

Webjet Limited 2024 AGM report

ASX code	WEB
Meeting date	Thursday, 29 August 2024
Type of meeting	Hybrid
Monitor	Henry Stephens
Pre AGM-meeting	No

Meeting Statistics

Number of holdings represented by ASA	22
Number of shares represented by ASA	166,380
Value of shares represented by ASA	\$1.4m
Total number attending meeting	25 attendees
Market capitalisation	\$3.2 billion
ASA open proxies voted	ASA voted in favour of the resolutions

Monitor Shareholding: The individual involved in the preparation of this AGM Report has a shareholding in this company.

The AGM was a very uneventful meeting with only four motions and 6 questions of which the ASA asked 5. The motions were not controversial and were all passed by large margins. The remuneration report received 95% of votes cast in favour, the re-election of two directors, Roger Sharp (chairman) and Denise McComish received 94% and 99% respectively in favour, and the grant of rights to the CEO received 99% approval.

A couple of questions of interest to shareholders are described below:

- Why has the board not paid a dividend to shareholders despite a substantial increase in the company's profit in FY24, a record \$640 million in cash in the bank, and a very strong corporate balance sheet? Answer: No dividend was paid because the directors want to see if the convertible notes are redeemed or converted. This means that no dividend will be paid until after the convertible notes mature in April 2026, which is almost two years away!
- At last year's AGM, I asked that the tenure of the audit firm be included in the annual report and the names of directors be attached to their skills as shown in the board skills matrix. Unfortunately, this does not appear to have been done. Shareholders should know the tenure of the audit firm, especially if there has been no change in the audit firm for many years. This is especially relevant in the light of the PWC debacle. Can you tell me when Deloitte was appointed the company's auditor, and will you put this information in next year's annual report? Answer: 6-7 years ago, and yes both pieces of information will be made available to shareholders.

- The CEO is subject to a relative total shareholder return performance measure for the vesting of 50% of his performance rights. I would like to know why 25% of his rights vest at only the 40th percentile ranking, which seems overly generous when most companies' performance rights do not vest until at least the 50th percentile ranking is met. Answer: the CEO's fixed remuneration has not changed for the last two years and will not change for the next year; some schemes the 50th percentile doesn't pay anything which the board thinks is unsatisfactory and full rights do not vest until the 75th quartile is met, which is a stretch target.
- My question concerns the issue of board renewal. The chairman, Roger Sharp, has been on the board now for 11 years and Don Clark has been on the board for 16 years. Both directors will remain as Directors in the proposed corporate re-structure to be approved by shareholders at an extraordinary meeting on 17 September 2024. My question is, do you have a succession plan in place to replace yourself and Don Clark, and secondly what plans are in place to replace the two directors who are stepping down from the Webjet board? Answer: Don Clark will become chair of Webjet B2C. Another director will be added to the board of Webjet B2C by October 2024. Don Clark has told the ASA in private meetings that he will step down after two years. Roger Sharp did not indicate when he will step down, but he did say that the board would appoint another director by Christmas to replace Katrina Barry who will become CEO of Webjet B2C. Roger Sharp will remain chair of Webjet which will be renamed Webjet Travel Group, previously the old WebBeds business.

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