), the ASX-listed company that owns the Brisbane Broncos rugby league club.

Dr. Weiss holds an LLB (Hons) and LLM from Victoria University of Wellington and a Doctor of the Science of Law (JSD) from Cornell University. Dr. Weiss is also a Commissioner of the Australian Rugby League Commission.

In 2019, Dr. Weiss was awarded the Member (AM) in the General Division of the Order of Australia for significant services to business and the community.

What is the Board's recommendation?

The Board (other than Dr. Gary Weiss AM because of his interest in this Resolution) recommends that Shareholders **VOTE FOR Resolution 2.**

Approval of grant of Rights to the Managing Director, Ms. Nicole Sheffield (Resolution 3)

This Resolution seeks Shareholder approval for the issue of Rights to Ms. Nicole Sheffield under the Company's Long-Term Incentive Plan (Plan). Ms. Sheffield commenced with the Company as CEO and Managing Director on 20 July 2026.

In respect of Ms. Sheffield's LTI entitlement in FY27, the Company is proposing to issue Ms. Sheffield with 2,565,988 Rights under the Plan details of which are summarised below. Ms. Sheffield's fixed annual remuneration for FY27 (pro-rated) is $750,000 (including superannuation).

Ms. Sheffield's entitlement to the FY27 LTI is subject to performance conditions assessed over a three-year performance period. The LTI will ordinarily be satisfied by the issue of Plan Securities issued under the Plan, with the number of Plan Securities to vest in any vesting year being determined by the level of achievement of the specific performance conditions.

Why is Shareholder approval being sought?

Listing Rule 10.14 provides that Shareholders of an ASX listed company must approve the issue of securities (including options and performance rights) to a director under an employee incentive scheme. Accordingly, the Board seeks Shareholder approval under Resolution 3 for the grant of Rights to the Managing Director, Ms. Sheffield, as part of the CEO and Managing Director's total remuneration applicable in FY27.

Chapter 2E of the Corporations Act

The issue of Rights to Ms. Sheffield under the Plan constitutes the giving of a financial benefit to a related party of the Company for the purposes of Chapter 2E of the *Corporations Act*.

The Board (other than Ms. Sheffield, who has a material personal interest in this Resolution) has considered the proposed grant for the purposes of Chapter 2E of the *Corporations Act* and has determined that Shareholder approval under Chapter 2E is not required because the grant falls within the exception in section 211 of the *Corporations Act*. The Board is satisfied that the proposed grant of Rights constitutes reasonable remuneration for Ms. Sheffield, having regard to the circumstances of the Company and her position and responsibilities as Group CEO and Managing Director.

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

Name of recipient	Ms. Nicole Sheffield (or their nominee(s))
Which category in rules 10.14.1 – 10.14.3 the person falls within and why	Ms. Sheffield is a Director of the Company and therefore falls within the category in Listing Rule 10.14.1.
Maximum number and class of securities to be issued to the person	Webjet is proposing to issue Ms. Sheffield with 2,565,988 Rights.
Entitlements under the Plan	Subject to Shareholder approval, Ms. Sheffield will be offered 2,565,988 Rights which has been calculated by dividing the LTI maximum opportunity amount (being 200% of the FAR) by the fifteen trading days volume weighted average price of the Company's Shares commencing on 20th May 2026, being the announcement of the FY26 Company results. If Shareholder approval is not obtained the Board will consider alternative arrangements to appropriately remunerate and incentivise Ms. Sheffield. Each Right will give Ms. Sheffield a right to acquire one Share at nil cost if the applicable performance conditions are satisfied. The proposed grant has been pro-rated to reflect Ms. Sheffield's commencement on 20 July 2026. Accordingly, the number of Rights represents 70.137% of the Rights that would otherwise have been granted for a full financial year of service (being 3,658,537 Rights).
Date of grant	If Shareholder approval is obtained, the Rights will be granted to Ms. Sheffield as soon as practicable after the AGM. In any event, they will not be granted more than 1 year after the date of the AGM.
Why are Rights used for Ms. Sheffield's LTI?	The Company uses Rights because they ensure alignment with long term Shareholder outcomes and reward strong outperformance but do not provide the full benefits of share ownership (such as dividend and voting rights) unless and until the Rights vest. The use of Rights is aligned with typical market practice.
Performance conditions	The vesting conditions for the vesting of the Rights will comprise the following two metrics each with a weighting of 50%: • a relative total shareholder return (**TSR**) metric tested over the applicable vesting period compared to the ASX 300 companies excluding banks, resource companies, listed property trusts, and ETF/index-based companies; and • underlying diluted earnings per share (**EPS**) growth metric tested over the applicable vesting period. The vesting scales to be used for each vesting condition metric are: **TSR Metric** The table below sets out the percentage of Rights that will vest depending on the Company's TSR metric as at the end of the performance period:

Webjet Group TSR ranking	Percentage of TSR metric achievement	Percentage of Rights that will vest
Below the 40th percentile	0%	0%
At the 40th percentile	25%	12.5%
Above the 40th percentile and below the 50th percentile	25% plus an additional 1% for each 1 percentile increase above the 40th percentile	12.5% plus an additional 0.5% increase for each 1 percentile increase above the 40th percentile
At the 50th percentile	35%	17.5%
Above the 50th percentile and below the 75th percentile	35% plus an additional 2.6% for each 1 percentile increase above the 50th percentile	17.5% plus an additional 1.3% increase for each 1 percentile increase above the 50th percentile
At or above the 75th percentile	100%	50%

Summary of material terms of the proposed Rights grant

Performance conditions (continued)

EPS Metric
The table below sets out the percentage of Rights that will vest depending on the Company's EPS metric as at the end of the performance period:

Webjet Group Limited's scaling 3-year underlying EPS CAGR	Percentage of EPS metric achievement	Percentage of Rights that will vest
Less than 7.5%	0%	0%
At 7.5%	30%	15%
Above 7.5% and below 10%	30% plus an additional 0.12% for each 1 bps above 7.5%	15% plus an additional 0.06% for each 1 bps above 7.5%
At 10%	60%	30%
Above 10% and below 12.5%	60% plus an additional 0.08% for each 1 bps above 10%	30% plus an additional 0.04% for each 1 bps above 10%
At 12.5%	80%	40%
Above 12.5% and below 15%	80% plus an additional 0.08% for each 1 bps above 12.5%	40% plus an additional 0.04% for each 1 bps above 12.5%
At or above 15%	100%	50%

Performance period and vesting

The performance conditions for the Rights will be tested over a three-year period from 1 April 2026 until 31 March 2029 and will vest on satisfaction of the performance conditions.

Exercising vested performance rights

Once vested, the Rights may be exercised (into ordinary Shares) at any time within five years of the vesting date.

Price payable

Ms. Sheffield will not be required to make any payment to the Company on the grant or exercise of the Rights.

Value of the Rights

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

The realised value of the Shares allocated to Ms. Sheffield following exercise of the Rights will depend on the price of the Shares on that date.

Dividend and voting rights

The Rights granted to Ms. Sheffield do not carry any dividend or voting rights prior to vesting. Once vested, if the Company determines to pay a dividend to its Shareholders, Ms. Sheffield may be entitled to, by way of cash or Shares, a payment equivalent to the value of dividends that would have been payable to them had they been the holder of the underlying Shares over which the Right is exercisable during a period determined by the Board.

Adjustments to performance rights

The Company reserves the right to adjust the outcome where appropriate for acquisitions and/or disposals or other events/circumstances which may unreasonably skew the outcome.

Trading restrictions

Ms. Sheffield will not be permitted to dispose of, or otherwise deal with, the Rights. Subject to compliance with applicable laws and the Company's Share Trading Policy, Ms. Sheffield will not be prevented from dealing with any Shares acquired by them upon the vesting of the Rights.

Cessation of employment

If Ms. Sheffield's employment is terminated for cause, the clawback provisions will apply.

Where Ms. Sheffield's employment contract terminates because of redundancy, death, serious illness or disability, the Board retains a residual discretion to permit retention and/or exercise of unvested Rights.

In all other circumstances, subject to the clawback provisions (set out below), Ms. Sheffield will retain a pro rata proportion (based on the portion of FY27 which has elapsed) of the number of Ms. Sheffield's unvested Rights which will be retained for testing at the end of the performance period.

Clawback

The Rights are subject to customary clawback provisions under which, subject to the discretion of the Board, will lapse if, among other things, Ms. Sheffield materially breaches her obligations to the Company or has acted fraudulently in relation to the affairs of the Company.

Change in control

If a corporate control event occurs, the Board has discretion to determine whether to waive or modify (but not add to) some or all of the performance conditions, determine that the Rights must be exercised and to take any other actions, or determine that Ms. Sheffield must take any other actions, as the Board determines, provided that the actions or determinations of the Board do not, in the Board's opinion, materially disadvantage Ms. Sheffield. A 'corporate control event' is defined to include, amongst other things, a takeover bid that has become unconditional and has delivered voting power of more than 50% of the Company to a bidder, a scheme of arrangement or acquisition of shares in the Company that has been approved by Shareholders delivering control of the Company to any person or Shareholders having approved the sale of a majority in value of the Company's business or assets.

Summary of material terms of the proposed Rights grant		
Ms. Sheffield's total remuneration package for FY27	Listing Rule 10.15.4 requires this Notice of Meeting to include details (including the amount) of Ms. Sheffield's current total annual remuneration:	
	Fixed Annual Remuneration (including superannuation (**FAR**)	$750,000 (pro-rated)
	Short term incentive	75% of FAR at maximum and 50% of FAR at target subject to the achievement of financial (70% weighted) and non-financial measures (30% weighted); Pro-rated year 1.
	Long term incentive	200% of FAR at maximum and 70% of FAR at target
Other information required by Listing Rule 10.15	1. Ms. Sheffield is a Director and accordingly falls into the category of people contemplated under Listing Rule 10.14.1. 2. Ms. Sheffield is the only Director of the Company entitled to participate in, and receive securities, under the Long-Term Incentive Plan. 3. Given the recent appointment of Ms. Sheffield to the position of Group CEO and Managing Director, zero Rights have been granted to Ms. Sheffield in respect of prior year LTI grants. 4. No loans will be provided by the Company to Ms. Sheffield in connection with the grant of such Rights or allocation of shares on vesting and exercise of those Rights. 5. Details of any securities issued under the Plan will be published in the Annual Report for the period to which the securities were issued, along with a statement that Shareholder approval for the issue was obtained under Listing Rule 10.14. 6. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Plan Securities under the Plan after this Resolution 3 is passed and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule. 7. A voting exclusion statement in respect of Resolution 3 has been included in this Notice.	

What is the Board's recommendation?

Noting that the executive Director is excluded from voting their Shares on Resolution 3 (as set out in the voting exclusion statement for this Resolution), the Board (with Ms. Sheffield abstaining) recommends that Shareholders **VOTE FOR Resolution 3.**

Effect if the resolution is passed or not passed

If this Resolution 3 is approved by Shareholders, 2,565,988 Rights will be issued to Ms. Sheffield (or their nominee(s)). The issue will also fall within an exception to the 15% placement limit in Listing Rule 7.1 so that the issue of the Rights will not affect the Company's subsequent placement capacity for the purposes of that Listing Rule.

If this Resolution 3 is not approved by Shareholders, the Rights will not be issued to Ms. Sheffield and the Board will have regard to alternative remuneration non-equity arrangements for Ms. Sheffield to provide compensation equivalent in value to the Rights Ms. Sheffield would have received had Shareholder approval been granted.

Effect on Listing Rule 7.1 placement capacity

If approved by Shareholders, the Rights issued under this Resolution will be issued under ASX Listing Rule 10.14, which constitutes an exception to ASX Listing Rule 7.1 (Exception 14). Accordingly, the issue of Rights the subject of this Resolution will not reduce the Company's capacity to issue securities without Shareholder approval under ASX Listing Rule 7.1.

Approval of the issue of Shares to Dr. Gary Weiss AM under the Non-Executive Directors Share Plan (Resolution 4)

Background

In 2025, the Company adopted the Non-Executive Director Share Plan, pursuant to which Shares may be made available to Non-Executive Directors if they elect to receive a portion (which must be at least 20%) of their annual fees (for their services as a Non-Executive Director) in Shares, either by way of an issue of Shares to the Non-Executive Director (or their permitted nominee), or by way of acquisition of Shares in the name of the Non-Executive Director (or their permitted nominee) in the ordinary course of trading on the ASX.

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

Why is Shareholder approval being sought?

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

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

References in Listing Rule 10.14 to a director include a non-executive director of an entity. Accordingly, Resolution 4 seeks Shareholder approval as required by Listing Rule 10.14 to allow the grant of up to $190,000 worth of Shares per annum during the period ending 27 August 2029 to Dr. Weiss or his nominee(s) as a Non-Executive Director under and in accordance with the NED Plan.

Chapter 2E of the Corporations Act

The issue of Shares to Dr. Weiss under the NED Plan constitutes the giving of a financial benefit to a related party of the Company for the purposes of Chapter 2E of the *Corporations Act*.

The Board (other than Dr. Weiss, who has a material personal interest in the Resolution) has considered the proposed grants for the purposes of Chapter 2E of the *Corporations Act* and has determined that Shareholder approval under Chapter 2E is not required because the grants fall within the exception in section 211 of the *Corporations Act*. The Board is satisfied that the proposed issue of Shares to Dr. Weiss constitutes reasonable remuneration for that Director, having regard to the circumstances of the Company and Dr. Weiss's position and responsibilities as a Non-Executive Director.

Specific information required under Listing Rules 10.15

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

Identification of recipient of securities	Dr. Gary Weiss or his nominee(s)
Category in Listing Rules 10.14.1 – 10.14.3	Dr. Gary Weiss is a Non-Executive Director. A Non-Executive Director is a director of the Company and falls within the category in Listing Rule 10.14.1.
Number and class of securities to be issued	Fully paid ordinary shares in the Company, which must not be issued to a Non-Executive Director if, because of the issue of Shares, a Non-Executive Director would: (i) hold a legal or beneficial interest in more than 5% of the issued shares of the Company; or (ii) be able to cast, or control the casting of, more than 5% of the maximum number of votes that might be cast at a general meeting of the Company. Subject to the above limit, the maximum number of Shares to be granted to a Non-Executive Director for each relevant quarter will be determined in accordance with the following formula. Number of Shares for the quarter = $\frac{A}{B}$ where: **A** is equal to the portion of the Non-Executive Director fees that a Non-Executive Director elects to sacrifice in respect of the relevant quarter; and **B** is equal to the issue price set out below. number of Shares to be issued to Dr. Weiss. However, a maximum of up to $190,000 worth of Shares per annum may be issued to Dr. Weiss or his nominee(s), subject to the operation of the formula above and the terms of the NED Plan.
Details of director remuneration	The current total annual remuneration package of Dr. Weiss is $120,000, for his role as Non-Executive Director. Dr. Weiss does not receive any additional remuneration for acting as Interim Chair. Subject to Shareholder approval of his appointment, Dr. Weiss will be appointed Chair and will receive annual remuneration of $190,000 in that capacity. Approval of Resolution 4 would mean a portion of Dr. Weiss's cash based remuneration would be replaced by receipt of Shares.

Previous issues under the NED Plan and average acquisition price	None.
Issue date	First issue date being 1 December 2026, and subsequent issue dates being the first Business Day of March, June, September and December in each year where Dr. Weiss has elected to receive Shares in respect of that quarter under the NED Plan, provided that no Shares will be issued under this approval after 27 August 2029. On that basis, the final scheduled Issue Date under this approval will be the first Business Day of June 2029.
Price per security	The issue price for Shares granted under the NED Plan is: (i) for Shares issued by the Company, the volume weighted average price of Shares quoted on the ASX on the 5 trading days preceding the commencement of the relevant quarter; and (ii) for Shares which have been acquired by the Company on the ASX, the market price at which those Shares were acquired.
Summary of the material terms of the NED Plan	A summary of the material terms of the NED Plan is set out below.
Summary of the material terms of any loan that will be made in relation to the acquisition	No loan will be made in relation to the acquisition of the Shares under the NED Plan.
Voting exclusions	A voting exclusion statement in respect of Resolution 4 has been included in this Notice.

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

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

For the purposes of Listing Rule 10.15.7, Shareholder approval is sought for Shares to be issued to Dr. Weiss or his nominee(s) only on the Issue Dates described above and, in any event, no later than 27 August 2029, being three years after the date of the Meeting. The approval is intended to cover quarterly issues under the NED Plan during that period so that the Company is not required to seek fresh Shareholder approval each year for equivalent issues to Dr. Weiss under the NED Plan. Any Shares proposed to be issued to Dr. Weiss or his nominee(s) after 27 August 2029, or otherwise on materially different terms, would require fresh Shareholder approval under Listing Rule 10.14, unless an exception applies.

What is the Board's recommendation?

The Board (other than Dr. Weiss because of his interest in Resolution 4) recommends that Shareholders **VOTE FOR Resolution 4.**

Effect if a resolution is passed or not passed

If Resolution 4 (which is subject to Shareholder approval of Resolution 2) is approved by Shareholders, Dr. Weiss will be issued Shares under and in accordance with the NED Plan, if he makes an election to receive a portion (which must be at least 20%) of his annual fees in Shares, and these Shares will be treated as having been made with approval for the purpose of Listing Rule 10.14. The issue will also fall within an exception to the 15% placement limit in Listing Rule 7.1 so that the issue of the Shares will not affect the Company's subsequent placement capacity for the purposes of that Listing Rule.

If Resolution 4 is not approved by Shareholders, Dr. Weiss will not be issued Shares under the NED Plan (unless an exception under Listing Rule 10.16 applies), and it is anticipated that his annual fees will be received in cash.

Effect on Listing Rule 7.1 placement capacity

If approved by Shareholders, the Shares issued under Resolution 4 will be issued under ASX Listing Rule 10.14, which constitutes an exception to ASX Listing Rule 7.1 (Exception 14). Accordingly, the issue of Shares the subject of Resolution 4 will not reduce the Company's capacity to issue securities without Shareholder approval under ASX Listing Rule 7.1.

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

Participants	Non-Executive Directors of the Company only.
Plan Shares	Shares, which may be provided by: (i) an issue of Shares to the Participant; or (ii) the acquisition of Shares by the Plan Manager (selected by the Board to carry out day to day administration of the Plan on behalf of the Board) or a Plan Administrator (as described below) in the name of the Participant in the ordinary course of trading on ASX.
Issue Date	First issue date being 1 December 2026, and subsequent issue dates being the first Business Day of March, June, September and December in each year, provided that no Shares will be issued under this approval after 27 August 2029. On that basis, the final scheduled Issue Date under this approval will be the first Business Day of June 2029.
Issue Price	(i) For Shares issued by the Company, the volume weighted average price of Shares quoted on the ASX on the 5 trading days preceding the commencement of the relevant quarter. (ii) For Shares which have been acquired by the Company on the ASX, the market price at which those Shares were acquired..
Prerequisite	Unless the Board determines otherwise, Shares may only be transferred to a Participant on an Issue Date if the Participant was a Non-Executive director of the Company in the relevant quarter, and if the Participant is no longer a Non-Executive director of the Company on the Issue Date, the Board or Plan Administrator may refuse to issue Shares to that Participant for the relevant quarter.
Cash payment	If the Board is not able, or refuses, to issue all or some of the Shares, the relevant Participant will receive the equivalent amount in cash payment for the relevant quarter.
Maximum number of shares that may be issued	Shares must not be issued to a Participant if, because of the issue of shares, a Participant would: (i) hold a legal or beneficial interest in more than 5% of the issued shares of the Company; or (ii) be able to cast, or control the casting of, more than 5% of the maximum number of votes that might be cast at a general meeting of the Company.
Minimum amount	The Participant may nominate a portion (which must be at least 20%) of his or her annual fee (payable to him or her for services as a director of the Company) to receive in Shares.
Election to participate	A decision to participate in the NED Plan is operative from the next Issue Date and is valid for an issue of Plan Shares for a period of 12 months unless amended, withdrawn or terminated in accordance with the Plan rules.
Method of acquisition of Shares	Shares may be provided to a Participant for the purposes of the NED Plan in either of the following ways: (i) by an issue of Shares to the Participant or his or her nominated participant; or (ii) by the acquisition of Shares by the plan manager (or plan administrator) in the name of the Participant or his or her nominated participant in the ordinary course of trading (or otherwise) on ASX or another financial market, as determined by the Board.
Prohibition on disposal	A Participant may not dispose of or agree to dispose of any Shares before the earlier of: (i) a one year holding lock from the relevant issue date; (ii) the occurrence of a Change of Control Event; (iii) the day the Participant resigns or otherwise ceases to be a Non-Executive director of the Company; and (iv) the end of any such other period determined by the Board.
Ranking of Plan Shares	Shares allocated under the NED Plan will rank equally with all other existing shares in the Company in all respects including all voting entitlements and entitlement to participate in dividends and in future rights, bonus and other issues.
Terms of engagement	The NED Plan rules do not form part of any terms of engagement of a Participant. No Participant will be entitled to any compensation because of any suspension or termination of the NED Plan.
Amendments and administration	The NED Plan will be managed by the Board. The Board may at any time amend the NED Plan rules or waive or modify the application of these rules, unless, in the reasonable opinion of the Board, an amendment would prejudicially affect the rights of the Participants or attaching to any Shares, then that amendment may not be made without the consent of the Participants affected by the amendment, other than where the amendment is made for the purpose of complying with present or future law, to correct any manifest error or mistake, and to take into consideration possible adverse tax implications in respect of the NED Plan.
Plan Administrator	If the Board elects to appoint a Plan Administrator, the Plan Administrator will administer the Plan in accordance with the NED Plan rules and any procedures determined by the Board and agreed to by the Board and Plan Administrator.
Termination	The Board may at any time terminate or suspend the Plan in whole or in part.

For personal use only

Election of Director – Shareholder Nomination, Ms. Cinzia Burnes, as a Director (Resolution 5)

Ms. Cinzia Burnes is the Chief Operating Officer and Executive Director of Helloworld Travel Limited (**HLO**). She has been nominated for election to the Board pursuant to section 249N of the *Corporations Act 2001* (Cth) and the Company's Constitution by Retail Travel Investments Pty Ltd (**Retail Travel Investments**), the Company's largest Shareholder and a wholly owned subsidiary of HLO.

As at 16 July 2026, Retail Travel Investments holds 78,250,205 ordinary shares in the Company (representing 20.21% of the Company's issued share capital).

Information about Cinzia Burnes

Retail Travel Investments has requested that the following statement about Ms. Burnes be provided to shareholders in this Notice of Meeting. The statement is reproduced verbatim as provided by Retail Travel Investments. The Company has not independently verified the statement.

Cinzia Burnes

Ms. Burnes is Helloworld Travel Limited's Chief Operating Officer and Executive Director.

Helloworld Travel Limited is a leading Australian-based, ASX-listed integrated travel services provider (ASX: HLO), encompassing retail networks, inbound destination management services, wholesale operations, air ticket consolidation, and online platforms. Following the merger, Cinzia was appointed Executive Director and currently serves as Chief Operating Officer. In this capacity, she oversees all operational areas of the business, including Wholesale and Inbound divisions, Product and Contracting, Marketing, and Human Resources. She also holds overarching responsibility for the Group's commercial partnerships and preferred supplier agreements.

Cinzia has over four decades of Travel industry experience having Cinzia founded in 1982 the Australian Travel Bureau (ATB) prior to becoming a shareholder and Director of Caleidoscopio SRL, growing the business to become the second largest wholesaler in Italy in 1989. She was also appointed Head of Travel, Italy Australia Association in 1983, just one year after joining the organisation.

From 1991 to 1998, Ms. Burnes was General Manager of The Australian Outback Travel Company (AOT), founded by Andrew in 1987. She played a pivotal role over 26 years in growing AOT from a small regional safari operator into one of Australasia's leading travel distribution businesses with 500 staff in 15 locations worldwide with annual revenues in excess of $350 million. The AOT Group was privately owned by Andrew and Cinzia Burnes until its merger with Helloworld Travel Limited in February 2016.

Ms. Burnes served on the Board of Tourism Victoria as a Director from 2013 to 2015. She has also served as a Board Member of Health Services Australia (H.S.A) from 2006 to 2008 and as a Director of the Australian Tourist Commission (ATC) from 2000 to 2004. Ms. Burnes is currently a Director of the Australian Travel Industry Association (ATIA) having been appointed since 14 December 2022 (formally known as Australian Federation of Travel Agents – AFTA).

Ms. Burnes holds qualifications in Tourism and Commerce from the Metastasio Institute of Commerce (Rome) in 1982 and is a graduate of the Mt. Eliza Executive Education Business School. Advanced Management Program (May 2011) and Senior Executive Program Modules 1 & 2 (November 2014).

Board response

In March 2026, via email communication from Mr. Andrew Burnes AO, HLO nominated Ms. Burnes for appointment to the Board. Following consideration, the Board determined that it was not in a position to accept the nomination at that time, having identified actual or potential conflicts of interest with the affairs of the Webjet Group arising from:

- HLO's non-binding indicative offer in November 2025 to acquire 100% of the shares in the Company that HLO does not already own (which ultimately did not proceed), noting that the offer was conditional on, among other things, ACCC clearance — a requirement that itself reflects the competitive overlap between the two groups;
- the competitive overlap between HLO and the Company. The Board notes that both companies operate in the travel sector, compete for consumer demand, negotiate with a similar supplier base, and seek to expand into overlapping segments of the travel value chain. Webjet's execution on its current strategic plan is expected to further increase this overlap.

The Board further considered that these conflict risks are heightened by Ms. Burnes' position as Chief Operating Officer and Executive Director of HLO. In these roles, she is closely involved in HLO's day-to-day management and operational decision-making, including decisions relating to strategy, supplier relationships and competitive positioning. This level of executive involvement increases both the likelihood that conflicts may arise and the complexity of managing those conflicts in a Board context. The Company encouraged Mr. Burnes to consider an alternative nominee who is not an HLO executive and in respect of whom those conflicts do not arise; however no alternative individual was nominated.

The Company then on further constructive consideration of Ms. Burnes' nomination, and in view of the competitive overlap, sought to engage with HLO on agreeing a conflicts management protocol to address the conflict issues, noting that the types of protocols proposed are consistent with arrangements commonly adopted in comparable circumstances and are widely regarded as standard governance practice in listed companies.

However, despite repeated engagement over an extended period, an agreement has not been reached.

Following receipt of the formal Shareholder Nominations on 25 June 2026, the Company wrote to HLO on 30 June 2026, reiterating its position that the Board needed to be satisfied that conflicts of interest can be appropriately managed through a protocol agreed with HLO in addition to the Company's Director Conflict of Interest Policy. The Company again sought confirmation that HLO would agree to be bound by such a protocol as a condition of any Board appointment. No such confirmation has been received as at the date of finalising this Notice.

On 29 June 2026 the Board established a special purpose sub-committee comprising its two independent Non-Executive Directors (Ms. Ellie Comerford and Mr. John Boris) (**Independent Board Committee**) to consider the nomination of Ms. Cinzia Burnes. The Independent Board Committee is delegated authority by the Board to make recommendations to shareholders via this Notice of Meeting.

The Independent Board Committee, in assessing the nomination, does not question Ms. Burnes' capability and experience as an Executive Director of HLO. The Independent Board Committee's assessment and position is informed by the need to ensure that conflict of interest risks are appropriately managed for the benefit of all shareholders.

While the Independent Board Committee is, in principle, open to considering HLO representation on the Board (subject to agreement to be bound by a robust and effective conflict management protocol and the Board's selection process), such agreement not being forthcoming at the time of finalisation of this Notice of Meeting, it considers the following:

Competitive overlap between HLO and the Company: Both companies operate in the travel sector, compete directly for the same Australian travel consumers and the same airline/supplier relationships. Both sell flights, accommodation and packages to retail and corporate customers in Australia and New Zealand and both seek to expand into overlapping segments of the travel value chain with this overlap expected to increase as the Company executes on its current strategic plan. This competitive overlap creates significant conflict management considerations in the context of effective governance. These conflict risks are heightened by Ms. Burnes' position as Chief Operating Officer and Executive Director of HLO. In that capacity, Ms. Burnes has day-to-day executive responsibility for the management and operation of HLO's business and is likely to be involved in the development, approval and execution of matters such as commercial strategy, pricing, product development, customer acquisition initiatives and supplier relationships. The Company considers the receipt of competitively sensitive information relating to the Webjet businesses may create an ongoing risk that such information could influence, consciously or unconsciously, decisions made by Ms. Burnes in the course of performing her executive responsibilities at HLO. In particular, there is a risk that commercially sensitive information obtained through participation in Company Board discussions may, despite the best intentions of all parties, become embedded in and inform Ms. Burnes' day-to-day strategic and operational decision-making for HLO. Accordingly, the Company considers that the overlap between the businesses, together with Ms. Burnes' executive role within HLO, presents heightened and ongoing conflict management challenges. The Company acknowledges that HLO does not share the Company's assessment of the degree of competitive overlap between the respective businesses.

Proportionate representation: Since its original nomination for the directorship of Ms. Burnes, Retail Travel Investments has continued to acquire shares in the Company and as at 16 July 2026, holds 78,250,205 shares (representing 20.21% of shares) making it the Company's largest Shareholder. The Company notes that HLO, on 25 June 2026, submitted a Shareholder Nomination for an additional candidate for election, Mr. Andrew Burnes, in addition to Ms. Cinzia Burnes.

Board representation should be broadly reflective of shareholding interests. As 20.21% Shareholder, HLO has nominated two Directors. The appointment of both nominees would result in HLO holding approximately 33% of the Non-Executive Director positions on the Board, which the Independent Board Committee considers disproportionate to its ownership interest and not aligned with principles of sound corporate governance.

The Independent Board Committee is concerned that the election of two HLO nominee Directors at this time may give HLO a degree of Board influence that is disproportionate to its shareholding and may not be in the best interests of all shareholders. The Independent Board Committee further considers that the protections ordinarily afforded to shareholders in a formal change of control transaction should not be circumvented through contested board elections.

Board composition and independence: Maintaining a balanced and independent Board is critical to protecting the interests of all shareholders. As representatives of HLO, neither Ms. Burnes nor Mr. Burnes would be regarded as independent Directors. If both were appointed, only two of six Non-Executive Directors on the Board would be independent.

Excluding the HLO nominees, as at the date of this Notice of Meeting, the Board comprises two independent Non-Executive Directors (Ms. Ellie Comerford and Mr. John Boris) and two non-independent Non-Executive Directors (Dr. Gary Weiss and Ms. Shelley Beasley). While the Board does not currently have a majority of independent Directors, it considers its composition appropriate at the present time, having regard to the mix of skills, experience and commercial judgement. The Board is, however, as reported in its Corporate Governance Statement, actively progressing succession planning initiatives with a view to increasing the number of independent Non-Executive Directors and achieving a majority independent Board in line with recognised corporate governance standards.

In this context, the Independent Board Committee considers that the appointment of both HLO nominees at this time would conflate conflict risk, hinder this progression and delay the Board's ability to achieve an appropriate balance of independent director representation.

Whilst there has been continued engagement to endeavour to reach agreement on an appropriate Webjet Conflict Management protocol while formulating and finalising this Notice of Meeting, no confirmation has been received from HLO as at the date of finalising this Notice. On 16 July 2026 HLO, through its legal representative, advised the Company that it only wished to progress discussions on the proposed conflict management protocol if the Board was prepared to recommend that Shareholders vote in favour of both of HLO's two nominees being elected to the Board.

Independent Board Committee recommendation

The non-independent Directors have been excluded from this recommendation due to their non-independent status, and the recommendation set out below is made by the Independent Board Committee only.

The Independent Board Committee recommends that Shareholders **VOTE AGAINST Resolution 5.**

Where the Chair is appointed proxy by a Shareholder, in the absence of a direction from that Shareholder as to how to vote on Resolution 5, the Chair intends to direct undirected proxies in accordance with the recommendation by the Independent Board Committee.

In exceptional circumstances where the Independent Board Committee's recommendation in relation to Resolution 5 changes before the AGM, the Company will notify Shareholders via the ASX, stating that fact and explaining the reasons for the change. The Company will continue to engage with HLO in relation to the development and refinement of, and agreement to, an appropriate conflict management protocol.

Election of Director – Shareholder Nomination, Mr. Andrew Burnes AO, as a Director (Resolution 6)

Mr. Andrew Burnes AO is the Chief Executive Officer and Managing Director of HLO. He has been nominated to the Board pursuant to section 249N of the *Corporations Act* and the Company's Constitution by Retail Travel Investments, the Company's largest Shareholder and a wholly owned subsidiary of HLO for election to the Board.

As noted above, as at 16 July 2026, Retail Travel Investments holds 78,250,205 ordinary shares in the Company (representing 20.21% of the Company's issued share capital).

Information about Andrew Burnes AO

Retail Travel Investments has requested that the following statement about Mr. Burnes be provided to Shareholders in this Notice of Meeting. The statement is reproduced verbatim as provided by Retail Travel Investments. The Company has not independently verified the statement.

Andrew Burnes AO
LLB, B Comm. (Melb)

Mr. Burnes is Helloworld Travel Limited's Chief Executive Officer and Managing Director.

Helloworld Travel Limited is a leading Australian-based, ASX-listed integrated travel services provider (ASX: HLO), encompassing retail networks, inbound destination management services, wholesale operations, air ticket consolidation, and online platforms.

Upon completing his studies in Law and Commerce at Melbourne University, Mr. Burnes was employed by Blake Dawson Waldron (now Ashurst Perkins Coie) where he completed his Articles and worked as a solicitor.

On 1st November, 1987 Mr. Burnes founded The Australian Outback Travel Company (The AOT Group) at the age of 26. After the merger of AOT and Helloworld in January 2016, he was appointed CEO of Helloworld Travel Limited on 1st February, 2016.

Mr. Burnes was appointed as the Honorary Federal Treasurer of the Liberal Party of Australia in July 2015. Prior to this appointment he was the State Treasurer of the Victorian Liberal Party from May 2009 to early 2011. He was appointed as a Director of Tourism Australia in July 2004 serving as Deputy Chairman from 2006 to 2009. Mr. Burnes chaired the Audit and Finance Committee of Tourism Australia during this period, was a Trustee of the Travel Compensation Fund from 2005 to 2008 and a Board Member of the Australian Tourism Export Council ("ATEC") from 1998 serving as the organisation's National Chairman from 1999 – 2003.

Mr. Burnes' charitable involvements include being a key supporter or the School of St Jude in Arusha, Tanzania and served as a director of the Humpty Dumpty Foundation between 2008 and 2013.Helloworld also supports Ollie's Echo, the Dannii Foundation and a number of other important charity groups.

On 7th June, 2020, Mr. Burnes was named an Officer of the Order of Australia (AO) in the Queen's Birthday 2020 Honours List. Mr. Burnes received this recognition for his "distinguished service to business, particularly through a range of travel industries, to professional tourism organisations, and to the community".

Board's response

The Independent Board Committee repeats its response outlined above regarding Resolution 5 – Election of Ms. Cinzia Burnes which applies equally to the nomination of Mr. Burnes, and further emphasises the following.

As the Chief Executive Officer and Managing Director of HLO, Mr. Burnes is intimately and closely involved in HLO's strategic direction, commercial decision-making and interactions with suppliers and customers. This level of involvement gives rise to the same actual or potential conflicts of interest identified above, including those arising from the prior non-binding indicative proposal by HLO to acquire the Company and the ongoing competitive overlap between HLO and the Company.

The nomination of Mr. Burnes must be considered in the context of HLO's nomination of two candidates. The governance considerations outlined under Resolution 5 above in relation to proportional representation and Board composition and independence apply equally to his nomination.

As with Ms. Cinzia Burnes, the Independent Board Committee, in assessing the nomination, does not question Mr. Burnes' experience as an Executive Director of HLO or his industry knowledge. The Independent Board Committee's assessment and position is informed by the need to ensure that conflict of interest risks are appropriately managed and that the composition of the Board supports effective governance in the interests of all shareholders.

The Independent Board Committee considers that these risks are of a similar nature and magnitude to those identified in respect of Ms. Cinzia Burnes and would likewise require the implementation of appropriate, robust and effective conflict management protocols as a condition to any appointment. As noted above, despite repeated engagement with HLO up to the finalisation of this Notice of Meeting, agreement has not been reached on such a protocol. On 16 July 2026 HLO advised, via its legal representative, that it is only prepared to negotiate the terms of any conflict management protocol if the Board first recommends both HLO nominees for election.

Independent Board Committee Recommendation

The non-independent Directors have been excluded from this recommendation due to their non-independent status, and the recommendation set out below is made by the Independent Board Committee only.

The Independent Board Committee recommends that Shareholders **VOTE AGAINST Resolution 6.**

Where the Chair is appointed proxy by a Shareholder, in the absence of a direction from that Shareholder as to how to vote on Resolution 6 the Chair intends to direct undirected proxies in accordance with the recommendation of the Independent Board Committee.

In exceptional circumstances where the Independent Board Committee's recommendation in relation to Resolution 6 changes before the AGM, the Company will notify shareholders via the ASX, stating that fact and explaining the reasons for the change. The Company will continue to engage with HLO in relation to the development and refinement of, and agreement to, an appropriate conflict management protocol.

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 9828 9500.

Glossary

For personal use only

In this Notice and Explanatory Statement:

AGM or **Meeting** means the annual general meeting of the Company to be held as a hybrid meeting both in person for those Shareholders who wish to, and are able to attend physically, as well as virtually through the Automic investor portal at investor.automic.com.au on Thursday, 27 August 2026 at 2:00pm (Melbourne time).

Annual Report means the annual report of Webjet for the financial year ended 31 March 2026.

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

Auditor's Report means the auditor's report of Webjet 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.

Business Day has the meaning given in the Listing Rules.

CAGR means compound annual growth rate.

Chair means the person appointed to chair the Meeting.

Closely Related Party of a KMP means any of the following:

- a spouse, child or dependant of the KMP;
- a child or dependant of the KMP's spouse;
- anyone else who is one of the KMP's family and may be expected to influence, or be influenced by, the KMP in the KMP's dealings with the Company;
- a company the KMP controls; or
- a person prescribed by regulations.

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

Constitution means the constitution of the Company as amended from time to time.

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

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

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

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

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

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

FAR means total fixed annual remuneration (including superannuation).

Financial Report means the financial report of the Company for the financial year ended 31 March 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.

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

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

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

Option means an option granted by the Company under the Plan which entitles the holder to one Share upon vesting of the option.

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

Plan Security means an Option or a Right.

Remuneration Report means the remuneration report of Webjet 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 Plan which entitles the holder to one Share upon vesting of the right.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of at least one Share.

Share Registry means Automic Pty Ltd ABN 27 152 260 814.

Webjet Group means the Company and its consolidated entities.

Webjet Group Limited
Level 2, 509 St Kilda Road
Melbourne Victoria 3004
Australia

webjet group

webjet group

Proxy Voting Form

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

Webjet Group Limited | ABN 85 679 116 762

Your proxy voting instruction must be received by **2:00pm (AEST) on Tuesday, 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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://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 Webjet Group Limited, to be held virtually at **2:00pm (AEST) on Thursday, 27 August 2026 and physically at Webjet's corporate office situated at Level 2, 509 St Kilda Road, Melbourne, Victoria, 3004 or virtually via the Automic online platform** 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 available FOR Resolutions 1-4, and the Chair presently intends to vote all undirected proxies available AGAINST Resolutions 5 and 6, in accordance with the recommendation of the Independent Board Committee. The Chair's statement of intention regarding Resolutions 5 and 6 expresses the intention of the Independent Board Committee as at the date of the Notice of Meeting accompanying this Proxy Voting Form. In exceptional circumstances where the Independent Board Committee's recommendation relating to Resolution 5 or Resolution 6 changes before the meeting, the Company will notify Shareholders via an ASX announcement, stating that fact and explaining the reasons for the change.

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 1, 3 and 4 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 3 and 4 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 a virtual Meeting 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 Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

AUTOMIC

WJL

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Adoption of Remuneration Report set out in the Annual Report of the Company for the financial year ended 31 March 2026			
2	Confirmation of Dr. Gary Weiss AM as a Director			
3	Approval of grant of Rights to the Group CEO And Managing Director, Ms. Nicole Sheffield under the Long-Term Incentive Plan			
4	Approval of the issue of Shares to Dr. Gary Weiss under the Non-Executive Director Share Plan			
5	Election of Director – Shareholder Nomination – Ms. Cinzia Burnes			
6	Election of Director – Shareholder Nomination – Mr. Andrew Burnes AO			

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).