

Related Party Transaction Policy

Version 1.0

Version Control

Document Owner/s	Layton Shannos, Group Chief Financial Officer
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Regulatory Requirements	<ul style="list-style-type: none">• Corporations Act, Sections 208–210• ASX Listing Rule 10 (particularly 10.1–10.17)

Supporting Documents.

Document Name	Description
Delegations of Authority	
Share trading and conflicts policy	Governs trading in Webjet Group Limited' securities including related parties (directors, officers, employees, and their associates)

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1 Purpose

- 1.1 When considering whether to enter a transaction with a related party, there is a risk that the interests of the related party may influence the decision-making of directors of that company. For example, related parties may enter transactions that other parties would not. For this reason, the Corporations Act 2001 (Cth), ASX Listing Rules and applicable accounting standards impose several obligations on companies with respect to these types of transactions.
- 1.2 This Related Party Transaction Policy (**Policy**) is designed to ensure that Webjet Group Limited (**Company**) complies with the Corporations Act 2001 (Cth) (**Corporations Act**), ASX Listing Rules, and applicable accounting standards regarding transactions involving related parties.
- 1.3 The purpose of this Policy is to:
- 1.3.1 educate directors and employees so that they can recognise related party transactions if they arise;
 - 1.3.2 provide direction as to whom a director or employee can consult if they are uncertain if a transaction is a related party transaction;
 - 1.3.3 establish processes for identifying, reviewing, and assess any related party transaction;
 - 1.3.4 ensure that any related party transactions that require disclosure and/or shareholder approval are put before shareholders; and
 - 1.3.5 ensure that the Company meets its legal and regulatory obligations.

2 Scope

- 2.1 This Policy applies to all directors, key management personnel (**KMP**), and employees of the Company and its controlled entities (**Webjet Group**) who may be involved in related party transactions. It applies to all transactions between the Company and its related parties, including those that may not be at arm's length.

3 Definitions

Related Party

- 3.1 A related party (**Related Party**) includes, but is not limited to:
- 3.1.1 directors of the Company;
 - 3.1.2 directors of any entity that controls the Company;
 - 3.1.3 key management personnel (KMP), as defined by AASB 124 (Related Party Disclosures);
 - 3.1.4 spouses (including de facto spouses) of a director of the Company or a director of any entity that controls the Company;
 - 3.1.5 close family members of a director or KMP of the Company (including parents and children) or a director of any entity that controls the Company;
 - 3.1.6 entities controlled by, or significantly influenced by, any of the above (unless the entity is also controlled by the Company);
 - 3.1.7 an entity that and was one of the above in the past six months;
 - 3.1.8 an entity that believes or has reasonable grounds to believe that it is likely to become one of the above at any time in the future,
 - 3.1.9 any person or entity with the ability to exert significant influence over the Company; and
 - 3.1.10 an entity acting in concert with any of the above related parties on the understanding that the related party will receive a financial benefit if the Company gives the entity a financial benefit.
- 3.2 A reference to an entity includes a body corporate, a partnership, an unincorporated body, an individual, and a trustee or trustees of a trust.

- 3.3 If there is any doubt as to whether a person or entity is a Related Party for the purposes of this policy, please contact the Company Secretary for assistance.

Related Party Transaction

- 3.4 A related party transaction (**Related Party Transaction**) includes any arrangement or agreement between the Webjet Group and a Related Party in which the Related Party accrues a financial benefit because of the transaction. Financial benefits should be interpreted widely and include transactions, such as:
- 3.4.1 Purchase or sale of goods or services;
 - 3.4.2 Loans, guarantees, or financial arrangements;
 - 3.4.3 Lease agreements;
 - 3.4.4 Asset transfers;
 - 3.4.5 Executive or director remuneration arrangements outside of approved policies;
 - 3.4.6 Any other transaction that could result in a direct or indirect financial benefit to a Related Party, whether or not money is paid.

4 Requirements

Shareholder approval required

- 4.1 Under the Corporations Act, the Company is prohibited from granting a financial benefit to a Related Party, unless:
- 4.1.1 shareholders approve the transaction; or
 - 4.1.2 giving of the financial benefit falls within an exception.

The arm's length exception

- 4.2 Shareholder approval is not required for transactions that are on arm's length terms, i.e terms which would be reasonable in the circumstances if the 'related parties' were dealing at arm's length or the terms are less favourable to the related party than arm's length terms (the arm's length exception).
- 4.3 'Arm's length' refers to transactions conducted as if:
- 4.3.1 the parties were unrelated;
 - 4.3.2 the parties were free from undue influence, control or pressure;
 - 4.3.3 each party has the necessary knowledge, expertise and is sufficiently well advised to form a sound judgement as to what is in its interests; and
 - 4.3.4 each party was concerned only to achieve the best available commercial result for itself.

Other exceptions

- 4.4 In addition to the arm's length exception, other Related Party Transactions may be exempt from shareholder approval under the Corporations Act including:
- 4.4.1 reasonable director remuneration or reimbursement of expenses;
 - 4.4.2 a financial benefit given under an order of the court;
 - 4.4.3 where the value of the financial benefit (together with all other financial benefits given to the related party in the relevant financial year without shareholder approval) is less than \$5,000;
 - 4.4.4 the giving of an indemnity, exemption or insurance policy in respect of a liability incurred as an officer or employee;
 - 4.4.5 benefits given to a shareholder of the Company that do not discriminate unfairly against other shareholders of the Company; and
 - 4.4.6 the giving of a benefit to or by a closely-held subsidiary.

ASX Listing Rules

- 4.5 In addition to the requirements under the Corporations Act, the ASX Listing Rules require that the Company obtain shareholder approval to acquire a substantial asset from, or dispose of a substantial asset to, certain Related Parties, subsidiaries or substantial shareholders (10% or more), subject to some exceptions. 'Substantial Asset' means an asset whose value represents 5% or more of the equity interests in the Company based on the latest financial accounts provided to the ASX.

Disclosure of certain Related Party Transactions in the Company's Annual Report

- 4.6 In addition, Australian accounting standard AASB 124 requires that details of certain Related Party Transactions be disclosed in each annual report issued by the Company.

5 Approval process.

Identification and disclosure

- 5.1 Where a member of the Webjet Group proposes to enter into a Related Party Transaction, full and complete disclosure of the proposed transaction must be disclosed to the Company Secretary, before the transaction is entered into. Such disclosure should include:
- 5.1.1 Details of the proposed transaction including the parties and the nature of their relationship;
 - 5.1.2 Whether an exception to the requirement to obtain shareholder approval is applicable;
 - 5.1.3 Why the exception applies to the proposed transaction (where relevant); and
 - 5.1.4 Any other information appropriate or necessary in the circumstances, i.e information for the Board to determine whether the transaction is fair and reasonable or requires shareholder approval.
- 5.2 The Company Secretary will compile the information received and arrange for the proposed transaction to be included as an agenda item for the Board or Audit and Risk Committee (as applicable) to review and consider at the next meeting.
- 5.3 Directors and KMP must declare any potential conflicts of interest regarding Related Party Transactions to the Company Secretary who will notify the Board (or the Audit and Risk Committee, as applicable).

Board and Shareholder Approval

- 5.4 All Related Party Transactions must be reviewed and approved by the Board, excluding any director with a material personal interest in the matter.
- 5.5 If required under the Corporations Act or ASX Listing Rule 10.1, shareholder approval must be obtained before proceeding with a Related Party Transaction.
- 5.6 If the Board is in any doubt, it will refer the transaction for shareholder approval.
- 5.7 Even where shareholder approval is not required, consideration should always be given to whether other conflicts of interests arise.

Independent Expert Report

- 5.8 If a Related Party Transaction requires shareholder approval, an independent expert's report may be obtained to assess whether the transaction is fair and reasonable to non-related shareholders.

6 Record keeping, reporting and continuous disclosure.

- 6.1 The Company Secretary will maintain a register of Related Party Transactions (including whether shareholder approval was obtained, or the transaction was exempt from shareholder approval) and ensure proper documentation and reporting in financial statements.
- 6.2 The Company Secretary will report on the Company's Related Party Transactions practices to the Audit & Risk Committee at least annually.

- 6.3 All Related Party Transactions must be disclosed in accordance with AASB 124 and relevant regulatory requirements.
- 6.4 All material Related Party Transactions must be immediately disclosed to the ASX in accordance with the continuous disclosure obligations.

7 Compliance and monitoring.

- 7.1 Any failure to comply with this Policy must be documented and reported to the Board, with appropriate corrective actions taken where necessary.
- 7.2 Failure to comply with this Policy may result in significant regulatory, financial and reputational damage. Any director, officer, or employee found to have violated this policy may be subject to disciplinary action, including potential removal from office, termination of employment or other measures as deemed appropriate by the Board.

8 Review.

- 8.1 This Policy will be reviewed annually or as required to ensure compliance with regulatory requirements and best practices. Any amendments must be approved by the Board.

9 Effective Date.

This Policy is effective as of [x] November 2025 and remains in force until amended or revoked by the Board.

Approved by the Board of Webjet Group Limited on [x] November 2025.



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