



**Webjet Limited**

# Corporate Governance Statement

[www.webjetlimited.com](http://www.webjetlimited.com)

## Introduction

The Board of Directors (Board) of Webjet Limited is responsible for corporate governance of the Company and its controlled entities. Webjet Limited is committed to ensuring high standards of corporate governance and its governance practices have demonstrably supported the business and its growth by facilitating effective board and management decision making, providing clear lines of responsibility and accountability and a commitment to transparent communications with shareholders and other stakeholders.

This Corporate Governance Statement explains the corporate governance framework and practices adopted by Webjet Limited. In developing this framework, the Board has had regard to the corporate governance standards published in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 3rd Edition (ASX Principles) and to the governance standards and risk management practices adopted generally by companies of a similar size to Webjet Limited. Webjet Limited is reviewing and considering the revised and new recommendations included in the recently released 4th Edition of the ASX Principles and will adopt and implement these, where appropriate, as soon as practicable.

All Webjet Limited's Corporate Governance documents and policies and its Corporate Social Responsibility Statement are accessible in the Corporate Governance section on Webjet Limited's investor website;

[www.webjetlimited.com/corporate-governance/](http://www.webjetlimited.com/corporate-governance/)

This Corporate Governance Statement is current as at 22 August 2019 and has been approved by the Board on this date.

## Principle 1

# Lay solid foundations for management and oversight

### Role of the Board and management

The Board governs with regard to the interests of our shareholders (as a whole), our business and financial partners, our employees, our customers and our community.

The Board, through its Chairman and Managing Director, aims for and seeks to instil within the Company a culture of excellence, quality, customer care and service, respect, integrity and trust. It has over many years implemented and managed extensive internal and external quality reviews designed to further these objectives.

The Board Charter sets out the Board's role and responsibilities and describes those matters expressly reserved for the Board and those matters delegated to management (principally the Managing Director). The Board has specifically reserved certain matters for its decision. These include:

- oversight of the operation of Webjet Limited including establishing, reviewing and changing corporate strategies, budgets and business plans;
- reviewing, ratifying and overseeing systems of risk management and internal control and ethical and legal compliance including matters of health, safety, environment and community;
- capital management and decisions regarding major capital expenditure, acquisitions and divestitures;
- developing and reviewing the application of corporate governance principles and policies including approval of the Company's diversity policy and measurable objectives for achieving broad diversity across Webjet Limited;
- approving material documents such as the Annual Report and financial statements;
- appointing and conducting performance appraisals of the Managing Director and overseeing succession planning for the Managing Director and Board; and
- reviewing and approving material contractual arrangements, remuneration and benefits in relation to the Managing Director and general oversight of the contractual arrangements, remuneration and benefits in relation to the other Senior Executives.

The Managing Director has responsibility for the day-to-day management of the Group and is supported in this function by the Company's senior executive team, which is appointed and functions by reference to geographic, business unit and functional requirements. However, the ultimate responsibility for governance and strategy rests with the Board. It delegates authority for all other matters that are necessary for the management of the Company's business to management (through the Managing Director) within authority limits approved from time to time.

### Director appointment, Director election and re-election

The responsibility for the selection of potential Directors lies with the Board. Following discussion and agreement at Board level on the preferred characteristics of the candidates for appointment, the Board delegates responsibility to the Remuneration and Nomination Committee for the selection, and recommendation to the Board, of the preferred candidate. Importantly, no resolution for the appointment of any candidate to the Board will be put before the Board for approval without extensive and appropriate background and reference checks taking place.

Similarly, before a Director's election or re-election at an Annual General Meeting (AGM), the performance of the relevant Director will be evaluated and all information relevant to the election or re-election will be provided to the shareholders.

Under Webjet Limited's Constitution, with the exception of the Managing Director, Directors may not hold office without re-election beyond the third AGM following their election or most recent re-election.

Any Director appointed to fill a casual vacancy since the previous AGM must submit themselves to shareholders for election at the next AGM.

### Written agreements with Directors and Senior Executives

The Board has a letter of appointment that contains the terms on which Non-Executive Directors will be appointed, including the basis on which they will be appointed, paid, insured and indemnified. The letter of appointment clearly defines the role of Directors, including the expectations in terms of participation, time commitment and conflicts. The letter of appointment also makes it clear that Directors are required to disclose circumstances that may affect, or may be perceived to affect, their ability to exercise independent judgement so that the Board can assess independence on a regular basis.

On appointment, all new Non-Executive Directors are briefed fully on the business and strategic plans of Webjet Limited and, on an on-going basis, are required to commit the time necessary to develop and maintain the skills and knowledge needed to perform their role effectively. All Directors are expected to constructively challenge; set the values and standards for Webjet Limited; monitor the performance of management and Webjet Limited itself; satisfy themselves as to the adequacy and integrity of Webjet Limited's financial statements and satisfy themselves that the systems for the identification and management of risks are robust and appropriate. Senior Executives enter into an employment contract with Webjet Limited which sets out the terms of their employment, the circumstances in which their service may be terminated and any entitlements on termination.

## Role of Company Secretary

The Company Secretary at Webjet Limited is responsible for supporting the Board and its Committees in matters to do with the effective functioning and governance of the Company and compliance by the Company with its financial reporting and disclosure obligations to Australian Stock Exchange (ASX), Australian Securities & Investments Commission (ASIC) and other regulatory bodies.

## Board and Director performance evaluation

The Webjet Limited Board is committed to transparency in determining Board membership and in assessing the performance of the Board, Board Committees and individual Directors.

The Board conducts annual evaluations of its performance, the performance of its Committees, the Chairman, individual Directors and the governance processes that support the Board's work. The Board evaluation process comprises both assessment and review. This includes analysis of how the Board and its Directors are functioning, the time spent by the Board considering matters and whether the terms of reference of the Board Committees have been met, as well as compliance with the Board Charter.

The evaluation considers the balance of skills, experience, independence and knowledge of the Company and the Board, its overall diversity, including gender, and how the Board works together as a unit.

## Senior Executive performance evaluation

Arrangements are in place to monitor and assess the performance of the Managing Director and Senior Executives each financial year. These include:

- A review of the Company's financial and operating performance against targets; and
- Performance appraisals incorporating key performance indicators with each individual.

The Board conducts the performance evaluation of the Managing Director and the Managing Director conducts the performance evaluations of the Senior Executives.

## Diversity and inclusion at Webjet Limited

Webjet Limited's Diversity Policy is approved by the Board and responsibility for its oversight rests with the Board. Further details of the Company's approach to Diversity and Inclusion are set out in the Company's Corporate Social Responsibility (CSR) Statement.

The Board is committed to ensuring diversity is actively pursued and implemented in terms of Board composition. Diversity is a core consideration in ensuring that the Board and its Committees have the right balance of skills, experience, independence and Group knowledge necessary to discharge their responsibilities.

Board believes that many facets of diversity are required in order to meet the corporate purpose. In that context, diversity is not restricted to gender. It includes geographic location, nationality, skills, background, knowledge, experience and outlook.

The right blend of perspectives is critical to ensuring the Board oversees Webjet Limited effectively for the benefit of its shareholders. In addition, and supporting the achievement of diversity across the Group, the Board also believes in the importance of creating an inclusive work environment.

Our values, along with the Diversity Policy, guide our approach to diversity and inclusion. Webjet Limited relies on having a team comprised of the best people, each bringing different skills, perspectives and experiences to work each day, and an inclusive work environment where these differences are valued.

The vision for diversity in Webjet Limited reflects the broadest definition of difference, where we attract, retain and develop people who differ by gender, ethnicity, disability, age, thought, education, experience, family responsibilities and sexuality. Webjet Limited is a global on-line travel business. As a result, it already has a diverse workforce, not only in terms of gender (refer below) and its geographic locations, but also in terms of nationalities, locations, ethnicity, age, education, skills, knowledge and experience. This applies broadly across the Company, at both management and the more junior employee levels.

It is also important to Webjet Limited that its workforce reflects the communities in the countries in which it operates. Webjet Limited also actively promotes gender equality (in respect of employment terms and payment) across its workforce.

Despite its existing diverse nature, subject to the overriding objective of always recruiting and retaining the best people, the Webjet Limited Board is determined to further improve the representation of employees from diverse ethnic backgrounds in its workforce and to progress towards balanced gender representation at Board and senior management levels. The Board's measurable objectives for diversity and inclusion reflect these goals and the Board will monitor progress towards achieving these objectives on an annual basis.

The Board's primary diversity aims are:

- (i) To continue to increase the diversity profile (including the percentage of women) at both Board and senior
- (ii) To ensure equal access (based primarily on merit and regardless of gender and ethnicity) to employment opportunities at work.

During the year, gender diversity was as follows:

- 33% of Board directors are women – compared to 29% in FY18;
- 30% of senior management are women – the same as in FY18;
- 53% of all Webjet Limited employees are women – compared to 55% in FY18 (with the decrease largely due to the addition of 800 employees through the acquisition during the year of the Destinations of the World business).

## Principle 2

# Structure the Board to be effective and add value

### Board Nomination Committee

The Webjet Limited Remuneration and Nomination Committee (RNC) operates as the Nomination Committee. The Committee comprises three Non-Executive Directors, all of whom are independent (including the Committee Chairman). Its Charter outlines the Committee's role in assisting the Board with decisions regarding the composition and structure of the Board. It does this by reviewing and making recommendations to the Board in relation to:

- The appointment and re-election of Directors
- The induction and continuing professional development of Directors
- Board and senior management succession planning
- The recruitment process for a new Director
- Board, Committee and Director performance evaluation
- Management attend Committee meetings by invitation.

### Structure and composition of the Board

Webjet Limited is committed to ensuring that the composition of the Board includes Directors who bring an appropriate mix of skills, experience, expertise and diversity to Board decision making.

The Board has collective business expertise in the areas of travel, digital and on-line businesses, consumer businesses, finance, law, accounting, sales and marketing, operational and project management. Members of the Board also have experience in countries in which Webjet Limited has business assets and activities namely Australia, New Zealand, Asia, the Middle East, Europe and the Americas.

### Director skills, experience and attributes

The Board considers that a diversity of skills, backgrounds, knowledge, geographic location and gender are important in order to effectively govern the Company and its business. The Board has worked, and will continue to work, to ensure the Board has the right balance of skills, experience, independence and business knowledge necessary to discharge its responsibilities in accordance with the appropriate standards of governance.

To govern Webjet Limited effectively, the Non-Executive Directors must have a clear understanding of the Company's overall strategy, together with knowledge about the business and the environment in which it operates. Non-Executive Directors must be sufficiently familiar with Webjet Limited's core businesses to be effective contributors to the development of strategy and to monitoring performance. They must be familiar with, and understand, the risks that Webjet Limited faces and the processes in place to mitigate and manage those risks.

All Directors are expected to use their range of relevant skills, knowledge and experience and to apply their judgement to all matters discussed at Board meetings.

In addition to formal Board meetings (and Committee meetings) which are held throughout the year, the Directors are in continuous communication on all material and strategic matters. These communications, which are generally conducted by telephone and email, occur frequently and provide for a transparent flow of strategic and operational information and data between the Directors. This level of communication requires significant time commitment and involvement on the part of all Directors (especially the Chairman) and is one of the key elements of Webjet Limited's success.

The Webjet Limited Board operates on a consensus basis. As such, in performing their role as Non-Executive Directors, each Director must commit to the collective decision-making processes of the Board. They must be willing to debate issues openly and constructively and be free to question or challenge the opinions of others. They must be clear communicators and, equally, good listeners who contribute to the Board in a collegial manner. Each Director must ensure that no decision or action is taken that places his or her interests in front of the interests of Webjet Limited.

The Board considers that its Directors and senior management have the combined skills and experience to discharge their respective individual and combined responsibilities in a publicly listed, global on-line travel company.

In the case of the Managing Director, he also brings additional perspectives to the Board through a deeper understanding of Webjet Limited's business and operations.

The following table sets out the mix of skills and experience that the Board considers necessary or desirable in its Directors. The Board reviews the skills matrix on a regular basis to ensure it covers the skills needed to address existing and emerging business and governance issues relevant to Webjet Limited.

## Director skills/experience matrix

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### Executive Leadership

- Sustainable success in business at a senior level in a successful career
- 6 Directors

### Global experience

- Senior management or equivalent experience in global businesses, exposed to a range of political, cultural, regulatory and business environments
- 5 Directors

### Strategy/risk

- Developing and implementing a successful strategy (including appropriately probing and challenging management on the delivery of agreed strategic planning objectives) over the long-term
  - 5 Directors
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### Corporate governance and compliance

- Commitment to high standards of governance, business ethics and regulatory compliance
- 6 Directors

### Financial acumen

- Senior management or equivalent experience in financial accounting and reporting, corporate finance and internal financial controls, including ability to probe the adequacies of financial and risk controls
- 4 Directors

### Commercial capability

- Broad range of commercial skills and experience, including strategy and development, acquisitions and divestments, negotiation, planning and execution phases.
  - 6 Directors
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### Marketing and communications

- Senior management or equivalent experience in experience in marketing and a detailed understanding of the steps required to create long term shareholder value through delivery of on-line consumer transactions and customer service
- 5 Directors

### Regulatory affairs

- Experience in regulatory policy, retail and wholesale transactional business laws and policies
  - 2 Directors
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In addition to the skills and experience set out in the skills matrix, the Board considers that each Director has the following attributes:

- honesty and integrity;
- the ability to think strategically;
- an ability to consider materiality and risk tolerance as key considerations in decision making;
- the time available to devote to Webjet Limited's business;
- a willingness to question, challenge and critique;
- a willingness to understand and commit to the highest standards of governance;
- an understanding of the key drivers of the Webjet Limited businesses; and
- a proven track record of creating value for shareholders.

The Webjet Limited Board represents a range of backgrounds. Future Director appointments provide an opportunity to appoint additional international and/or female Directors to the Board, depending on the availability of candidates from time to time and the Board's assessment of the geographic, skills, experience and diversity needs of the Company.

## Board Renewal

The Board has actively and effectively planned for its succession. The Board believes that orderly succession and renewal are only achieved as a result of review and careful planning over a period of time. In doing this, the Board:

- determines the skills, backgrounds, knowledge, experience, geographic location, nationality and diversity it believes necessary if it is to meet the corporate purpose;
- assesses the skills, backgrounds, knowledge, experience and diversity currently represented on the Board;
- identifies any deficiency in representation of the desired skills and attributes and agrees a process for selection of one or more candidates who brings those skills to the Board; and
- reviews both individual and Board performance and how performance might be enhanced both at an individual Director level and for the Board as a whole.

## Board and Director independence

The Board Charter requires that a majority of Directors (including the Chairman) be independent.

The independence of a Director is assessed according to Webjet Limited's Policy on Independence of Directors. The assessment is carried out on appointment and, thereafter, annually or sooner if a Director's circumstances change in a manner that warrants re-assessment.

The prime test of independence used by the Board to determine a Director's independence is whether the Director is 'independent of management and of any business interest, position, association or other relationship that could materially influence (or be reasonably perceived to materially influence) the exercise of objective, unfettered or independent judgement by the Director or the Director's ability to act in the best interests of Webjet Limited or its shareholders generally'.

When making assessments of independence, the Board takes into account all relevant facts and circumstances. For the purpose of testing materiality, the Board uses a benchmark of 1% - i.e. a supplier to, or customer of, Webjet Limited will be material if transactions with parties associated with that person account for more than 1% of Webjet Limited expenditure or more than 1% of such parties' consolidated gross revenue.

Where a Director is considered by the Board to be independent but is affected by circumstances that appear relevant to the Board's (or other person's) assessment of independence, the Board has undertaken to explain the reasons why it reached its conclusion. In applying the independence test, the Board considers relationships with management, major shareholders, subsidiary and associated companies and other parties with whom Webjet Limited transacts business against pre-determined materiality thresholds, all of which are set out in the policy.

Don Clarke was a Partner of the law firm, Minter Ellison, until 30 June 2015. Since that date, he has been (and continues to be) a consultant to that firm. Consistent with the policies of Minter Ellison, Don Clarke has not, since his appointment as a Director in 2008, been involved in the provision of legal advice by that firm to Webjet Limited. In addition, neither his remuneration as a partner nor as a consultant of that firm has been or will in the future be dependent in any way on the professional fees paid by Webjet Limited to Minter Ellison. Further the amount charged for the services provided by Minter Ellison has not been material (within the context of the materiality benchmarks set by the Board) to either Webjet Limited or Minter Ellison. For those reasons, despite the fact that Don Clarke has been a partner of a professional services provider within the last four years, the Board regards him as independent and able to act in the best interests of Webjet Limited. In this context, the Board also notes that in the current year Minter Ellison is not the only law firm to provide legal services to Webjet Limited and that, commensurate with the expanded nature and scope of its businesses, Webjet Limited has moved to a legal panel arrangement for the provision of legal services.

The Board has reviewed the independence of each of the other current Directors and determined that all of the other Non-Executive Directors are independent. The Board also notes that there have been no commercial or financial transactions with any Director or a related party during FY2019. John Guscic is not considered independent as he is the Managing Director and a member of Webjet Limited's management.

## Independent Chairman

The principal role of the Chairman is to provide leadership to the Board, to ensure the Board works effectively and discharges its responsibilities, and to encourage a culture of openness, debate, performance and collegiality. The Board's policy is that the Chairman ought not be the same person as the Managing Director to ensure there is effective Board oversight of management's activities.

The Chairman:

- represents the Board to the shareholders and communicates the Board's position on issues;
- serves as the primary link between the Board and management; and
- sets the agenda for Board meetings (in consultation with the Managing Director and the other Directors) and is responsible for ensuring that all Directors are adequately briefed in relation to issues addressed at Board meetings.

## Senior Independent Director

The senior independent Director role is to act as a sounding board for the Chairman, serve as an intermediary for the other Directors (if necessary); and be available to shareholders if they have concerns which contact through the normal channels of Chairman or the Managing Director has failed to resolve or for which such contact may be inappropriate.

## Director induction and ongoing professional development

The induction of new Directors is the role of the Remuneration and Nomination Committee and includes ensuring that an effective induction training and orientation program tailored to their existing skills, knowledge and experience is in place. Directors are encouraged to engage in professional development activities and to develop and maintain the skills and knowledge needed to perform their duties as a Director effectively.

## Principle 3

# Instil a culture of acting lawfully, ethically and responsibly

## Promoting responsible, lawful and ethical behaviour

Webjet Limited is committed to maintaining ethical standards in the conduct of its business activities and strongly believes that its reputation as an ethical business organisation is important in its ongoing success. Webjet Limited has established various policies and procedures that set out its values and expectations as to how the Company and its employees will work and behave towards each other

## Code of Conduct

Webjet Limited has a Group Code of Conduct for all employees, as well as a Code of Conduct for Directors and Senior Executives.

Webjet Limited's Code of Conduct is required to be signed by all employees prior to commencing work. Webjet Limited 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 Limited employees 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. The Company has adopted policies which commit it to meeting its responsibilities in areas where ethical or legal issues arise. The Company is also focused on ensuring a safe place of work for its employees. No safety incidents were reported in FY19.

In addition, the Code of Conduct for Directors and Senior Executives represents a commitment by all Directors and senior management to uphold ethical business practices and meet or exceed applicable legal requirements. It sets the standard for behaviour and provides guidance which in turn assists in building trusting relationships with suppliers, business partners, customers and shareholders.

Webjet Limited has independent external systems in place for employees and contractors to be able to anonymously report concerns regarding the behaviour of employees, or those representing Webjet Limited, in a way that protects their identity.

Failure to comply with the Code of Conduct is viewed as a serious matter, which may lead to disciplinary action, including dismissal and/or legal action. All instances of alleged breach of conduct during the year were thoroughly investigated and appropriately actioned.

## Whistleblower Policy

Webjet Limited encourages all employees to report any allegations of misconduct by any employee and/or failures by Webjet Limited to honour its obligations, both legal and ethical, or to comply with its values. Employees are able to use a separate third-party website to ensure confidentiality of reporting. During FY19, no allegations of misconduct were reported. Details of the Company's policy are set out in the Webjet Limited Whistleblower Policy, as well as the Corporate Social Responsibility (CSR) Statement.

## Anti-bribery and Corruption Policy

Information regarding Webjet's commitment to conducting its business fairly, honestly and efficiently is set out in the Webjet Limited Corporate Social Responsibility (CSR) Statement. Key policies on business conduct are also set out in Webjet Limited's Code of Conduct.

## Corporate Social Responsibility

The Webjet Limited Corporate Social Responsibility (CSR) Statement sets out the structures and procedures in place to underpin its corporate social responsibilities and sustainability initiatives. At the core of Webjet Limited's CSR program are three fundamental areas of focus:

- Diversity and Inclusion
- Operating Responsibly
- Environment and Sustainability

Diversity and Inclusion is covered in commentary on Principle 1 of this Corporate Governance Statement.

Operating responsibly is a key priority for Webjet Limited. The Company champions a workplace culture and approach to business that reflects its values and key beliefs. The CSR Statement covers Webjet Limited's values and principles in relation to a wide range of areas including:

- Corporate culture
- Human rights
- Harassment and discrimination
- Training and development
- Workplace flexibility
- Remuneration
- Business ethics and transparency
- Anti-bribery/anti-corruption
- Political engagement
- Anti-money laundering, counter terrorism financial and sanctions laws
- Consumer and competition law
- Tax
- Whistle blowing
- Information security and privacy
- Stakeholder engagement

**Operating in an environmentally sustainable manner** is also a priority for Webjet Limited. While as an on-line business the Company's direct impact on the environment is minimal, Webjet Limited approaches its responsibility in two ways: (a) minimising its own environmental impact; and (b) promoting environmentally responsible and sustainable travel to its customers where relevant.

The various structures and procedures in place to underpin the Company's CSR responsibilities are set out in the Company's CSR Statement.

## Principle 4

# Safeguard the integrity of corporate reports

### Role of the Audit Committee

The Audit Committee assists the Board in overseeing:

- the integrity of Webjet Limited's financial statements and financial reporting;
- the appointment, remuneration, qualifications, independence and performance of the External Auditor and the integrity of the audit process as a whole;
- reviewing and monitoring the provision of additional services (if any) by the External Auditor;
- the effectiveness of the systems of internal financial control and risk management;
- plans, performance, objectivity and leadership of the internal financial control and audit functions and the integrity of the audit process as a whole;
- systems for compliance with applicable legal and regulatory requirements within the Committee's area of responsibility;
- capital management (funding, liquidity, balance sheet management, dividends); and
- other matters requiring the approval of the Committee under its Charter or as referred by the Board from time to time.

In addition to its regular business, the Audit Committee discusses matters including compliance, adequacy of the internal accounting and finance resources and taxation. It also assists the Board in assuring the integrity of the Group's financial statements, by making recommendations to the Board about the appropriateness of accounting policies and practices, areas of judgement, compliance with Accounting Standards, stock exchange and legal requirements and the results of the external audit.

The Audit Committee reviews the half-yearly and annual financial statements and makes recommendations on specific actions (including formal adoption of the financial statements and reports) or decisions the Board should consider in order to maintain the integrity of the financial statements.

The Audit Committee also continues to monitor regulatory developments in relation to the audit regime and the role of audit committees and will continue to review and assess how changes in such matters are likely to impact Webjet Limited in the future.

Under the Audit Committee Charter, the Committee must consist of at least three members. Its members must be Non-Executive Directors (a majority of whom must be independent) and have an independent Chairman (who is not the Chairman of the Board). The Committee members must between them have financial and accounting expertise and a sufficient understanding of the industry in which Webjet Limited operates to be able to discharge the Committee's mandate effectively.

The Managing Director and his nominees, principally the Chief Financial Officer (CFO), support the work of the Committee and are regularly invited to attend and present at Committee meetings.

The Committee also meets with the External Auditor, both with and without members of management being present, on a regular basis and whenever deemed appropriate by the Committee Chairman.

### Integrity of financial reporting - Managing Director (MD) and Chief Financial Officer (CFO) certification

The MD and CFO respectively provide assurance to the Board that:

- Webjet Limited's financial reports for each half year and full year present a true and fair view of the financial position and performance of the Company and are in accordance with accounting standards
- Their opinion is based on a sound system of risk management and internal compliance and control
- The Company's risk management and internal compliance and control system is operating effectively

### Process to verify integrity of other corporate reports that are not audited or reviewed by external auditor

All company reports and presentations released to the market are reviewed and verified by senior management, and approved by the Board especially as they relate to periodic results announcements.

The Company is committed to complying with the continuous disclosure obligations contained in the ASX Listing Rules and the Corporations Act. Details regarding the company's procedures for assessing and disclosing material information are set out in the Webjet Limited Market Disclosure and Communications Policy.

## Principle 5

# Make timely and balanced disclosure

### Market disclosure and communications with shareholders

Webjet Limited places material importance on effective communication with its shareholders, prospective shareholders and market participants and is committed to promoting high standards of disclosure to ensure that trading in Webjet Limited's shares occurs in an efficient and well-informed market.

Webjet Limited has disclosure obligations under Australian law and regulations (i.e. Corporations Act and ASX Listing Rules).

To safeguard the effective dissemination of information and to ensure that Directors and employees are aware of their obligations, Webjet Limited has adopted a Market Disclosure and Communications Policy that outlines:

- the procedures adopted by the Company for meeting its disclosure requirements;
- the roles and responsibilities of the Board, Chairman, Managing Director and Company Secretary in ensuring Webjet Limited complies with its disclosure obligations; and
- the standards Webjet Limited adopts for ensuring effective communication with shareholders and market participants.

All employees play an important role in enabling Webjet Limited to comply with these obligations and all steps in the disclosure process are aimed at ensuring that information that may need to be disclosed is reported in a timely manner.

All material ASX announcements are cleared with Directors before release. Copies of all market announcements are made available to them promptly after release.

Copies of all new and substantive investor or analyst presentations are released to the ASX Market Announcements Platform ahead of the presentation.

## Principle 6

# Respect the rights of securityholders

### Information about Webjet Limited and its governance for securityholders

Webjet Limited places considerable importance on effective engagement and communication with shareholders. It recognises the value of providing current and relevant information to shareholders. Webjet Limited's corporate website [www.webjetlimited.com.au](http://www.webjetlimited.com.au) includes a corporate governance tab, where all relevant corporate governance policies and information can be accessed. Copies of Webjet Limited's annual reports and financial statements, ASX announcements, media releases and investor presentations are also available on the corporate website along with an overview of Webjet Limited's businesses, brands, Board and management and corporate information.

### Investor Relations

Webjet Limited is committed to effective two-way communication with shareholders and other financial market participants through our investor relations, electronic communications and engagement programs.

The Company's investor relations program aims to allow investors and other financial market participants to gain a greater understanding of our business, governance, financial performance and prospects. It provides a forum for investors and other financial market participants to express their views to us on matters of concern and interest to them.

The investor relations team assesses and evaluates shareholder feedback, received through calls to them, question and answer sessions at the AGM and questions raised at investment briefings.

Engagement between our Directors, shareholders and other financial market participants is an important part of our communication process. It assists in building awareness, alignment and better long-term relationships. While acknowledging and valuing continuous disclosure obligations, it is important for Directors and the Board to understand different perspectives of the various stakeholders and be prepared to respond to feedback.

Webjet Limited is committed to a program of engagement with shareholders and other financial market participants which involves meetings that encourage constructive dialogue with the Company on the business, financial results, strategy and, as appropriate, governance and remuneration matters.

Feedback from these communication programs is reported to the respective Committees and to the Board. This ensures that all Directors have an understanding of shareholder perspectives on important matters.

### Shareholder engagement and participation at meetings of securityholders

The Annual General Meeting (AGM) is an important occasion for updating shareholders on the Company's performance. Webjet Limited encourages all shareholders to attend and participate in the AGM to ensure a high level of accountability and understanding of the Company's strategy and goals. The AGM offers an opportunity for shareholders to ask questions of and to hear from the Board. Shareholders may also submit written questions to the Company in advance of the AGM. This allows the Board to listen to and respond to feedback. If practicable, all Directors and members of the senior management team attend the AGM. The External Auditor is also ordinarily available to answer questions relevant to the audit. Shareholders unable to attend the AGM in person are able to listen to the AGM via webcast on Webjet Limited's investor website. The webcast is a 'listen only mode' webcast with no ability for shareholders to ask questions or participate in the meeting.

### Voting on resolutions at meetings of securityholders

Voting rights are seen as an important tool for shareholders to cast their views on significant matters affecting Webjet Limited's business. All substantive resolutions at a meeting of shareholders are decided by conducting a poll rather than by a show of hands.

### Electronic Communications with Share Registry

Shareholders can elect to receive electronic communications from and send communications to Webjet Limited's share registry by visiting

[www.computershare.com.au/easyupdate/WEB](http://www.computershare.com.au/easyupdate/WEB).

## Principle 7

# Recognise and manage risk

### Role of the Risk Committee

The purpose of the Risk Committee is to provide an oversight across the Group for all categories of risk. The Risk Committee currently comprises three independent Non-Executive Directors.

The Risk Committee assists the Board in overseeing:

- the appropriateness of Webjet Limited's strategic direction in light of the economic, social, political, cyber, legal and regulatory environments in which the Group operates;
- the identification of material business risks and priorities (in terms of relative risk levels) and allocating resources effectively and efficiently;
- procedures for identifying business and operational risks (including cyber-security risks) and controlling their financial impact on Webjet Limited and the operational effectiveness of policies and procedures relating to risk and control;
- the operating effectiveness of the systems of internal financial control and risk management;
- the adequacy of internal controls and allocation of responsibilities for monitoring internal business, IT and financial systems and controls;
- the arrangements for protecting intellectual property, confidential and private customer information and other non-physical assets;
- procedures for ensuring compliance with relevant regulatory and legal requirements including Occupational Health and Safety laws and regulations, policies and practices for detecting, reporting and preventing fraud, money laundering and serious breaches of business conduct procedures and controls;
- a risk assessment (risk identification, risk analysis – including likelihood and impact assessment and risk evaluation) for material risk issues;
- the design, implementation, operation and assessment of controls to ensure residual risks are tolerable;
- that resources are acquired economically, used efficiently and adequately protected;
- the adequacy of the coverage and quantum of insurance arrangements of Webjet Limited; and
- other matters requiring the approval of the Committee under its Charter or as referred by the Board from time to time.

The Managing Director and his nominees, principally the Group Chief Commercial Officer and the CFO, support the work of the Risk Committee and are invited to attend and present at Committee meetings as required.

### Review of Risk Management Framework

In addition to the work of the Risk Committee, the Board reviews and considers the Group's risk profile (including its risk tolerance parameters) on a regular basis to ensure it supports the achievement of Webjet Limited's strategy, including determining the nature and extent of risks the Board is prepared to take in the pursuit of Webjet Limited's objectives. The Board is also responsible for reviewing, endorsing and overseeing the Company's risk management framework, at least annually, and satisfying itself that it continues to be sound, deals adequately with contemporary and emerging risks such as conduct risk, digital disruption, cyber-security, privacy, environmental, and data breaches and that Webjet Limited is operating within the risk tolerance levels determined by the Board.

Webjet Limited is exposed to a range of economic, business and social sustainability risks and seeks to mitigate any material exposures to its operations through a range of measures aligned with its risk management framework. Key economic, business and social sustainability risks include (but are not limited to) the following:

#### Economic Risks

- Economic conditions
- Changes within specific markets in which we operate
- Changes in Consumer preferences
- Increased competition
- Financial risks
- Impact of war, terrorism and other external events
- Changes to Government policies and regulations
- Technological disruption

#### Business and social sustainability risks include

- Data security
- Technology/IT system failure
- Retention of key personnel
- Reputation risks
- Supplier relationships
- Customer loyalty
- Intellectual property
- Strategy/M&A

Every effort is made to identify and manage material risks, however additional risks not currently known or listed above may also adversely affect future performance.

### Internal Audit Function

Webjet Limited does not have an Internal Audit function. Internal audit and risk management are presently contained within each of the Company's business units and are a specific responsibility of the CEOs of each business unit. The business unit CEOs complete monthly risk management reports including key performance metrics and detailed control and risk issues for review by the Managing Director and oversight by the Board.

As the Company's global footprint expands, the Board is actively monitoring whether and when to establish an Internal Audit function.

## Management of material exposure to environmental or social risks

Webjet Limited accepts that, as part of doing business in both Australia and internationally, its customers, shareholders, employees and the community expect that it will do so in an environmentally responsible and socially sustainable manner. The Risk Committee assists the Board in overseeing the management of the Company's material exposure to environmental and social risks.

### Environmental risks

The direct impact of the environment on the Webjet Limited business and, conversely, the Webjet Limited business (and the manner in which it carries on its business) on the environment, is very limited by reason of it being primarily an on-line seller of products and services of third parties. In considering its environmental exposures and risks, Webjet Limited has also benchmarked its disclosures against its peers (other on-line sellers of products and services to third parties).

At present, given its limited impact on Webjet Limited's financial performance, Webjet Limited does not believe that disclosure (beyond this report) of climate-related financial risks would assist shareholders, the market or the investment community generally in understanding the material financial risks it faces. However, Webjet Limited will regularly review such impact risks on its businesses and, where appropriate in the future, will report on these risks (and their potential impact). In doing so, it will have regard to the voluntary framework for companies to disclose the material impacts of climate change on their financial performance.

Webjet Limited approaches its environmental responsibility in two ways: (a) minimising its own environmental impact; and (b) promoting environmentally responsible and sustainable travel to its customers where relevant.

Webjet Limited is conscious of its environmental responsibilities and, in particular in respect of the following key areas:

- in the daily conduct of its business, Webjet Limited seeks to create a work environment where sustainability, energy efficiency and waste reduction are encouraged. Key initiatives implemented during the year include
  - » Energy efficiency initiatives – Installation of energy efficient lighting and use of sensor lighting; minimizing after-hours air-conditioning use; installation of blinds to minimise cooling and heating costs; automatic switch off devices on appliances and equipment when not in use
  - » Water reduction initiatives – installation of low flow water fixtures and the use of water and energy efficient appliances
  - » Waste reduction initiatives - Reducing paper usage and encouraging recycling where possible; printing information only when necessary; overseeing appropriate disposal of old computers and cell phones (including donating to charities for re-use)

- In looking to promote environmentally responsible and sustainable travel to its customers, during the year the Company introduced a program to deliver carbon neutrality in the WebBeds Europe business and will look for opportunities to expand this program. It is also evaluating a carbon offset scheme for bookings made through the Webjet OTA.
- in respect of the impact of climate-related environmental change on its financial performance and prospects, Webjet Limited is cognisant that product suppliers and other participants in the travel industry face the prospect, whether now or in the future, of climate-related financial risks. These risks may lead to changes in consumers' travel habits and preferences. While Webjet Limited's financial performance to date has not been materially affected by climate related risks, the Webjet Limited Board is conscious of the need, despite the limited impact to date on Webjet Limited's strategic, business and financial planning, to regularly review these risks and, where appropriate, take action to address these risks and any likely future impact on Webjet Limited's financial performance and to report to the market.

### Social risks

Webjet Limited has identified a number of social issues that if not monitored and managed appropriately could expose it to material risk including:

Data privacy and information security

- Human rights
- Harassment and discrimination
- Business ethics and transparency
- Bribery and corruption
- Mistreating employees, customers or suppliers
- Harming local communities

Webjet Limited's CSR Statement provides further information on the Company's approach to environmental and social sustainability and the structures and procedures it has in place to underpin its corporate responsibilities

## Principle 8

# Remunerate fairly and responsibly

### Role of the Remuneration Committee

The Remuneration and Nomination Committee comprises three independent Non-Executive Directors (including the Committee Chairman). Members of the senior management team support the work of the Committee and are invited to attend Committee meetings as required. No senior management team member is present when any matter relevant to their remuneration is considered and/or discussed.

The Remuneration and Nomination Committee assists the Board in overseeing the:

- remuneration policy and framework (including short and long-term incentive plans), its specific application to the Managing Director and its general application to all members of the Senior Executive team and, as appropriate, employees;
- the adoption, operation and administration of all annual and longer-term incentive plans;
- the determination of levels of reward for the Managing Director and general overview of the levels of reward for the Managing Director's direct reports;
- the annual evaluation of the performance of the Managing Director (via the Chairman of the Company);
- the Company's compliance with applicable legal and regulatory requirements associated with remuneration matters;
- preparation of the Remuneration Report included in the Annual Report; and
- communication to shareholders and other stakeholders on remuneration policy and the Committee's work on behalf of the Board.

### Remuneration policies and practices

Webjet Limited is committed to attracting and retaining the best people to work in the organisation, including Directors and Senior Executives. The remuneration arrangements the Board has put in place recognise the need to align the activities of management with the interests of Webjet Limited's shareholders. Key objectives which underpin the structure and quantum of remuneration arrangements include to:

- support the execution of the Group's business strategy in alignment with the appropriate risk framework;
- be internationally competitive to attract, motivate and retain skilled executives willing to work globally;
- recognise and reward executives fairly and equitably by reference to their unique skills and industry experience;
- align the structure of executive remuneration as closely as possible with the delivery of shareholder value; and
- support contractual and approved obligations without paying more than is reasonably necessary.

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**Guidelines for  
Non-Executive Director Remuneration**

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**Composition:** Non-Executive Directors are remunerated by way of cash fees and superannuation contributions. They are also entitled to reimbursement of travel and other expenses in attending Board and/or other meetings or performing other duties required of them in their capacity as Directors.

**Fixed remuneration:** Competitive base fees are paid in order to attract and retain high quality individuals and to provide appropriate remuneration for the role undertaken. Additional fees are paid to recognise the additional responsibilities, time and commitment required for Committees. Superannuation contributions are made as required by law.

**Performance-based remuneration:** Non-Executive Directors do not receive any performance-based remuneration.

**Equity based remuneration:** Non-Executive Directors do not receive any equity-based remuneration.

**Termination payments:** There are no provisions for compensation payable on resignation, early termination of directorships or loss of office.

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**Guidelines for  
Executive Remuneration**

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**Composition:** Remuneration packages for the Managing Director and Senior Executives are set so as to include an appropriate balance of fixed remuneration and "at-risk" performance-based remuneration.

**Fixed remuneration:** A competitive base salary is paid reflecting responsibilities, location, skills, performance, qualifications and experience. It is aligned with salaries for comparable roles in both Australian and global companies of similar complexity in order to attract and retain high quality and experienced Executives.

**Performance-based remuneration:** Webjet Limited's short term incentives focus the efforts of the Executives on those performance measures and outcomes that are priorities for the Group and which deliver performance at or above agreed performance objectives. By contrast, the long term incentives focus the efforts of the Executives on the achievement of sustainable long-term value creation for the Group and the shareholders.

**Equity-based remuneration:** Webjet Limited provides long term incentives in the form of equity, aligning the interests of Executives and shareholders. The equity grants to the Managing Director have primarily been in the form of options (which have a significant hurdle in the form of their exercise price and conditions). For Senior Executives, who have previously been granted shares and performance rights, future equity grants are expected to be in the form of options. All equity grants to Executives include performance conditions which must be satisfied before the options vest.

**Termination payments:** The service contracts for the Managing Director and Senior Executives clearly set out what will happen in the case of early termination and the level of agreed termination payments. In all cases Webjet Limited retains the right to make a payment in lieu of notice. There is no payment payable for removal for misconduct.

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## Equity based remuneration

Webjet Limited's Managing Director and Senior Executives are not allowed to protect the value of any unvested or restricted equity awards allocated to them or to use unvested or restricted equity awards as collateral in any financial transaction including hedging or margin loan arrangements without specific clearance from the Chairman. Any securities that have vested and are no longer subject to restrictions or performance conditions may be subject to hedging arrangements and used as collateral provided Webjet Limited's Share Trading Policy is complied with in advance of entering into such an arrangement.

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