

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

Webjet Group Limited
----------------------

ABN/ARBN

85 679 116 762
----------------

Financial year ended:

31 March 2026
---------------

Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

- These pages of our annual report:
- This URL on our website: <https://www.webjetgroup.com/resources/company-reports/>

The Corporate Governance Statement is accurate and up to date as at 19 May 2026 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.<sup>3</sup>

Date: 19 May 2026

Name of authorised officer authorising lodgement: Melanie Keith, Company Secretary

<sup>1</sup> "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

<sup>2</sup> Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

<sup>3</sup> Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: <a href="https://www.webjetgroup.com/governance/">https://www.webjetgroup.com/governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<sup>4</sup> Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

<sup>5</sup> If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: <a href="https://www.webjetgroup.com/governance/">https://www.webjetgroup.com/governance/</a></p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <ul style="list-style-type: none"> <li>• our Corporate Governance Statement (in relation to (c)(1) – (3)(A))</li> <li>• <a href="https://www.webjetgroup.com/governance/">https://www.webjetgroup.com/governance/</a> and <a href="https://www.wgea.gov.au/Data-Explorer/Employer">https://www.wgea.gov.au/Data-Explorer/Employer</a> (in relation to (c)(3)(B)).</li> </ul> <p>and if we were included in the S&amp;P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>our Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
<p>2.1</p>	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: ..... <i>[insert location]</i> and the information referred to in paragraphs (4) and (5) at: ..... <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively at: ..... <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>2.2</p>	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at: our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>2.3</p>	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors at: our Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: our Corporate Governance Statement and the length of service of each director at: our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="https://www.webjetgroup.com/governance/">https://www.webjetgroup.com/governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="https://www.webjetgroup.com/governance/">https://www.webjetgroup.com/governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="https://www.webjetgroup.com/governance/">https://www.webjetgroup.com/governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.webjetgroup.com/governance/">https://www.webjetgroup.com/governance/</a> and the information referred to in paragraphs (4) and (5) at: the Directors' Report in our Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: <a href="https://www.webjetgroup.com/governance/">https://www.webjetgroup.com/governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: <a href="https://www.webjetgroup.com/">https://www.webjetgroup.com/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.webjetgroup.com/governance/">https://www.webjetgroup.com/governance/</a> and the information referred to in paragraphs (4) and (5) at: the Directors' Report in our Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: our Sustainability Report the Directors' Report in our Annual Report	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at:</p> <p>the Remuneration Report in our Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at:</p> <p>our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

webjet group

# Corporate Governance Statement 2026

# Introduction

The Board of Directors (**Board**) of Webjet Group Limited (**Company**) is responsible for the corporate governance of the Company and its controlled entities (**Group**).

The Company is committed to ensuring high standards of corporate governance. The Board provides the leadership to implement strong corporate governance across the Group so that decisions and actions are based on transparency, integrity, responsibility and performance. The governance practices are designed to support 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 the Group. 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 4th Edition (**ASX Principles**) and to the governance standards and risk management practices adopted generally by companies of a similar size to the Company.

The Company's corporate governance documents and policies are accessible in the Governance section on the Company's corporate website [www.webjetgroup.com/governance/](http://www.webjetgroup.com/governance/) (**Investor Website**).

This Corporate Governance Statement is current as at 19 May 2026 and has been approved by the Board on this date.

## Recommendations Not Followed During the Reporting Period

The Company has not followed the following recommendations in full during the reporting period:

### Recommendation 1.7

The Managing Director received regular feedback during FY26 from the Chair. However, no formal performance evaluation was undertaken at the end of FY26, noting Ms Barry advised the Company of her intention to resign shortly prior to the end of the financial year.

### Recommendation 2.1 and Recommendation 8.1

For the period 1 July 2025 to 15 September 2025, the Company's Remuneration and Nomination Committee comprised two members only. This was due to the gap between the effective date of the resignation of the outgoing Director Brad Holman on 30 June 2025 and the appointment of John Boris to the Committee on 16 September 2025.

During this period, the Board directly managed the nomination requirements for the Company and no meetings of the Remuneration and Nomination Committee took place.

### Recommendation 2.4

For the majority of FY26, the Board was composed of a majority of independent Directors. However, during the period from 30 June 2025, being the effective date of the resignation of Brad Holman, to 1 August 2025, being the date of appointment of John Boris, the Board did not comprise a majority of independent Directors. During this period, the Board comprised two independent Directors and two non-independent Directors.

As at the date of this Corporate Governance Statement, the Board is composed of three independent Non-Executive Directors out of a total of six Directors and therefore at the reporting date the Company has not achieved the recommended majority of independent Directors. As announced to the ASX on 13 May 2026, Don Clarke will retire as Chair and Non-Executive Director effective 20 May 2026 and the Board will continue not to satisfy the majority independence recommendation for a period following his retirement.

While a majority of the current Directors are not classified as independent, the Board considers that its overall composition remains appropriate at the present time. The Board places a strong emphasis on ensuring an appropriate mix of skills, experience and commercial judgement and will continue, as part of board succession planning, to target achieving a board composition that has a majority of independent Directors.

### Recommendation 2.5

The Chair of the Board is Don Clarke, who is an independent Non-Executive Director and was Chair for the duration of FY26. He is not the Managing Director, a role held by Katrina Barry.

As announced to the ASX on 13 May 2026, Don Clarke will retire as Chair and Non-Executive Director and will be replaced by Dr. Gary Weiss as Interim Chair, with effect from 20 May 2026. Therefore the Board will, for a period to be determined, not have an independent Chair.

# Principle 1

## Lay solid foundations for management and oversight

### 1.1 Role of the Board and Management

The Board has ultimate responsibility for setting the strategic direction and risk appetite of the Company and for leading the culture, values and behaviours of its people.

The CEO and Managing Director (**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.

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. As set out in the Board Charter, the Board's responsibilities include:

- oversight of the operation of the Group, including establishing, reviewing and changing corporate strategies, budgets and the business plans of the Group;
- ensuring that appropriate internal control, reporting, risk management, compliance and corporate governance frameworks are implemented and followed;
- appointing, removing, reviewing and monitoring the performance of the Managing Director and approving the appointment of the senior executives reporting to the Managing Director;
- approval of the financial and annual reporting of the Group;
- approving all major investments and strategic commitments, including material transactions;
- decisions concerning the Group's capital structure, the issue of new securities and the dividend policy;
- establishing and monitoring appropriate Committees of the Board;
- reporting to shareholders; and
- ensuring the Group's compliance with all legal requirements, including the ASX Listing Rules.

During FY26, the following Committees, as established by the Board, were in place to assist the Board in exercising its authorities and responsibilities:

- Audit and Risk Committee
- Remuneration and Nomination Committee.

The Board has delegated certain matters to each Committee, retaining the right to approve where required. Each Committee reports to the Board regularly on the activities of the Committee and makes recommendations to the Board where necessary. Each standing Committee has adopted its own charter setting out its role, responsibilities, structure and operations. The Board is responsible for approving and reviewing the charter and membership of each Committee established by the Board.

Further, as disclosed to the market, during FY26 the Company received non-binding indicative offers from major shareholders in relation to the potential acquisition of some or all of the Company's shares. In response, the Board established a sub-committee composed of the Board Chair and Managing Director to manage and oversee the Company's response to these corporate activity matters. The sub-committee operated under approved Terms of Reference.

The Board Charter also sets out the responsibilities of the Managing Director. These responsibilities include:

- developing and recommending to the Board strategies, business plans and annual budgets for the Group;
- implementing the strategies, business plans and budgets adopted by the Board;
- providing effective leadership, direction and supervision of the executive team to achieve the strategies, business plans and budgets adopted by the Board;
- developing and managing resources, policies and systems to ensure the effective operation of the Group including policies on risk management, internal controls and human resources;
- managing resources within budgets approved by the Board;
- ensuring compliance with applicable laws and regulations;
- ensuring the Board is given sufficient information to enable it to perform its functions, set strategies and monitor performance; and
- acting within the authority delegated by the Board.

The Board Charter is accessible from the Corporate Governance section on the Company's Investor Website.

## 1.2 Appointments, elections and re-elections

The Company's policies and procedures for appointment, selection and re-election of Directors are set out in the Company's Constitution and the Charter of the Remuneration and Nomination Committee.

The responsibility for the selection of potential Directors rests with the Board. Following analysis, 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 identification and recommendation to the Board, of the preferred candidate. As part of the appointment process, the Board conducts appropriate background and reference checks.

Under the Company's Constitution, with the exception of the Managing Director, Directors may not hold office without re-election beyond the third Annual General Meeting (**AGM**) following their election or most recent re-election. In addition, any Director appointed to fill a casual vacancy or as an addition to the existing Directors since the previous AGM must stand for election at the next AGM.

Before a Director's election or re-election at an AGM, all information relevant to the election or re-election is provided to shareholders in the Notice of Meeting prior to the AGM.

During the reporting period, the following changes to the composition of the Board occurred.

- Mr Brad Holman resigned as a Non-Executive Director effective 30 June 2025 (announced to ASX on 20 June 2025).
- Ms Ellen Comerford, who was appointed to the Board on 1 October 2024, had her appointment approved by shareholders at the AGM on 28 August 2025.
- Mr John Boris was appointed as a Non-Executive Director on 1 August 2025 (announced to ASX on 29 July 2025), with his appointment also approved by shareholders at the AGM held on 28 August 2025.
- Dr Gary Weiss was appointed to the Board as a Non-Executive Director with effect from 1 May 2026 (announced to the ASX on 1 May 2026). His appointment will be subject to shareholder approval at the Company's AGM in August 2026.

In addition, on 30 March 2026 the Company announced to ASX the CEO and Managing Director Ms Katrina Barry's resignation from the Company and that she would remain with the Company to support an effective transition and the completion of the Company's full year results in May 2026.

## 1.3 Written Appointments

The Company has written agreements with each Non-Executive Director that contain the terms on which Directors are appointed, including the basis on which they will be appointed, paid, insured and indemnified.

Senior executives (including the Managing Director) enter into an employment contract with the Company which sets out the terms of their employment, the circumstances in which their service may be terminated and any entitlements on termination.

## 1.4 The Company Secretary

The Company Secretary 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 the Australian Securities Exchange (**ASX**), the Australian Securities and Investments Commission (**ASIC**) and other regulatory bodies.

The Company Secretary is accountable to the Board, through the Chair, on matters relating to the proper functioning of the Board. The current Company Secretaries are Mr Layton Shannos and Ms Melanie Keith.

## 1.5 Diversity and inclusion

The Company has a Group Diversity Policy which sets out the Company's diversity and inclusion principles. The Company's Diversity Policy was reviewed and re-approved by the Board on 30 March 2026 and is posted in the Corporate Governance section of the Company's Investor Website.

The Board has approved measurable objectives for achieving gender diversity in addition to an array of other diversity objectives. The gender diversity targets and the progress towards achieving them are:

Objective		31 March 2025 Base Line	31 March 2026	Outcome
Board	40% female	60% female	60% female	Target Achieved for FY26
	40% male	40% male	40% male	
Senior Managers <sup>1</sup>	40% female	49% female	49% female	Target Achieved for FY26
	40% male	51% male	51% male	
	20% any gender			
Managers <sup>2</sup>	40% female	50% female	51% female	Target Achieved for FY26
	40% male	50% male	49% male	
	20% any gender			
Whole Workforce <sup>3</sup>	40% female	52% female	51% female	Target Achieved for FY26
	40% male	48% male	48% male	
	20% any gender		0.3% other	

1. Senior Manager is defined as the Managing Director and her direct reports, and direct reports to the Managing Director's direct reports.
2. Managers is defined as all managers excluding Senior Management.
3. Whole Workforce is defined as all employees across the Group, excluding contractors.

The Company's subsidiary, Webjet Marketing Pty Ltd, is a "relevant employer" under the *Workplace Gender Equality Act (WGE Act)*.

Full details of the Company's "gender equality indicators" were submitted to the Workforce Gender Equality Agency (WGEA) in May 2025 and are publicly available at <https://www.wgea.gov.au/Data-Explorer/Employer>.

A copy of the Company's WGEA "Workforce Statistics Public Report" and "Workplace Public Report" for 2025 are also available on the Corporate Governance section of the Investor Website. The information provided in WGEA reporting represents data as at 31 March 2025 and covers the Company's Australian workforce. The Company's "gender equality indicators" for 2026 will be submitted to WGEA in May 2026 and will also be made publicly available.

The Company has also included information about its approach to diversity and inclusion, including gender pay-gap data, in the Webjet Group FY26 Sustainability Report.

## 1.6 Board Performance Evaluation

The Board conducts regular evaluations of its performance, the performance of its Committees, and individual Directors. Each Committee also conducts a performance review of its composition, performance and effectiveness, having regard to the principles and requirements of the relevant Committee Charter.

During FY26, the Board and its Committees evaluated their performance through a structured self-assessment questionnaire process. The evaluation included analysis of how the Board and each Committee is functioning, as well as compliance with the Board Charter and the respective Committee Charters.

## 1.7 Senior Executive Performance Evaluation

Arrangements are in place to monitor and assess the performance of the Managing Director and direct reports to the Managing Director each financial year, including:

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

The Managing Director received regular feedback from the Chair during FY26. However, no formal performance evaluation was undertaken at the end of FY26, noting Ms Barry advised the Company of her intention to resign shortly prior to the end of the financial year.

Each of the Managing Director's direct reports were subject to formal performance evaluations in the reporting period.

# Principle 2

## Structure the Board to be effective and add value

### 2.1 Nomination Committee

The Company's Remuneration and Nomination Committee operates as the Nomination Committee.

For the period 1 July 2025 to 15 September 2025, the Remuneration and Nomination Committee comprised two members only. This was due to the gap between the effective date of the resignation of the outgoing Director Brad Holman on 30 June 2025 and the appointment of John Boris to the Committee on 16 September 2025. During this period, the Board directly managed the nomination requirements for the Company directly and no meetings of the Remuneration and Nomination Committee took place.

As at 31 March 2026, the Committee was composed of three Non-Executive Directors all of whom are independent Directors (including the Committee Chair):

- Don Clarke (as Committee Chair)
- John Boris
- Ellen Comerford.

The Remuneration and Nomination Committee Charter is accessible from the Corporate Governance section on the Company's Investor Website. The 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; and
- Board, Committee and Director performance evaluation.

Management attend Committee meetings by invitation. Details as to the number of times the Remuneration and Nomination Committee met during the reporting period and the individual attendance of the members at those meetings are set out in the Directors' Report in the Annual Report.

### 2.2 Board Skills Matrix

The size and composition of the Board is determined by the Board, together with the Remuneration and Nomination Committee. The Company 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 reviews the skills matrix on a regular basis as part of Board succession planning aligned to strategy to ensure it covers the skills needed to address existing and emerging business and governance issues relevant to the Group and the achievement of the corporate objectives of the Group.

The qualifications, experience and special responsibilities of the Directors are set out in the Directors' Report in the Annual Report.

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, online travel company.

The following table sets out the mix of skills and experience that the Board considers necessary or desirable in its Directors and the evaluation of Directors level of knowledge/experience based on an assessment conducted during March 2026.

**Table – Webjet Group Limited Board skills matrix as at March 2026**

No. of Directors: 5 Skill	Level of knowledge/experience		
	Strong/Expert	Good	Working/Limited
<b>Strategy</b> Proven ability to identify strategic opportunities and threats, with a track record of successfully developing and implementing strategic priorities to achieve business objectives	4	1	0
<b>Financial literacy/ acumen</b> Proficiency in reading and comprehending corporate accounts, financial materials, and financial reporting requirements	4	1	0
<b>Risk management and compliance</b> Experience in implementing, managing or overseeing risk management and compliance frameworks including legal and regulatory compliance	3	2	1
<b>Board or senior management experience</b>	5	0	0
<b>Governance</b> Experience in sophisticated governance/assurance structures	2	3	0
<b>Industry experience</b> Expertise and experience in the travel industry and/or a strong understanding of the Company's business and day-to-day operations.	4	1	0

## 2.3 Directors, independence and length of service

The table below sets out the composition of the Board during FY26.

Don Clarke	<ul style="list-style-type: none"><li>• Service: 15 July 2024 to 19 May 2026</li><li>• Independent</li></ul>
Katrina Barry	<ul style="list-style-type: none"><li>• Service: 15 July 2024 to current</li><li>• Not independent</li></ul>
Shelley Beasley	<ul style="list-style-type: none"><li>• Service: 15 July 2024 to current</li><li>• Not independent</li></ul>
Ellen Comerford	<ul style="list-style-type: none"><li>• Service: 1 October 2024 to current</li><li>• Independent</li></ul>
John Boris	<ul style="list-style-type: none"><li>• Service: 1 August 2025 to current</li><li>• Independent</li></ul>
Dr Gary Weiss	<ul style="list-style-type: none"><li>• Service: 1 May 2026 to current</li><li>• Not independent</li></ul>
Brad Holman	<ul style="list-style-type: none"><li>• Service: 15 July 2024 to 30 June 2025</li><li>• Independent</li></ul>

The independence of a Director is assessed according to the Company's Independence of Directors Policy which is accessible from the Corporate Governance section on the Company's Investor Website. 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 Board reviewed the independence of each of the then-current Directors in April 2026 and, determined that each of Don Clarke, Ellen Comerford and John Boris remain an independent Director. Each is considered free from any interest, position, association or relationship that could influence, or reasonably be perceived to influence, the independent exercise of their judgement.

Don Clarke held positions of long tenure with Web Travel Group Limited (**WEB**) prior to the demerger of the Group from that business. Notwithstanding that WEB is a different company, the Board has considered whether his independence from management and substantial holders may have been compromised and concluded that it has not. The composition of the management team of the Group has substantially changed since the demerger and there have been significant changes to the composition of the substantial shareholders.

Don Clarke is also a legal consultant to the law firm, MinterEllison, a supplier of legal services to the Company. Given Don retired as a partner of that firm in 2015, the Board is satisfied the Company's use of MinterEllison does not give rise to any conflict of interest and that Don exercises an independent mind and judgment on issues before the Board. As such, the Board regards Don as an independent Director.

Katrina Barry, as Managing Director, is not considered independent as she is a member of the Company's management team. Shelley Beasley is not considered independent as she was previously employed in an executive capacity by the Company's subsidiary, Webjet Marketing NZ Pty Ltd and there has not been a period of at least three years between ceasing such employment and serving on the Board.

Dr. Gary Weiss is not considered independent as he is currently a Director of, and represents the interests of Ariadne Australia Ltd (**Ariadne**), a 5.01% shareholder in the Company.

## 2.4 Director independence

For the majority of FY26 the Board was composed of a majority of independent Directors. However, during the period from 30 June 2025, being the effective date of the resignation of Brad Holman, to 1 August 2025, being the date of appointment of John Boris, the Board did not comprise a majority of independent Directors. During this period, the Board comprised two independent Directors and two non-independent Directors.

As at the date of this Corporate Governance Statement, the Board is composed of three independent Non-Executive Directors out of a total of six Directors and therefore at reporting date the Company has not achieved the recommended majority of independent Directors. As announced to the ASX on 13 May 2026, Don Clarke will retire as Chair and Non-Executive Director effective 20 May 2026 and the Board will continue not to satisfy the majority independence recommendation for a period following his retirement.

While a majority of the current Directors are not classified as independent, the Board considers that its overall composition remains appropriate at the present time. The Board places a strong emphasis on ensuring an appropriate mix of skills, experience and commercial judgement and will continue, as part of board succession planning, to target achieving a board composition that has a majority of independent Directors.

In this context, the Board determined that the appointment of Dr. Gary Weiss, who is not considered independent, would strengthen the Board's capability through his significant board and investment experience, together with his strong commercial judgement and governance expertise.

The Board remains satisfied that all Directors bring an objective and rigorous approach to decision-making and act in the best interests of the Company and its shareholders.

## 2.5 Independence of Chair

The Chair of the Board is Don Clarke, who is an independent Non-Executive Director and was the Chair for the duration of FY26. He is not the Managing Director, a role held by Katrina Barry.

As announced to the ASX on 13 May 2026, Don Clarke will retire as Chair and Non-Executive Director and will be replaced by Dr. Gary Weiss as Interim Chair, with effect from 20 May 2026. Therefore the Board will, for a period to be determined, not have an independent Chair.

## 2.6 Director Induction Program

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 is in place. Under their contracts of engagement, Directors may, in consultation with the Board Chair, access professional development opportunities to support the ongoing development of their skills and expertise.

# Principle 3

## Instil a culture of acting lawfully

### Our Ways



#### The key beliefs that drive our everyday actions and behaviours

We lead with care, act with integrity, and do what's right, even when it's hard. We grow faster when we rise to the challenges as one team.

Trust

Integrity

Collaboration

We're curious, bold, and always improving - asking questions, exploring possibilities. If there's a better way, we'll find it.

Dynamic

Problem-Solvers

Innovative

Travel lifts spirits, opens minds, and brings people closer together. Every journey we help shape creates joy and makes memories that last.

Passion

Positivity

Purpose

### 3.1 Company Values

In 2025, post the demerger of the Company in September 2024, the Company undertook a comprehensive review of its Company values to ensure they remain aligned with its purpose, strategy and the way the Company expects its people to work together. The analysis revealed the need to update the Company values to bring all Webjet Group entities together with the same values across all employees. This work resulted in a refresh of the Company values, now referred to as "Our Ways", which articulate the key beliefs that drive employee's everyday actions and behaviours which underpin the Company's culture and performance.

"Our Ways" guide decision-making across the organisation and support a culture of high performance, inclusion and long-term sustainable growth.

Our Ways are:

- We grow together
- We're always looking for a smarter way
- We spark the joy of travel.

### 3.2 Code of Conduct

The Company has a Code of Conduct that applies to all Directors, senior executives, employees, contractors and everyone working within the Group, regardless of their location. The Code of Conduct was reviewed during the reporting period and approved by the Board and is accessible from the Corporate Governance section on the Company's Investor website.

The Code of Conduct reinforces the Company's values and is required to be read and acknowledged by all employees prior to commencing work. The Code of Conduct outlines the minimum standards of conduct and behaviour expected of all employees, Directors, contractors, and everyone working at the Company or its controlled entities and covers inter alia compliance with law and ethical standards, safety, wellbeing, respect and human rights, and identification and management of conflicts of interest.

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 and respectful place of work for its people.

The Code of Conduct encourages the reporting of breaches of the Code of Conduct, Company policies or the law. The Company has systems in place for employees and contractors to anonymously report concerns regarding the behaviour of employees, contractors, Directors or others representing the Group, 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.

During FY26, there were no material breaches of the Code that required reporting to the Board.

### **3.3 Whistleblower Policy**

The Company has a Global Whistleblowing Policy that was reviewed and updated during the reporting period and is accessible from the Corporate Governance section on the Company's Investor Website.

The Whistleblowing Policy, together with the Code of Conduct, aims to encourage all Directors, employees, contractors and others working across the Group (including former employees) to report any allegations of misconduct. The Whistleblowing Policy is underpinned by a confidential framework designed to protect individuals who raise concerns. This includes an anonymous whistleblowing service as well as a board appointed Whistleblowing Officer who assesses and investigates eligible reports. All allegations of misconduct are taken seriously by the Board and senior management.

The Board, via the Audit and Risk Committee, is informed of any material incidents reported under the Whistleblowing Policy.

During the financial year, two whistleblower reports were received by the Company, which were investigated and closed out.

### **3.4 Anti-Bribery and Corruption**

The Company has in place an Anti-Fraud and Corruption Policy that is accessible from the Corporate Governance section on the Company's Investor Website.

The Company requires all its people to comply with applicable anti-bribery and corruption laws. Information regarding the Company's commitment to conducting its business fairly, honestly and efficiently and the Company's key policies on business conduct are set out in the Company's Code of Conduct and Anti-Fraud and Corruption Policy.

All material breaches of the Code of Conduct and Anti-Fraud and Corruption Policy are reportable to the Board.

During FY26, there were no material breaches of the Policy that required reporting to the Board.

# Principle 4

## Safeguard the integrity of corporate reports

### 4.1 Audit and Risk Committee

The Company's Audit and Risk Committee operates as the Audit Committee. The Audit and Risk Committee assists the Board in overseeing:

- the integrity of the Group'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;
- the effectiveness of the systems of internal financial control and risk management;
- the quality, credibility and objectivity of the financial accounting and reporting processes of the Group;
- systems for compliance with applicable legal and regulatory requirements within the Committee's area of responsibility;
- capital management in the context of the financial risk management of the Group; and
- other matters requiring the approval of the Committee under its Charter or as referred by the Board from time to time.

Under the Audit and Risk 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 Chair (who is not the Chair of the Board).

The Committee members must, between them, have financial and accounting expertise and a sufficient understanding of the industry in which the Group operates to be able to discharge the Committee's mandate effectively. The Audit and Risk Committee consists of:

- Ellen Comerford, as Committee Chair;
- Shelley Beasley; and
- Don Clarke.

The Board considers the majority of the Committee members, including the Committee Chair, to be independent. The Managing Director and her 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 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 Chair.

The Company has provided details as to the number of times the Audit and Risk Committee met and the individual attendance of the members at those meetings in the Director's Report in the Annual Report. The qualifications, experience and special responsibilities of the Directors are set out in the Directors' Report in the Annual Report.

The Charter of the Audit and Risk Committee was reviewed during the reporting period and is accessible from the Corporate Governance section on the Company's Investor Website.

### 4.2 CFO and Managing Director Declarations

In respect of the financial statements for the financial year ending 31 March 2026, the Managing Director and the CFO provided assurance to the Board prior to Board approval being granted that:

- the Company's financial reports for each half year and full year have been properly maintained;
- the Company'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; and
- the Company's risk management and internal compliance and control system is operating effectively.

### 4.3 Verification of Corporate Reports

All company reports and presentations released to the market are approved by the Board. Any corporate reports released to market that are not audited by the Company's external auditor are subject to a defined internal verification process. This process includes review and verification (as appropriate) by the Managing Director, CFO, Finance, Legal as well as senior Management, of the quantitative and qualitative information and statements included in external reports. These reports are also approved by the Board.

# Principle 5

## Make timely and balanced disclosures

### 5.1 Continuous Disclosure Policy

The Company has adopted a Market Disclosure and Communications Policy that was reviewed during the reporting period and is accessible from the Corporate Governance section on the Company's Investor Website.

The policy provides information on:

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

### 5.2 Disclosure of Material Market Announcements

Material ASX announcements are approved by Directors before release, with a copy made available to them promptly after release in accordance with the Company's Market Disclosure and Communications Policy.

### 5.3 Investor Presentations

Copies of new and substantive Company presentations for investors/ analysts are released by the Company to the ASX Market Announcements Platform ahead of presentation.

# Principle 6

## Respect the Rights of Shareholders

### 6.1 Investor Website

The Company has established an Investor Website ([www.webjetgroup.com](http://www.webjetgroup.com)) to provide information about the Company and its governance for shareholders. The Investor Website includes a Governance page, where all relevant corporate governance policies, charters and information can be accessed.

Copies of annual reports and financial statements, ASX announcements, media releases and investor presentations are made available on the Investor Website along with an overview of our businesses, brands, Board and management, and corporate information.

### 6.2 Investor Relations Program

The Company 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 includes investor briefings and meetings following the release of the half year and full year results, ad-hoc investor meetings and discussions throughout the year. This program aims to allow investors and other financial market participants to gain a greater understanding of the business, governance, financial performance and prospects. It provides a channel for investors and other financial market participants to express their views to the Company on matters of concern and interest to them.

Feedback from this program is reported to the Board. This ensures that all Directors have an understanding of shareholder perspectives on important matters.

### 6.3 Shareholder Participation at Meetings

All shareholders are invited to attend the Company's Annual General Meeting each year. The Company facilitates logistics such that shareholders who are unable to attend in person can take part in the meeting online. Shareholders have the option to appoint a proxy to attend and vote on their behalf. The Notice of Meeting provides details on how to attend and participate in the AGM.

The AGM is conducted as a hybrid meeting, allowing shareholders to attend and participate either in person or online through a virtual platform that enables voting and the submission of questions to Board members.

### 6.4 Voting by Poll

Voting rights are viewed by the Board as an important tool for securityholders to cast their views on significant matters affecting the Company's business. All substantive resolutions at a meeting of securityholders are decided by conducting a poll rather than by a show of hands. Instructions on how to vote are included in the Notice of Meeting.

### 6.5 Electronic Shareholder Communications

Shareholders can elect to receive electronic communications from and send communications to the Company's share registry by visiting [www.automicgroup.com.au/automic-registry/](http://www.automicgroup.com.au/automic-registry/).

# Principle 7

## Recognise and Manage Risk

### 7.1 Audit and Risk Committee

The Company's Audit and Risk Committee operates as the Risk Committee. One of the principal purposes of the Audit and Risk Committee is to assist the Board in understanding, assessing and monitoring all categories of risk across the Group.

The Audit and Risk Committee assists the Board in overseeing:

- the appropriateness of the Group's strategic direction in light of the economic, social, political, cyber, environmental, legal and regulatory environments in which the Group operates;
- the adequacy of the Group's risk management framework, risk profile and risk appetite;
- the identification and assessment of material business risks and priorities (in terms of relative risk levels);
- procedures for identifying business and operational risks (including cyber security risks) and controlling their impact on the Group;
- the adequacy and operating effectiveness of the systems of internal control, risk management and related policies and procedures;
- procedures for ensuring compliance with relevant regulatory and legal requirements;
- the design and implementation of an effective and efficient system for identifying, assessing, monitoring and managing financial risks;
- the adequacy of the coverage and quantum of insurance arrangements of the Group;
- sustainability and climate related risks and opportunities relevant to the Company's operations and strategy
- the alignment of sustainability priorities with the Company's strategic objectives, risk management framework and values; and
- other matters requiring the approval of the Committee under its Charter or as referred by the Board from time to time.

As at the date of this Corporate Governance Statement, the composition of the Audit and Risk Committee is:

- Ellen Comerford, as Committee Chair;
- Shelley Beasley; and
- Don Clarke.

The majority of the members are independent and the Committee is chaired by an independent Director.

The Managing Director and her nominees, principally the CFO and Head of Legal support the work of the Audit and Risk Committee and are invited to attend and present at Committee meetings as required.

A copy of the Audit and Risk Committee Charter is accessible from the Corporate Governance section on the Company's Investor Website.

The Company has provided details as to the number of times the Audit and Risk Committee meets and the individual attendance of the members at those meetings in the Director's Report in the Annual Report.

### 7.2 Risk Management Framework

The Company has adopted and implemented an enterprise-wide Risk Management Framework and Risk Appetite Statement to support a consistent, robust and proactive approach to identifying, assessing and managing risk across the business.

The Board, through the combined Audit and Risk Committee, is responsible for overseeing the application of the Company's Risk Management Framework. The Audit and Risk Committee reviews the Risk Management Framework and Risk Appetite Statement at least annually to assess whether there have been any changes to material business risks, whether the Risk Management Framework is working effectively and whether the risk appetite set by the board remains appropriate.

The Committee recommends the Risk Management Framework and Risk Appetite Statement to the Board for approval. This review and approval was completed during the reporting period.

### 7.3 Internal Audit

The Company has not established an Internal Audit function. Responsibility for day-to-day risk management and internal control effectiveness sits with the Managing Director and executive team, supported by management within each business unit. The Company maintains a framework of internal assurance and control activities designed to provide reasonable assurance regarding the integrity of financial reporting, compliance with laws and regulations, and the effective management of material business risks. A risk-based approach is applied to focus assurance activities on areas of higher inherent risk, operational sensitivity or regulatory exposure.

Executive management obtains assurance through a combination of ongoing operational controls, review processes and management oversight. These include regular verification and reconciliation processes, management attestations, and executive review of key financial, operational and compliance metrics.

The Company regularly reviews and enhances its risk management and internal control processes to ensure they remain appropriate for the size, complexity and risk profile of the business. The effectiveness of key controls, together with any significant control deficiencies or risk issues identified, are reported by management to the Audit and Risk Committee.

This internal assurance framework, together with independent assurance provided by the external auditor in relation to the financial statements, supports the Managing Director and CFO declarations and provides the Board with confidence in the integrity of the Company's governance, risk management and internal control.

The Board, through the Audit and Risk Committee, considers that the existing risk management framework, internal controls and management oversight are appropriate for the size and complexity of the Company's operations. The external auditor provides independent assurance in relation to the Company's financial statements and reports to the Audit and Risk Committee on relevant control effectiveness and risk matters identified in the course of the external audit.

### 7.4 Environmental and Social Risks

The Audit and Risk Committee assists the Board in overseeing the management of the Company's material exposure to environmental and social risks by way of operation of the Risk Management Framework.

The Company's processes to manage and mitigate environmental and social risks are detailed in the Company's annual FY26 Sustainability Report approved by the Board.

# Principle 8

## Remunerate Fairly and Responsibly

### 8.1 Remuneration and Nomination Committee

The Company's Remuneration and Nomination Committee oversees both remuneration and nomination functions. Information on the Committee's composition and member independence is provided in the response to Recommendation 2.1 including that the Committee comprised less than three members for the period 1 July 2025 to 16 September 2025.

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;
- the adoption, operation and administration of all annual and longer-term incentive plans;
- the determination of levels of reward for the Managing Director;
- the annual evaluation of the performance of the Managing Director (via the Chair of the Board);
- 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.

The Company has provided details as to the number of times the Remuneration and Nomination Committee met and the individual attendance of the members at those meetings in the Director's Report in the Annual Report.

### 8.2 Remuneration of Directors and Other Senior Executives

Details of the Company's remuneration policies and practices for Non-Executive Directors, Executive Directors and key management personnel are set out in the Remuneration Report.

### 8.3 Share Trading and Conflicts Policy

The Company has a Share Trading and Conflicts Policy. The policy was reviewed during the reporting period and is accessible from the Corporate Governance section on the Company's Investor Website.

The Company's Share Trading and Conflicts Policy sets standards for trading in Company securities in a way that protects the Company, its employees, and shareholders from reputational and legal risk. The Policy sets out when employees and officers may deal in Company securities and the securities of other entities, and procedures to reduce risk of insider or inappropriate trading in Company securities.

The Policy expressly prohibits the Managing Director and senior executives from hedging or otherwise protecting the value of unvested or restricted equity awards, or using those awards as collateral, without the Chair's prior approval. Securities that have vested and are no longer subject to restrictions or performance conditions may be hedged or used as collateral, provided the Policy is complied with before entering into any such arrangement.