

POLICY NAME:	Webjet-Zuji Group Code of Business Conduct
Last Revised	# November 2013

WEBJET-ZUJI GROUP CODE OF BUSINESS CONDUCT

1. Introduction

Webjet Limited and its wholly owned companies (**Webjet-Zuji Group**) believe that its officers, agents, employees and contractors (**Staff Members**) should conduct themselves in an ethical manner at all times. Ethical conduct relates to standards of behaviour characterised not only by complying with the law but also by acting honestly and fairly and with respect for others.

The manner, in which we conduct ourselves, both in our working and private lives, is a major element in the way we are regarded within the business and wider community. One purpose of this Code of Business Conduct is to provide guidance for our behavior when representing Webjet-Zuji Group.

2. Webjet-Zuji Group Policy on Ethical Behaviour

Webjet-Zuji Group is committed to operating to the highest standards of ethical behaviour and honesty and with full regard for the safety and health of its Staff Members, customers, the wider community and the environment. Webjet-Zuji Group Staff Members must act with integrity and honesty in the day to day performance of their jobs and in any situation where their conduct and behaviour could influence respect for the Company.

3. Webjet-Zuji Group's Expectations

All Webjet-Zuji Group Staff Members are expected to comply with this Policy and conduct their activities on behalf of the Webjet-Zuji Group accordingly. Webjet-Zuji Group management must positively promote the Policy by personal example, by giving clear and unambiguous guidance and assistance on its operation and by ensuring that it is communicated and understood by all Webjet-Zuji Group Staff Members and by third parties who need to be aware of it.

3.1 Key Requirements that must be observed

All Webjet-Zuji Group Staff Members should:

- (a) comply with the letter and spirit of the laws affecting Webjet-Zuji Group's businesses and promote business success by the pursuit of competition within the regulatory rules;
- (b) comply with the Webjet-Zuji Group Code of Business Conduct and Webjet-Zuji Group's Policies and Procedures;
- (c) act honestly and with integrity and strive to earn and maintain the respect and trust of co-employees, customers and the wider community;
- (d) use Webjet-Zuji Group's resources, including information systems, in an appropriate and responsible way;
- (e) work safely and with due regard for the safety and well-being of fellow employees, customers and all persons affected by Webjet-Zuji Group's operations or products free from discrimination and harassment;
- (f) avoid situations which involve or may involve a conflict between their personal interests and the interests of Webjet-Zuji Group;
- (g) respect people's privacy;
- (h) have due regard for cultural diversity in the workplace; and

- (i) respect the environment and ensure that work activities are managed in an acceptable manner so as to give benefit to society.

Webjet-Zuji Group has adopted policies which commit it to meeting its responsibilities in areas where ethical or legal issues arise. These are broadly characterised below.

4. Commercial Community

(a) Conflict of interest

Staff Members should avoid any situation which involves or may involve an actual or perceived conflict between their personal interests and the interests of Webjet-Zuji Group. Any potential conflict must be disclosed.

(b) Trading in Webjet Limited and other securities

Webjet-Zuji Group Staff must not, directly or indirectly, buy or sell the shares or other securities of any company, including Webjet Limited, when in possession of unpublished price sensitive information which could materially affect the value of those securities, nor should they engage in short-term dealing in Webjet Limited's shares or those of any related corporation.

Subject to this restriction, Webjet-Zuji Group Staff may only buy and/or sell Webjet Limited's shares in accordance with the Webjet-Zuji Group Share Trading and Conflicts Policy that would have been signed on commencement of employment with Webjet-Zuji Group.

6. Commercial Relations

(a) Competition policy

Webjet-Zuji Group and its Staff Members, while competing vigorously in the marketplace, will comply with the competition/anti-trust laws of those countries in which Webjet-Zuji Group operates, including the competition and consumer legislation of Australia.

(b) Product stewardship

Is the process by which Webjet-Zuji Group identifies and manages its safety, health and environment ("SHE") performance as applied to the development, manufacture, distribution, marketing, use and disposal of its products. The SHE factors associated with any product from its conception through to ultimate use and disposal must be managed responsibly and ethically.

7. Employment and Business Standards

(a) Complying with the law

All Staff Members who work for Webjet-Zuji Group must comply with the general laws relating to the workplace such as occupational health, equal opportunity and harassment) as well as the laws and regulations that specifically relate to their work, including, in particular, the competition laws of each country in which Webjet-Zuji Group operates and privacy laws.

(b) Business practices – business integrity

Webjet-Zuji Group conducts its business with honesty, integrity and respect for the interests of its stakeholders. Webjet-Zuji Group wants suspected Improper Conduct to be disclosed and also wants any person making a disclosure to be protected.

In this context:

Compliance Officer means the Chairman of Webjet Limited.

Whistleblower means any employee, director, officer or contractor of the Webjet-Zuji Group who, whether anonymously or not attempts to make a disclosure of Improper Conduct.

Improper Conduct means corrupt activity, fraudulent activity, or a substantial mismanagement of Webjet-Zuji Group's resources, conduct involving substantial risk to public health or safety, or conduct involving substantial risk to the environment.

Protected Disclosure means any good faith communication based on reasonable grounds that discloses or evidences an intention to disclose Improper Conduct.

All Staff Members are encouraged and have the responsibility to report any known or suspected incidences of Improper Conduct by making a Protected Disclosure. Protected Disclosures should be made either to their manager, or to the Compliance Officer. Any manager to whom a Protected Disclosure is made shall as soon as practical communicate that disclosure to the Compliance Officer, and no other person.

Webjet-Zuji Group will take reasonable steps to protect the identity of the Whistleblower. The Compliance Officer will ensure the Whistleblower is kept informed of action taken in relation to his or her disclosure. Webjet-Zuji Group acknowledges that the act of whistleblowing will not shield whistleblowers from the reasonable consequences of involvement in Improper Conduct. However in some circumstances an admission may be a mitigating factor when considering disciplinary or other action.

(c) **Business practices — financial inducements**

No Webjet-Zuji Group Staff Member will make or offer to make any illegal payment to achieve any business objective nor will they offer or accept a bribe, "kickback" or secret commission. Bribery is not only against company policy, it is also an act that attracts criminal prosecution and serious penalties in many countries in which Webjet-Zuji Group operates.

No Webjet-Zuji Group Staff Member will, in any transaction, offer, promise or give any payment, gift, rebate or other exchange to or for the benefit of any third party as consideration for performing or refraining from performing the transaction.

(d) **Dealing with fraud**

Webjet-Zuji Group is committed to maintaining a secure working environment that protects people, company assets and company information from deliberate harm, damage or loss. In appropriate cases and after proper investigation, Webjet-Zuji Group reserves the right to summarily dismiss Staff Members found to be defrauding the company and, where appropriate, will press for criminal prosecution and seek financial recovery through civil proceedings.

(e) **Equity in employment and harassment**

Recruitment, selection for specific jobs and career progression will be determined by personal merit, competency and the individual's potential to

effectively perform the job. Employment decisions of Webjet-Zuji Group will take account of these criteria.

Unlawful discrimination and harassment acts prohibited by Webjet-Zuji Group and will not be tolerated. Appropriate action will be taken if discrimination or harassment occurs.

(f) Health and Safety in the Workplace

Webjet-Zuji Group has adopted strategies, policies and practices, the objective of which is to eliminate all incidents and circumstances relating to its operations and use of its products which could lead to injury or illness amongst its Staff Members, customers and the wider community. Webjet-Zuji Group will monitor any health or safety incidents or complaints against remedial or preventative measures in place in order to determine whether those remedial or preventative measures are working.

If a Staff Member wishes to report a health or safety matter or make a complaint about any health and safety matter, he or she should notify his or her manager (or that person's manager if that person is the subject of the complaint). It is the responsibility of management to treat any complaint made sympathetically and seriously, to deal with the complaint, investigate the complaint promptly (ideally within seven days) and take preventative measures in the workplace (if warranted following the investigation).

The manager to whom a complaint is made is responsible for promptly notifying the Chief Operating Officer (or the Chief Executive Officer, if the Chief Operating Officer is the subject of the complaint) and, in conjunction with the Chief Operating Officer or the Chief Executive Officer (as applicable) appropriately documenting, investigating and resolving the complaint.

Any person making a complaint and any person the subject of a complaint shall be informed by management of the outcome of the investigation arising from the complaint and actions (if any) to be taken. Any such investigation shall be conducted by a competent member of management who is impartial. Webjet-Zuji Group is committed to treating all persons involved in this process fairly and with respect.

Webjet-Zuji Group is committed to ensuring that employees and contractors work in an environment where people are treated with mutual respect. Bullying is inappropriate and unacceptable behavior as it creates a risk to health and safety. When directed towards an individual and repeated, or occurring as part of a pattern of behavior, use of demeaning language or verbal abuse; use of threats, physical or verbal intimidation; angry or aggressive outbursts; excluding or isolating employees; and ganging up on an employee may be considered bullying.

Reasonable management actions including setting performance goals, standards and deadlines; informing an employee about unsatisfactory work performance; informing an employee about inappropriate behavior; implementing organisational change or downsizing; performance management; and providing constructive feedback are not considered bullying.

Staff Members may deal with bullying either by resolving the issue themselves by discussing the problem with the person involved or by seeking assistance from their manager (or that person's manager if the alleged bullying involves their manager). It is important that Staff Members act honestly, in good faith and, whether the person complaining or the person the subject of the complaint, co-operate in any investigation and resolution processes initiated by management. Examples of actions which may be taken include a change to work practices, an apology being given and accepted, and training.

Staff members found to have been involved in or having condoned bullying in the workplace will be subject to disciplinary action which may include termination of their employment or their terms of engagement.

7. Gifts, Entertainment, Meals and Travel from Vendors

(a) Policy

It is the Policy of the Webjet-Zuji Group that employees maintain ethical relationships with vendors, and negotiate, award, inspect, or audit contracts with the best interest of the Company uppermost in mind.

(b) Guidelines

Subject to the following guidelines, employees are prohibited from receiving gifts, entertainment, meals, or travel from vendors that might directly or indirectly influence an employee's business judgment or decisions, or that might give the appearance of impropriety.

In conducting company business with vendors, employees must follow the following guidelines as they relate to receiving gifts, entertainment, meals or travel from vendors.

For the purpose of these guidelines, business gifts from vendors shall be defined to include any item or service of value. While gifts should be generally refused, employees may accept gifts, subject to the following guidelines:

- If accepted, the cumulative value of gifts received from a vendor should not exceed \$300 in any 12 month period
- Gifts exceeding the cumulative value may be accepted from vendors if the received gift will be used as a "give-away" or a shared item (e.g. food baskets) at a Company or departmental function
- Gifts of cash or other negotiable instruments, including loans, are prohibited in all cases
- The gift is not made during a time period when bids are being sought to establish a new contract or renegotiate an existing contract with the vendor
- Gifts won from vendors as part of a contest or "give-away", where other individuals have an equal chance of winning, shall be excluded from this Policy
- All business gifts (including meals and entertainment) are to be advised to your manager at the time they are received.

8. The Wider Community

Safety, Health and the Environment

Webjet-Zuji Group is committed to managing its activities with concern for people and the environment and will conduct its business for the benefit of society and without compromising the quality of life of future generations.

9. Further Information and Help

This can be obtained from your department manager. In any situation where there is doubt, Staff Members should discuss it with their manager or supervisor. All Staff Members are encouraged to comment and contribute to this code by bringing their ideas and comments to their manager's or supervisor's attention.

ACKNOWLEDGEMENT BY WEBJET-ZUJI GROUP STAFF MEMBER

By signing this document you confirm that you have read and understood the policies contained in this document.

Dated this day of 2014.

(Name)
(Signature)