

Webjet Limited
Notice of Annual General Meeting
21 November 2018

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

Webjet's Corporate Office
Level 2, 509 St Kilda Road, Melbourne, Victoria
on **Wednesday, 21 November 2018**
at **11:00am** (Melbourne time)



Dear owner

The Board of Directors of Webjet Limited (Webjet) cordially extends an invitation to you to join your company's Annual General Meeting (AGM) at 11:00am (Melbourne time) on Wednesday 21 November 2018 at Webjet's offices, Level 2, 509 St Kilda Road, Melbourne. Registration will open from 10:00am. We encourage you to vote on the business of the meeting, whether or not you are able to attend.

Webjet has completed another extraordinary year. Some of the highlights include:

- Total transaction value (TTV) on continuing operations increased 54% to over \$3 billion
- Record EBITDA and profit, with revenue up 54% to \$291m, EBITDA up by 71% to \$87.4m and NPAT (before acquisition amortisation) up 63% to \$55.7m
- EBITDA margin increased 303bps to 30%
- Full year dividends of 20 cents per share, up 14% over the previous year
- Bookings CAGR continued to increase, with four year total booking CAGR of 44% and organic booking CAGR of 28%
- Webjet OTA flights bookings grew at more than three times the market
- WebBeds is the fastest growing B2B player in the world, with total bookings up 214%, organic bookings up 79% and 4 year booking CAGR of 147%

These results are representative of the strategic and operational focus of your management team and board, navigating through an intensely competitive global industry.

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

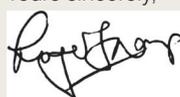
We are pleased to have appointed Toni Korsanos as an independent Non-Executive director, filling a casual vacancy during the year. At this year's AGM both Toni and I will seek re-election. Details of our backgrounds are contained in the Explanatory Statement.

Enclosed with this letter are both the Notice of Meeting and Explanatory Statement, which contain more detailed information on the business of the meeting and voting procedures. Shareholders who will not be attending the meeting can lodge their proxy vote by mail, facsimile or online as explained on page 4 of the Notice of Meeting. Your proxy vote must be received by no later than 11:00am (Melbourne time) on 19 November 2018 to be valid.

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

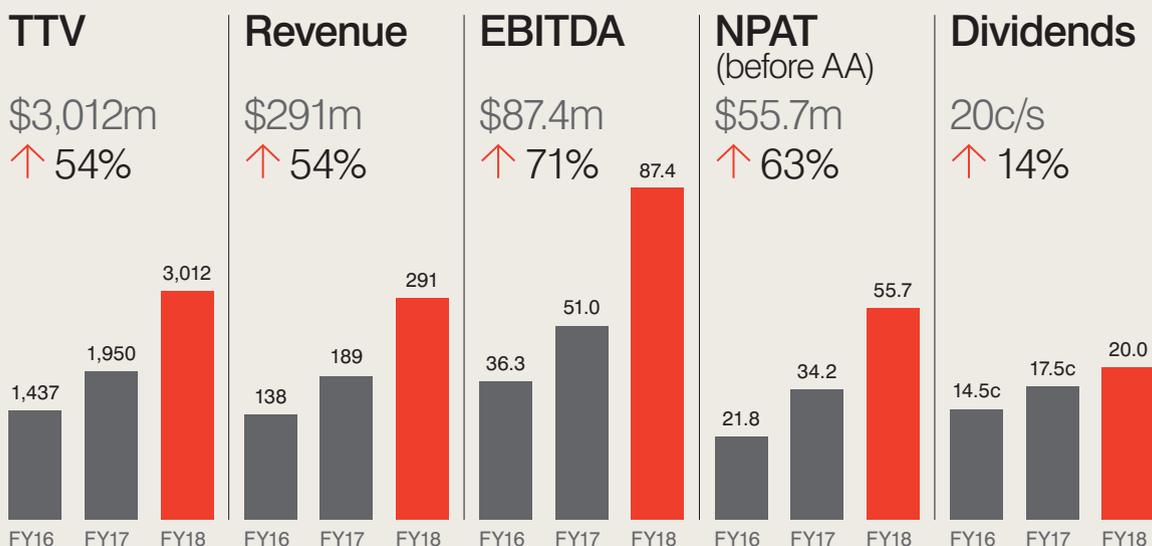
Finally, after the AGM, my fellow Directors and I invite you to join the Webjet Board and senior management team for refreshments.

Yours sincerely,



Roger Sharp
Chairman Webjet Limited

Financial highlights (for continuing operations)



Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the members (**Shareholders**) of Webjet Limited (**Company** or **Webjet**) will be held at: Webjet's Corporate Office, Level 2, 509 St Kilda Road, Melbourne, Victoria on **Wednesday, 21 November 2018** at **11:00am** (Melbourne time)

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

Ordinary business

Financial statements and reports

To receive and consider the:

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

for the Company for financial year ended 30 June 2018.

Adoption of Remuneration Report

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

Resolution 1

That the Remuneration Report (as set out in the Annual Report for the financial year ended 30 June 2018) be adopted.

Election of Directors

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

Resolution 2

That Mr. Roger Sharp, a director retiring in accordance with the Company's constitution, and being eligible, be re-elected as a director of the Company.

Resolution 3

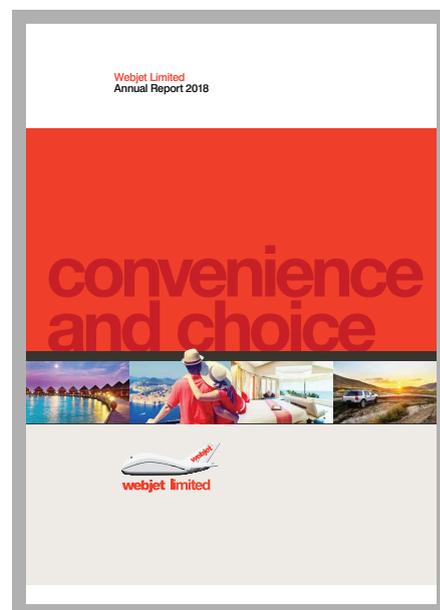
That Ms. Toni Korsanos, a director appointed pursuant to a casual vacancy during the financial year ended 30 June 2018, and being eligible, be elected as a director of the Company.

Appointment of Auditor

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

Resolution 4

That pursuant to section 327B(1)(b) of the Corporations Act and for all other purposes, Deloitte Touche Tohmatsu, having been nominated by a shareholder and having given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Annual General Meeting until it resigns or is removed from the office of auditor of the Company.



2018 Annual Report

A copy of Webjet's 2018 Annual Report (including the financial report, directors' report and auditor's report for the year ended 30 June 2018), together with the associated ASX announcement, media release and investor pack relevant to the financial performance of Webjet for the financial year ended 30 June 2018, is accessible on Webjet's investor website at the following address: www.webjetlimited.com.

As permitted by the Corporations Act, a printed copy of the 2018 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.

Notes

How to vote

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

Either:

Attend the Meeting,

Or

Complete the enclosed Proxy Form and return it by facsimile or mail or register to vote online and, in each case, the completed Proxy Form must be received, or the online registration must have occurred, by no later than 11:00am (Melbourne time) on 19 November 2018:

— By mail to:

Computershare Investor Services
Pty Limited
GPO Box 242
Melbourne VIC 3001

— By facsimile to:

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

— Online:

by visiting www.investorvote.com.au and following the instructions and information provided on the enclosed Proxy Form

— Custodian voting:

For Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions

Proxy forms and voting

- A Shareholder entitled to attend and vote at the Meeting has the right to appoint a proxy.
 - A proxy does not need to be a Shareholder of the Company.
 - A Shareholder who is entitled to cast two or more votes may appoint up to two proxies and, in the case of such an appointment, may specify the proportion or number of votes each proxy is appointed to exercise.
 - If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes which each proxy may exercise, each proxy may exercise half of the votes.
 - Proxies may be appointed using the enclosed proxy form (**Proxy Form**). Detailed instructions for appointing a proxy are provided on the back of the Proxy Form.
 - Proxy appointments (and any necessary supporting document) must be received by the Company no later than **48 hours before the commencement of the Meeting**. Proxies received after this deadline will **not** be effective for the scheduled meeting.
 - If a Proxy Form is signed on behalf of a Shareholder under a power of attorney, then either the original power of attorney, or a certified copy of it, must be lodged with the Proxy Form (before the deadline for the lodgement of proxies), unless the power of attorney has already been sighted by the Share Registry.
 - A proxy may decide whether to vote on any item of business or other resolution put before the Meeting, except where the proxy is required by law or the Company's constitution to vote or abstain from voting in their capacity as proxy. If the proxy's appointment directs the proxy how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If the proxy's appointment does not direct the proxy how to vote on an item of business or any other resolution before the Meeting, the proxy may vote as he or she thinks fit on that item or resolution.
- If a Shareholder appoints two proxies, neither is entitled to vote (as proxy for that Shareholder) on a show of hands at the Meeting. However, each can vote if a poll is taken on an item of business.
 - If the same person (such as the chair of the Meeting) is appointed as proxy for two or more Shareholders and those Shareholders have specified different ways for the proxy to vote on an item of business, then the proxy is not entitled to vote (as proxy) on a show of hands on that item.

Appointment of corporate representatives

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

Appointing the chairperson of the Meeting as your proxy

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

- By appointing the chairperson of the Meeting as your proxy in relation to Resolution 1 you expressly authorise the chairperson to exercise your vote on Resolution 1 despite Resolution 1 being connected directly or indirectly with the remuneration of members of the KMP (which, in respect of Resolution 1, includes the chairperson) unless:
 - you have directed the chairperson how to vote on the resolutions by marking the appropriate box at Step 2 of the Proxy Form; or
 - you are a member of the KMP, the details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2018, or a Closely Related Party of such a member of KMP.
- The chairperson intends to exercise all available proxies by voting in favour of all Resolutions on the agenda.
- If you do not wish the chairperson of the Meeting to exercise the proxy in accordance with the chairperson's stated voting intentions on a Resolution, you should ensure that a box other than the 'For' box is clearly marked against each of the Resolutions in the Proxy Form.

Shareholders should refer to the Explanatory Statement, which accompanies and forms part of this Notice of Meeting, for information regarding voting restrictions.

Voting by proxy holders

Under the Corporations Act:

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

Proxy vote if appointment specifies way to vote

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

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- if the proxy has two or more appointments that specify different ways to vote on a resolution – the proxy must not vote on a show of hands;
- if the proxy is the chairperson of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chairperson of the meeting – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if

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

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

Voting restrictions

In accordance with the Corporations Act, certain persons are specifically prohibited or excluded from voting on Resolution 1 (Adoption of Remuneration Report), Details of the voting prohibitions / exclusions are set out in the information provided in the Explanatory Statement for the respective Resolutions.

Determination of voting entitlements

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, only those persons registered as the holders of Shares as at 7:00pm on 19 November 2018 will be regarded as Shareholders. This means that if you are not the registered holder of a Share (or Shares) at that time and date, you will not be entitled to vote in respect of that Share (or those Shares) at the Meeting.

Questions and comments from Shareholders

In accordance with the Corporations Act, a reasonable opportunity will be given to the Shareholders – as a whole – to ask questions at the AGM about, or make comments on, the financial statements for the year ended 30 June 2018 and the management of the Company.

Similarly, a reasonable opportunity will be given to the Shareholders – as a whole – to ask the Company's external auditor, Deloitte, questions relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit written questions to the Company or to Deloitte (if the question is relevant to the content of the Auditor's Report or the conduct of its audit of the financial statements of the Company for the year ended 30 June 2018) in advance of the AGM. Questions to the Company or to Deloitte may be submitted:

- by facsimile (+61 3 9820 9258);
- by mail addressed to the
Company Secretary
Webjet Limited
Level 2, 509 St Kilda Road
Melbourne Vic 3004

and must be submitted no later than 5 business days before the AGM.

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

Questions will be collated and, during the Meeting, the chairman will seek to address as many of the more frequently raised topics as possible and, where appropriate, will give a representative of the Company's auditor, Deloitte, the opportunity to answer, or to table answers to, written questions submitted to the auditor. If written answers are tabled at the AGM, they will be made available to all Shareholders (on the Company's website) as soon as practicable after the AGM.

If there is not sufficient time available at the AGM to address all topics raised, the Company will endeavour to provide a subsequent written answer to each question submitted. The Company cannot guarantee that an individual response will be sent to each Shareholder.

Webcast

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

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.

By Order of the Board



Tony Ristevski
Company Secretary
Webjet Limited

17 October 2018

Explanatory Statement

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Meeting) is to provide Shareholders with an explanation of the business of the Annual General Meeting (AGM or Meeting) and the resolutions to be considered at the AGM to assist Shareholders to determine how they wish to vote on each resolution.

Financial Statements and Reports

The Company's financial report (including the financial statements and Directors' declaration) and the reports of the directors and auditor for the financial year ended 30 June 2018 will be tabled at the AGM (as required by section 317 of the *Corporations Act 2001* (Cth)).

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.

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 the Company and of Deloitte's representative relevant to the content of the 2018 financial statements, the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements 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 2018 financial statements (including the Auditor's Report) or the conduct of the audit of the financial statements of the Company. Written questions for the Company or Deloitte must be received by the Company by no later than 5 business days before the date of the AGM. During this item of business, Deloitte will be given the opportunity to answer, or to table written answers to, any relevant written questions directed to them and received by that date.

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

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

Approval of Remuneration Report (Resolution 1)

The Annual Report for the year ended 30 June 2018 contains the Remuneration Report which sets out the policies of the Company for and applicable to the remuneration of its officers and senior employees.

The Remuneration Report includes (among other things):

1. discussion of the Board's policy in relation to the nature and level of remuneration of the key management personnel of the Company (KMP), in respect of the financial year ended 30 June 2018;
2. discussion of the relationship between the Company's performance over the five financial years up to and including 30 June 2018; and
3. the required details of the remuneration provided to the KMP (including the executive and non-executive directors) of the Company for the financial year ended 30 June 2018.

While the Corporations Act (section 250R(2)) requires a listed company to put a resolution to its members at its annual general meeting that its remuneration report be adopted, the Corporations Act expressly provides that the vote on any such resolution is advisory only (meaning that while such vote provides guidance to the directors, it does not bind the Directors or the Company). However, the Directors recognise the vote as an indication of shareholder sentiment and will have regard to the outcome of the vote and any discussion when setting the Company's remuneration policies.

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

- if comments are made on the Remuneration Report at the AGM, the Company's remuneration report for the financial year ending 30 June 2019 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for taking no action; and
- if subsequently, at the Company's 2019 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 2019 AGM. For any Spill Meeting Resolution to be approved, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Meeting Resolution is passed, all of the Directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The Remuneration Report forms part of the Directors' Report for the year ended 30 June 2018 and is made in accordance with a unanimous resolution of the Directors. While noting that each Director has a personal interest in his remuneration, as described in the Remuneration Report, the Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

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

Voting Exclusion Statement

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast (in any capacity) in respect of Resolution 1 by or on behalf of:

- (a) a member of the KMP, the details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2018; and
- (b) a Closely Related Party of such a member of the KMP.

However, the Company will not disregard a vote cast in respect of Resolution 1 by a member of the KMP or a Closely Related Party of such a member of the KMP if it is cast as a proxy and:

- it is not cast on behalf of a member of the KMP or a Closely Related Party of a member of the KMP;

and either:

- the proxy is appointed in writing and specifies how the proxy is to vote on Resolution 1; or
- the proxy is the chairperson of the Meeting and the appointment of the chairperson as the proxy does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the chairperson to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

If you are a member of the KMP or a Closely Related Party of a member of the KMP (or are acting on behalf of any such person) and purport to cast a vote on Resolution 1, that vote will be disregarded by the Company (as indicated above). You may also be liable for breach of the voting restrictions in the Corporations Act if you cast a vote that the Company will disregard.

Please read the information under the heading 'Appointing the chairperson as your proxy' which (among other things) deals with the chairperson's voting of proxies on Resolution 1.

What is the Board's recommendation?

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

Election of Directors (Resolutions 2 and 3)

Clause 58.1 of the Company's constitution requires that, at each annual general meeting, one-third of the Directors must retire from office, or if their number is not a multiple of three, then the number nearest to but not exceeding one-third of the Directors must retire from office. The Managing Director (Mr. John Guscic) is exempt under clause 75.8 of the Company's constitution from the requirement to retire by rotation.

The retirement of Directors by rotation is also subject to the requirement, in clause 58.4 of the Company's constitution, that a Director must retire from office at the conclusion of the third annual general meeting after the Director was last elected. Clause 58.5 of the Company's constitution provides that a retiring Director remains in office until the end of the meeting and will be eligible for re-election at the meeting.

As Mr Roger Sharp was last re-elected in 2016, he will retire at the AGM. Mr Sharp is eligible for re-election and is seeking re-election as Director at the AGM.

Clause 57 of the Company's constitution allows the Directors to appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors. A Director appointed under this clause will hold office only until the next annual general meeting of the Company, at which the Director may then be elected. A Director retiring in accordance with clause 57 is not to be considered in determining the number of Directors who must retire by rotation.

Ms. Toni Korsanos was appointed as a non-executive Director to fill a casual vacancy on the Board on 1 June 2018 and, therefore, she must retire as a Director at the conclusion of the AGM. Ms Korsanos is eligible for election and is seeking election as a Director at the AGM.

Biographical details of each of the Directors seeking re-election or election are set out below.

Resolution 2

Mr Roger Sharp, BA LLB
(University of Auckland)
Independent Non-Executive Director and Chairman, Member of the Risk Committee
Appointed 1 January 2013

Roger has more than 30 years' experience investing in, financing and running growth companies in international markets. He brings to the board deep global experience in technology, strategy, corporate finance and mergers and acquisitions. Roger was formerly CEO of ABN AMRO Asia Pacific Securities and Global Head of Technology for ABN AMRO Bank. He subsequently founded North Ridge Partners, a technology merchant bank. Roger currently also chairs Geo Limited (NZX: GEO). Previous ASX director roles included Chairman of travel.com.au Limited (ASX: TVL) and Chairman of Asia Pacific Digital Limited (ASX: DIG).

Resolution 3

Ms. Toni Korsanos, BEc, CA
Non-Executive Director, Chairman of Audit Committee
Appointed 1 June 2018

Toni has over 20 years' experience in financial and general management. Most recently Toni was the Chief Financial Officer and Company Secretary of Aristocrat Leisure Limited. Toni brings to the Board extensive experience in technology, finance, strategy, mergers and acquisitions, risk management and financial and regulatory compliance. Toni is also a Member of Chief Executive Women and a Non-Executive Director of Crown Resorts Limited, Ardent Leisure Limited and Ardent Leisure Management Limited.

What is the Board's recommendation?

The Board unanimously recommends that the Shareholders vote in favour of Resolutions 2 and 3.

Appointment of Auditor (Resolution 4)

On 1 December 2017, in accordance with section 327C of the Corporations Act, the Company appointed Deloitte Touche Tohmatsu (Deloitte) as auditor of the Company following ASIC's consent to the resignation of the previous auditor of the Company, BDO Audit (SA) Pty Ltd, in accordance with section 329(5) of the Corporations Act.

Following the above appointment, and in accordance with section 327C(2) of the Corporations Act, Deloitte holds office as auditor of the Company until the Company's next annual general meeting, being the Meeting the subject of this Notice of Meeting.

In accordance with section 327B(1)(b), the Company now seeks Shareholder approval for the ongoing appointment of Deloitte as auditor of the Company and its controlled entities.

In accordance with section 328B of the Corporations Act, notice in writing nominating Deloitte as auditor has been given to the Company by a Shareholder. A copy of the notice is included in this Notice of Meeting.

The appointment of Deloitte will be by vote of Shareholders as an ordinary resolution.

Deloitte has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

What is the Board's recommendation?

The Board unanimously recommends that the Shareholders vote in favour of Resolution 4.

Queries

If you have any queries about the Meeting, the 2018 financial statements to be put to the Meeting or the Resolutions being considered at the Meeting, please contact the Company Secretary by telephone on +61 3 9828 9592.



Tony Ristevski
Company Secretary
Webjet Limited

17 October 2018

Glossary

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.

Annual General Meeting or **AGM** or **Meeting** means the annual general meeting of the Company to be held at the Corporate Office of Webjet Limited – Level 2, 509 St Kilda Road, Melbourne, Victoria at 11:00am on 21 November 2018.

Annual Report means the annual report of Webjet for the financial year ended 30 June 2018.

Auditor's Report means the auditor's report for the financial year ended 30 June 2018, as set out in the Annual Report.

ASX means ASX Limited ACN 008 624 691 or, as the context requires, the financial market operated by it.

ASX Listing Rules means the official listing rules of ASX.

Board means the board of directors of the Company.

Closely Related Party means, in relation to a member of KMP, any of the following:

- a spouse, child or dependant of the member;
- a child or dependant of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company;
- a company the member controls; or
- a person prescribed by regulations (as at the date of this notice, no additional persons have been prescribed by regulation).

Company or **Webjet** means Webjet Limited ABN 68 002 013 612.

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

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

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

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

Financial Report means the financial report of the Company for the financial year ended 30 June 2018, as set out in the Annual Report.

KMP means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of key management personnel include the Directors (both executive and non-executive) and certain senior executives of the Company.

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

Remuneration Report means remuneration report for the financial year ended 30 June 2018, as set out in the Annual Report.

Resolution means a resolution set out in the Notice of Meeting.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of at least one Share.

Share Registry means Computershare Investor Services Pty Ltd.

Webjet Limited (ASX: WEB)
ABN 68 002 013 612

Nomination of auditor

To: The Company Secretary
Webjet Limited
Level 2
509 St Kilda Road
Melbourne VIC 3004

I am a member of Webjet Limited. I nominate Deloitte Touche Tohmatsu to be the auditors of Webjet Limited.

Date: 1st October 2018

Signed by David Galt in the presence of



Signature of witness



David Galt

MICHAEL GULLIVER

Name of witness (print)



webjet limited



Online Consumer Travel Brands



WebBeds Brands

WebBeds

www.webjetlimited.com