

Web Travel Group Limited 2025 Annual General Meeting Transcript

Tuesday, 26 August 2025, 9am AEST

Start of Transcript

Roger Sharp: Ladies and gentlemen, good morning. It's now just after 9:00 o'clock Melbourne time and I'd like to extend a very warm welcome to you to the Web Travel Group Annual General Meeting for 2025. My name is Roger Sharp, Chair of the company and I'll be chairing today's meeting.

I should have opened by saying we should have a swear jar up here – if anybody refers to the company's old name, a dollar goes in. It's very easy to do.

I'd like to begin by acknowledging the traditional owners and custodians of the land in which we meet today, the Wurundjeri People of the Kulin Nation.

Our Company Secretary Tony Ristevski confirms that a quorum is present and that no other items of business have been notified. Therefore, we'll work to the agenda published with the Notice of Meeting. I now declare the meeting open.

Today's meeting has been convened as a hybrid meeting and I thank you all for taking the time to either join in person at W Hotel or online via the Computershare platform. For members attending the meeting in person, could you please turn off your mobile phones, any photographic equipment and recording devices.

I'd now like to introduce my fellow directors who are present. Joining today to my left are our Managing Director, John Guscic. To my right, Remuneration and Nomination Committee Chair and Non-executive Director, Brad Holman; our Audit Committee Chair and Non-executive Director, Denise McComish; Non-executive Director, Rachel Wiseman; Non-executive Director and Chair-elect of the Remuneration and Nomination Committee, Melanie Wilson; and Non-executive Director, Paul Scurrah. All directors are present in person.

I'd also like to take the opportunity to introduce senior members of the Web Travel Group management team. There are too many to call out, so I'll inevitably miss some if I try, so I'm going to just start by acknowledging our Chief Financial Officer and Company Secretary, Tony Ristevski and our Global Chief Operating Officer, Shelley Beasley. Finally, I'd like to acknowledge the presence of our audit partner from Deloitte, Chris Biermann, who has led the audit of the company's accounts for the third successive year.

There'll be two major components to today's meeting. Firstly, an update on the business, and secondly, the formal business of the meeting. I'll start by making some introductory remarks about the business,

about FY25 and subsequent events in my Chair address, and then I'll hand over to John who will update you on your company's performance and outlook.

We'll then move to the formal notice as set out in the Notice of Meeting published on ASX. I'll start by tabling the company's 2025 financial year annual report and accounts. I'll then formally farewell our two recently departed directors, Katrina Barry and Don Clarke. We'll then put the six resolutions to be voted on to the meeting.

Just a few words on questions and voting. All share and proxy holders will be given an opportunity to ask questions or make comments today. For those shareholders and their representatives attending in person, please raise your blue attendee card when called upon to do so. You may speak once you've been acknowledged by the Chair of the meeting. We'd certainly appreciate it if you would identify yourselves.

For those attending online, you can submit questions or comments from now until we close the meeting using the online platform. To ask a question verbally, please follow the instructions below the broadcast window on the virtual meeting platform and the moderator will facilitate your participation.

To ask a question in writing, just press the Q&A icon on your screen, select the topic your question relates to, type the question in the text box and press the send button. Written questions can be submitted online at any time during the meeting and will be addressed at the appropriate time.

I'd encourage shareholders who are attending online to submit questions or comments as early as possible. Due to time constraints, we may well run out of time and I actually propose to limit the number of questions to five per person. If you have more than five questions and you want them addressed, please come up to us and see us afterwards or email and we will be very happy to respond.

I'll take questions and comments first from those attending in person, followed by any questions and comments from online attendees. Online questions may be moderated, or if we receive multiple questions on the same topic, they may be joined together.

All right, so all resolutions today are ordinary resolutions and will be passed by simple majority. The voting restrictions are included in the voting restrictions section of the Explanatory Notes in the Notice of Meeting. Voting will be held by way of a poll on all items. I appoint Michael Hutchison from our share registry, Computershare Investor Services as the Returning Officer.

To provide you with enough time, I'll shortly open the poll and voting will remain open until I declare the poll closed at the end of the meeting. For share and proxy holders attending in person, you've got a blue attendee card with instructions on the reverse. If there's anyone attending in person who believes they're entitled to vote but hasn't got a blue card, please make your way out to registration and speak to the Computershare team.

By completing the voting paper, you're deemed to have voted in accordance with those instructions. In respect of any open votes a proxy holder may be entitled to cast, you need to mark a box beside the motion to indicate how you wish to cast your votes. Shareholders and attorneys of shareholders need to mark a box beside the motion to indicate how you wish to vote. Once you've completed the voting paper, please print your name at the bottom and sign it. One of the Computershare team will collect your completed voting paper at the appropriate time.

For share and proxy holders who are attending online, the vote icon will appear at the top of the screen on the Computershare virtual meeting platform. Selecting the icon will bring up the resolutions and present you with voting options. To cast your vote, simply select one of the options. There's no need to hit 'enter' as the vote is automatically recorded. A tick will appear to confirm receipt of your vote, and you can change it up until the time voting is declared closed. To do so, just select 'click here to change your vote', and select a different option to override your previous choice.

If there are technical difficulties during the meeting, we do have discretion to determine whether and how the meeting should proceed. If I'm required to exercise this discretion, I'll have regards to the number of shareholders impacted and the extent to which participation in the meeting is affected. If you experience any difficulties, please consult the online user guide at computershare.com/virtualmeetingguide, or contact Computershare on 03 9415 4024.

I now declare voting open on all resolutions. I'll give you a warning before closing voting at the end of the meeting.

During the formal business of the meeting, we'll display the proxy votes received on the screen before voting by poll is conducted. You'll note that the votes received prior to the meeting were posted to ASX last night after the close of trading.

I'll now recap briefly on the 2025 financial year and then will pass to John for a more detailed commentary on FY25 and the outlook for the business.

FY25 marked the demerger of the company's B2C division into Webjet Group, enabling Web Travel Group to focus on and build WebBeds, our global B2B travel distribution division. After receiving overwhelming shareholder support, the demerger was completed on 30 September 2024. And it has, in our view, breathed new life into both businesses which are considerably more focused.

In FY2025, WebBeds continued to build revenues and market share in a large market in which we can keep growing for years to come. Unfortunately, our take rate on gross revenues was lower than we expected, in part due to a change in product supply mix and in part due to our own actions. These factors resulted in quite disappointing revenue and EBITDA outcomes. Remedial action has been taken. Margins have now stabilised. We're confident that we're back on track.

As reported in this year's annual report, which reflected the performance of the WebBeds business only, with FY24 restated to reflect the pro forma WebBeds business. FY25 bookings were 8.4 million, up 20% compared to FY24. TTV was up 22% to \$4.9 billion. Revenue was up 1% to \$328.4 million. Group underlying EBITDA was \$120.6 million, down by 13%, and underlying net profit after tax was down 22% to \$79.2 million. Reflecting the lower than anticipated revenue and EBITDA outcomes, no short-term incentives were payable to the management team or employees in respect of FY25 performance.

The company's transition to a new ERP system from FY21 to FY24, replacing multiple legacy systems, has introduced automation but it did uncover historical supplier payment and debit balance errors which required some financial restatement. This process is now complete.

A quick word on capital management. During the year, we took steps to minimise the potential dilution effect of the A\$250 million convertible note that's in place. They're due for redemption or conversion in April 2026. We undertook two capital management initiatives. Firstly, we invested in a hybrid financial asset providing access to 8.4 million shares in the company. And secondly, we completed \$150 million on-market buyback, buying back 31.2 million shares. The company has cash on hand and undrawn committed facilities to meet any redemption event without compromising our strong balance sheet.

I'll move quickly to governance. The demerger saw Don Clarke and Katrina Barry leave the Board to take up positions with Webjet Group. Since then, we've been recruiting directors. I'm pleased to say that Rachel Wiseman joined in January, and Melanie Wilson and Paul Scurrah have joined more recently in July, and we'll be seeking confirmation of their respective appointments today.

On sustainability, we continue to take steps to prepare for the new mandatory climate change reporting regime. This year, we refreshed our emissions baseline for the new Group and are developing an emissions reduction pathway to informed target setting. This year's sustainability report included this new baseline and an Australian Sustainability Reporting Standards aligned climate section as a dry run ahead of our first mandatory report next year.

I'll close by giving a vote of thanks. It's been a year of quite profound change for this company. I would like to thank the directors and the management team for their efforts in getting us through the demerger and to our shareholders for their ongoing support.

I'll now hand over to John for his Managing Director's address.

John Guscic: Thank you, Roger, and good morning and welcome. In February of 2013, we launched the WebBeds business and we sold \$17,000 worth of hotel rooms. And the trajectory from 2013 all the way through to COVID was unrelenting TTV growth, revenue growth, and by definition, EBITDA growth over that journey. So we had a great journey till the end of 2019 and we were annualised doing \$2.6 billion in TTV.

So from humble beginnings, we've had a tremendous growth over that period. COVID came and we had to restart the business again. So in restarting the business from virtually zero in a significantly more compressed timeframe, we've got to \$4.9 billion in TTV. So FY24, great year, great growth, great profit growth. FY25 has been a very poor year by our standards. It's the first time that we have significantly under-achieved against expectations that are created internally and we've missed the budget by a significant component.

As Roger touched on, it all relates to the take rate. Our underlying business and our volume was vastly superior to all of those in our comparative peer group set. We grew from circa \$4 billion to \$4.9 billion at a TTV level, and that's up 22%. The issue is revenue didn't grow anywhere near that rate, so we went from circa 8% take rates in FY24 to 6.7%, and the consequence of which is we didn't achieve our profit targets and our EBITDA was below last year, and Roger has gone through the numbers, but underlying EBITDA was only \$120.6m for the Group, underlying NPAT only \$79.2 million for the Group, and cash at bank was quite strong.

If I go to the key metrics of our business, the extreme left-hand side shows the success we have with the business model that we have in play. We are and still remain, we have been, we are, and will be the market leader and acquiring share in a highly fragmented, attractive market opportunity. And you can see the numbers notwithstanding the challenges we had on take rates where bookings have now gone to 8.4 billion and TTV \$4.9bn.

I've covered off the revenue and EBITDA and I'll talk a little bit about what's driving our overall success in the marketplace. If we look at it, we think there are three pillars of driving TTV growth, one of which is, what is the underlying market growing at? We just call that, that's the existing portfolio. And last year, it was a strong year for travel in financial year '25 where the underlying market was growing at 5%.

And on top of that, we look at what do we do to increase either supply or demand. And I'll talk a little bit about that in a second because all value is created from supply, but you have to have customers that we're selling it to. So during the year, we grew a combination of new hotels that we sell and new customers that we sell to that accounted for roughly 5% of our growth.

The thing that's most impressive about our business is our conversion rate. That is using a retail metric, same store sales. So for the exact same customers, how did we perform? We were up 13% over the course of the year. So you add those numbers and you get to 23% at a Euro constant currency basis of growth.

What's happened to our business and continues to happen to our business and will drive the significant opportunity for us over the next three, four, five years is the network effect of adding more hotels and more customers makes us more relevant to each end of that distribution chain and therefore makes us a more integral partner, which gives us a high degree of conviction around getting into \$10 billion by 2030, and we'll talk about that in a second.

The major failing that we undertook during FY25 was the collapse in margins. And Roger covered off some of the issues of what contributed to that collapse, and this is an explanation of what we're doing to address those. There were six factors that contributed to our reduction in TTV margin. Some of them relate to decisions we made, some of them relate to the demerger and the lack of focus that we as a management team had across the portfolio of our business, which is a complex business. It's a high volume business, so we need to ensure that we have full visibility across all elements of underlying trading and be able to respond to those, and our business continues to evolve. It's not the business that it was when we were selling \$17,000 in February of 2013, and it's certainly not the business that it was in 2019 when we did \$2.6 billion in sales. The business continues to scale and we continue to grow, and we have opportunities to accelerate that.

So if you go to the next slide, it talks about how our underlying bookings is double what it was pre-COVID, which is unprecedented in any other travel company on a global basis. There's nobody else at our scale that's been able to deliver that irrespective of whatever hotel or accommodation provider you are looking at. We are the market leader in growth and our TTV is almost double, but that's a reflection of different elements. We're selling a lot more domestic inventory, which comes at a lower average booking value and we're selling a lot more inventory in North America, which is again, lower length of stay and therefore driving the TTV number to be slightly down on the underlying bookings growth. But irrespective, whichever measure is what you benchmark us on, whether it's TTV growth or whether it's bookings growth, nobody else over that journey has grown as quickly as we have. Now, does that mean we're going to continue to see a continual degradation of our take rate? Unlikely. And I'll talk a little bit about what we expect to happen this year and a little bit about the actions we have taken over the course of the last nine months to address what could have been a potential declining take rate for us going forward.

I mentioned earlier that all value is created out of supply. For us we have had a unique business model. The reason why we have been successful and we have grown as fast as we have over the journey is because we're not exclusively directly contracted supply or we're not exclusively through third parties. We try to optimise the mix of things where we have a one-to-one relationship with the hotel and where we have third parties who can provide long tail last minute bookings or things that we don't have access to that are economic for us to get as a hotel as a consequence of our direct contracting model. Now, what has happened over the course of FY24, those two things got out of kilter. We saw an excess sale of third-party inventory at lower margin and not enough focus on our directly contracted hotel inventory. It got to the stage where we were circa 60/40 directly contracted historically and 40% through third parties, and that got to almost 50/50 during the course of FY24.

Now it is starting to shift the other way and partly because of our continued investment in our supply of directly contracted hotels. And here we talk about what we're going to do on this slide, which is what we have done. Where we have significant coverage already, where we don't need to invest is Europe and the Middle East, but where we do need to invest, which are the fastest growing regions in our

portfolio, which is in North America and in Asia. And we've ramped up our direct contracting capabilities in both of those regions and we think that will drive significant benefit for us in FY27. Let's focus on what our world looks like. We are as a pure play, and we are now completely a pure play B2B wholesaler now that we have de-merged from Webjet and the consequence of which is we are the second-largest pure play B2B wholesaler in the world. Having been the second-largest pure play B2B wholesaler, we only have, we think, roughly 3.3% of global market share.

There is no runway that is imminent that we can't continue to progress this business. There is significant headroom for us to continue to grow at the rates that we have and be the market leader. So our ambition, which has been on tap now for 18 months, is that by the end of FY30, we will be delivering \$10 billion in TTV, which is circa double what we achieved last financial year at 50% EBITDA margins, which are some of the healthiest EBITDA margins, not just in the travel industry but of any industry. The ability for us to convert a dollar of revenue into a dollar of profit is in a small minority of companies that have that capability and we have done that historically and there's no reason why we won't be doing it going forward.

So let's give you an update on first half '26 trading. This is where everyone online pays attention, right? They don't really care what I said up until now about the strategy and anything else that drives value. They just want to plug the number into the spreadsheet, so I want to help them. I want to help them because over the course of the last 18 months, there's been a lot more publicly available information about B2B intermediaries and B2B wholesalers than there was two years ago. There's been two companies that have IPO'd that are direct competitors and partners of ours and one of the largest travel businesses in the world has segmented their results to focus on their B2B element of that particular organisation.

And you would think with more information, there'd be greater certainty and clarity about our business. And yet if I responded to every analyst or investor call, it seems that all it's done has created uncertainty or there are readthroughs that are applicable to another business that doesn't have the growth profile of us, and that applies to what's happening to our business, which is a completely fallacious way of looking at our underlying business because notwithstanding the poor performance that we had in FY24, we've been remarkably consistent. And if we tell you stuff is going to happen, usually it does happen.

So I just want to revisit some of the things we said at the end of FY25's results. If we look at WebBeds using Euro as the functional currency, we said we would deliver margins of at least 6.5% and we'll tell you why that's stellar in a second. Deliver margins of at least 6.5% for the full year – no change to that as we sit here today at the AGM. We said our TTV margin will be lower in the first half – yes it will and no change, it'll be somewhere between 6.2% and 6.4%. Again, I'll talk about that in a second with more detail. We said our expenses will grow in high single digits – correct. We said our full year EBITDA margins are expected to be between 44% and 47% – that's still correct. Our Capex will be in line with the money that we committed to the Capex programs in FY25 – no change. Now, what has happened, and

this is a little bit funky, but in the end it doesn't really change anything fundamental to our business, but the weakness in the U.S. dollar, which is our largest currency of trade, we have a very large North American business and our Middle East business, virtually every currency in the Middle East is pegged to the U.S. dollar. So even while our functional currency is the Euro, we actually trade more in USD than we do in Euros. And that's been a headwind with the continuing weakness in the U.S. dollar. And as recently as this morning, it's another 1% of a headwind as it continues to weaken.

So that's what we've said about the business. Other than FX, which all powerful that I'm not, I cannot influence that, but if I could, I would've called it out in advance and been an FX trader and I wouldn't be here getting the scrutiny that I'm about to get – that would be a better outcome. So we move on to what is the consequences for us as a Group, in essence, in Aussie dollars. We said the corporate costs would be roughly \$24 million – no change. We said D&A would be \$28m – that's \$31m, driven by the FX change of functional currency we spoke about. Underlying net interest and finance costs would be \$15m, we said mid-teens – it's going to be \$16m due to less interest income, which Tony can talk about. Tax rate to be 17% – no change. Cash conversion to be greater than 100% – no change. And just for more clarity, the first half as it will be in every year, will be significantly greater than 100%, and the second half will be a little bit weaker, but at the full year, it will be circa 100% cash conversion for our business. And the FX impact, notwithstanding what I described as the headwind of the USD, when we translate Euros into Aussie dollars, we are up circa 8%. That is a net benefit to us at this particular juncture. So that's what we said and that's where we're up to on some of the key drivers of what are the inputs that drive the outputs of our business.

How have we gone? Notwithstanding everything that's occurred, including the significant amount of cancellations driven by the Israel-Iran conflict over that two-week period, we're still, as I calibrate, the fastest growing travel business over this six-month period.

Now, I say that with one caveat that no one else has put their numbers out, but this is our forecast numbers for what TTV and bookings would look like. But we have seen Q1 of ours against everybody else's, and we're growing faster in Q1 than all of our competitors. Margins are stabilised, as I've already spoken about. So overall, TTV in Euro up mid-teens, America, mid-twenties, Asia-Pacific, Europe, low-teens, Middle East flat. Now that's clearly going to be a drag on our growth rate overall because as everyone who's scurrying back looking at what did we give as an update at the end of May when we gave our full-year results, Middle East was plus 30% for the first eight weeks of trading, and we anticipate it being flat. That shows the impact of the Israel-Iran conflict to that particular region and what happened to bookings in our ecosystem over that particular journey.

Where does that leave us as we look forward to the half-year results? In Aussie dollars, we expect to be delivering at least \$3.1 billion, and that compares to last year's \$2.6 billion. I'll just talk a little bit about margin then because I then want to come back and describe why that's such a stellar result. But our margins for the first half in FY24 were 6.7%. That included our DMC business, which is a business that

we had called Jac Travel and we sold that business and it contributed about 0.2% to our overall margin. 6.7% to 6.5% is the like-for-like comparison of the underlying margin.

What we have delivered is \$500 million incrementally at exactly the same margin as we delivered the original \$2.6 billion. Margin hasn't been impacted as we continue to drive the growth that we're talking about, and we'll obviously have a whole lot more colour when we get to the half-year audited results. Bookings are actually ahead of the TTV in USD that I spoke about on the previous slide where bookings are closer to mid-to-high teens, and overall, we are still targeting record EBITDA in FY26.

Back to you, Roger.

Roger Sharp: Thank you, John. I'll now invite share and proxy holders attending in person to ask questions or make comments relating to either my address or John's, but not relating to the formal business of the meeting. Could you please raise your blue attendee card if you wish to speak to the meeting. Once you've been handed a microphone if you could state your name and who you represent before asking your question. Any questions folks? Henry. Microphone coming.

Henry Stephens: I'm not too sure if I should be asking this question right now or for when you talk about the financial statements, but I think it's applicable to both. My name is Henry Stephens, I'm from the Australian Shareholders Association. The ASA believes that the Annual Report has a number of shortcomings, and I'd like your assurance that these important changes will be made to the 2026 Annual Report.

First, we believe there should be a disclosure in the Annual Report of how long both the audit organisation and the audit partner have been in place and the date of the last competitive audit tender. We believe this is important information for retail shareholders and should be clearly disclosed in the Annual Report.

The second improvement is that the Board skills matrix that appears in the corporate governance report does not show the skills of each director. The ASA believes a genuine matrix where each individual director is listed across the top of the page and the various skills appear of each director appear on the left-hand side. This approach tends to lead to more realistic assessments of directors and allows shareholders to better judge what each director brings to the table. I know it's pretty easy for people to work out which director it is, but it just makes it so much easier for retail shareholders so that they don't have to do any work. That would be really good if you can do that.

Now, the next thing, can you also include in the Remuneration Report, a five-year history of the CEO and the CFO's STI and LTI payout percentages. This is an excellent way of demonstrating the fairness of the targets set by the Board.

And finally, one of the most requested items the ASA receives from retail shareholders is a five-year summary of revenues, EBIT, EBITDA, net profit, and dividends in the Annual Report. I know the company

hasn't been around for five years, but I'd like you to undertake to put that data into the Annual Report in the future. Thanks very much.

Roger Sharp: Well, Henry, you're right, that probably fitted better into the questions on the Annual Report, but here it goes. To your four questions: yes, no, yes, yes. Starting with disclosure on how long the audit partner has been with us and the date of tender, very happy to disclose that going forward. Board skills matrix, as we chatted about a couple of times, we actually looked at the ASX300 in some detail to see how they reported. Corporate Governance Rule 2.2 from memory, sets out the prescribed procedure, and the protocol for almost all ASX 300s is to provide a general skills matrix for the Board. We think that it's not a hard thing to do to look at individual directors' backgrounds as specified in the Annual Report to work out what their skill sets are. So that is a 'no' from us. On the remuneration report, a five-year history of CEO remuneration, very happy to do that. And item four, five-year summary of financial performance – as you've pointed out, Henry, it wasn't something that we were able to do having just demerged, but going forward, we are very happy to cumulatively present our time-based results. Thank you.

Sir, you had a question?

Speaker 1: Yes.

Roger Sharp: There's a microphone coming.

Speaker 1: Thank you. Is it on?

Roger Sharp: Yeah.

Speaker 1: Just a small quote first – up until I came here, I wasn't convinced that you've made a successful demerger, but my question is, I'm only a small shareholder with 8,000 shares. When will you be making dividends again, please?

Roger Sharp: That's a fair question. Thank you. The next waypoint we've got to consider dividends and capital is in April next year when our \$250 million convertible note will either be redeemed for cash or converted to equity. On the current trajectory, who knows? It could be redeemed for cash, which will require us to use our cash facilities and potentially some undrawn debt. We see ourselves as a growth business. I think John's narrative moving from last year's run rate of 5 billion of TTV to 10 means that we see ourselves dedicating our capital to growth. As I sit here today, there is no plan to introduce a dividend, but I wouldn't want to call that out too soon. Let's see what happens with the convertible note in April '26, we'll make a call after that.

Speaker 1: So that'll be after this year's financial results?

Roger Sharp: Correct.

Speaker 1: Thank you very much.

Roger Sharp: Thank you. Any other questions from the floor, please?

Michael Raiter: Michael Raiter. I'm a private investor from Oceanic Drive. There's a lot of information about AI and the impact it's going to have, and I'm just wondering what, John, maybe a question for you, what do you think the biggest negative impact of AI will be on WebBeds?

John Guscic: I wake up in the morning and I look for the sunshine as opposed to looking for the rain. So I try to think of AI, what it can do positively for our business, and that's a separate question which you haven't asked, so I won't answer that, but I'll talk about what the negative implications are.

If I go back to the central tenet of what our business is, on this side we have 500,000 hotels, and on this side we have the equivalent of, say, 50,000 end users who consume those hotels, and what we provide is a pipe that connects those hotels to those end users. I don't know how AI is going to simplify the distribution of that information from here to there and then confirming it there and sending the financial records back to here. So what we fill in our role as an intermediary is to connect those two ends of the pipe.

Now, we as a business, and we have circa 2,000 people who talk every single day with our hotel partners, and they see nothing on the AI front that's going to stop the distribution that they have. Now, within the distribution chain, there might be an emphasis on AI-enabled OTAs or AI-enabled tour operators. So the end consumer may change, but the connectivity, which is the role that we play, is highly unlikely to change.

Now, that's my view today. If there are other advantages or things that change with the way AI is implemented across our ecosystem, I could update the answer, but at this point, very, very limited in that connection between supply and demand.

Roger Sharp: Thank you. Any other questions from the room? Carolyn, anything online, please? Okay, thanks very much.

I'll now move to the formal business of the meeting. The minutes of the previous Annual General Meeting held on 29 August 2024 and the Extraordinary General Meeting of members held on 17 September 2024 being in order were signed and are tabled for the information of shareholders. The Notice of Meeting and Explanatory Statement were made available to shareholders on the 25th of July this year in compliance with the Company's constitution, and I propose to take them as read unless there are any objections.

The first item of ordinary business on today's agenda is to receive and consider the Financial Report, the Director's Report, and the Auditor's Report for the Company for the financial year ended 31 March 2025. Although this isn't a voting item, we'll be pleased to receive questions and comments and our auditor,

Chris Biermann, is also available to answer questions on the conduct of the audit, the Auditor's Report, the Company's accounting policy, or the independence of the auditor. I'm just going to check, Carolyn, I believe there were no written questions received prior to the meeting?

Carolyn Mole: That's right.

Roger Sharp: Right. Okay, thank you. I'll now invite shareholders and proxy holders to submit or ask questions or make comments related to this item of business. Could you please raise your blue card if you're present and wish to comment or make a question.

No questions. Anything online, Carolyn?

Carolyn Mole: No.

Roger Sharp: All right. Thanks very much. A vote of thanks and a farewell. We'd now like to formally record our thanks to Don Clarke and Katrina Barry for their service to the company. Katrina and Don resigned as directors on 24 June and on 30 September, commenced their new roles as CEO and Chair of Webjet Group. Don was with us for 16 years and we'd really like to recognise his many contributions to the Board of this company, and we also wish Katrina every success in her new role. I'd also like to point out that my colleague to my right, Brad Holman, who has been with us for at least a decade?

Brad Holman: 11 years, Roger.

Roger Sharp: 11 years. This is his last AGM. He'll be leaving the Board on 30 September, and I would very much like to thank Brad for great service, great advice and counsel over a number of years.

So we'll now move to today's resolutions, which will all be voted on by a poll. I'll give you ample warning before closing the poll after the conclusion of the final item of business.

Resolution one relates to the election of Rachel Wiseman as a director. Under Rule 10.11 of the company's constitution, the appointment of a director must be confirmed by shareholders at the next Annual General Meeting. We appointed Rachel as the director on the 15th of January this year and are now seeking shareholder confirmation of that appointment. Rachel's background is set out in the Notice of Meeting. I'll now hand over to her to say a few words in support of her election. Rachel, time to sing for your supper.

Rachel Wiseman: Thanks, Roger. I was, as Roger said, really privileged to be appointed to the Board in January this year. I'm a member of both the Risk Committee and the Remuneration and Nomination Committee. My executive career has and continues, and I started as an accountant and became a lawyer and an operator. I've worked across lots of industries, telecommunications, media and entertainment, travel and tourism, and I now lead NRMA's investments, strategy, M&A, and I have operational oversight of some of its key marine tourism and travel businesses. I have a deep expertise in strategy and governance as a result of that background, underpinned by career-leading companies through

transformation and growth initiatives. As CEO Member Capital at NRMA, I have led the repositioning of the organisation as a major investor in domestic tourism. We own now holiday parks, hotels, resorts, cruise lines, tourism experiences, and SIXT car rentals. It's really honed my ability to align capital allocation to long-term strategic objectives, ensuring sustainable value creation for all of our stakeholders.

As I said, I began my career as an accountant before I became a lawyer, and that really bedded down a foundation in corporate governance, regulatory compliance, and risk management, skills that continue to inform my approach as a director today. I have been on multiple boards in the past, private boards, including the Travelodge Hotel Group and Elenium Automation, which is another travel technology business. I have other directorships, but they're all linked to my role at NRMA, other than a longstanding role supporting my family making wine in New Zealand. Given the impact of travel and tourism on people and place and having experienced that firsthand growing up in New Zealand, I'm passionate about shaping the future of travel through strategic foresight, disciplined governance and innovation, and recently did the MIT AI Strategy course to make sure that I was across how AI would move the industry.

So I am very grateful that I have an opportunity to bring my combined legal, operational, investment expertise to help serve Web Travel Group, navigate regulatory operational complexity, and capitalise on its growth opportunities. And I'm looking forward, if you permit me, to continue my role as a non-executive director and bringing all that past learning and experience to bear. Thanks.

Roger Sharp: Thank you, Rachel. I now draw shareholders' attention to the proxy votes received as shown on the screen. If there are questions on this resolution from shareholders or proxy holders attending in person, please raise your blue card. Henry.

Henry Stephens: Henry Stephens from the ASA. Just looking at your very good resume, it looks like this is the first time that you've occupied a position as a director of a major listed Australian company. I'm just wondering, can you tell us if there's an induction process when you join the Board and what that involves?

Rachel Wiseman: It involves meeting lots of people, asking lots of questions, and reading lots of documents, and I was grateful to spend time with Shelley, Tony, and John to learn about the business. I had also had experience of the business through the hotels that we operate as well, so I know the value of independent hotels having connectivity to a large market, which is really exciting. I've also been general counsel of a listed entity, so I've got first-hand experience of how to navigate some of those risk and compliance elements as well. Thanks for your question.

Roger Sharp: Any other questions from the room? Thank you. Carolyn, any online questions relating to this resolution?

Carolyn Mole: There are, Roger. There's one from Stephen Mayne.

Roger Sharp: Okay.

Carolyn Mole: What was the recruitment process through which we recruited Rachel, Paul and Melanie as new directors of Web Travel Group during the year? Which recruitment firm assisted with the process, and how many unsuccessful candidates did the full Board interview? Sorry, there's also more. Should I just continue?

Roger Sharp: Let's start with that one.

Carolyn Mole: Okay.

Roger Sharp: I'll answer that. We engaged a global search firm called True Search, which has a representative office in Sydney. We looked at literally dozens of candidates and spent a lot of time interviewing people. Every director interviewed the shortlist. There were a number of directors that didn't move forward. I'm confident that this was a robust and independent process. None of the candidates are close associates of anyone on this Board. All were more or less unknown to us, with the exception of Paul, whom we had met once or twice when he was Group CEO of Virgin, the airline.

Next question, Carolyn.

Carolyn Mole: Continued. Chair Roger Sharp has been on the Board for 12 years. Is he planning to offer himself for re-election when his current term expires, and does he believe the next chair is currently on the Board?

Roger Sharp: Oh, that's a very leading question, Stephen. Well, you'd always hope so, but people need to step up, don't they? Yes, I have been here for 12 years. The vast majority of the proxy advisors still regard me as independent. I'm up for re-election a year after next from memory. We review this all the time, we talk about it. We talked about it yesterday, we talk about it relatively frequently. My personal goal would be to see this company through to its 10 billion TTV goal. Whether shareholders choose to re-elect me on that journey, it's entirely up to them. What I would say is we really have a brand new Board. We've got Denise who's been here for four years. Brad's leaving. We have three new directors. I think institutional memory is quite important in these situations, so my plan would be to be here for a little bit longer, but we will serve at the pleasure of shareholders. Is the future chair of Web Travel Group here already? Well, that's for us to work on.

Next question.

Carolyn Mole: No further questions.

Roger Sharp: All right. Thanks very much.

I now put the motion to elect Rachel to vote as an ordinary resolution. If you could vote for resolution one by marking your voting paper if you're here in person or using the vote icon if you're attending online, please.

We'll now move to resolution two, which is the election of Melanie Wilson as a director. Under Rule 10.11 of the Constitution, the appointment of a director has to be confirmed by shareholders at the next AGM. We appointed Mel as a director on the 1st of July 2025 and we're now seeking shareholder confirmation of that appointment. Melanie's background is set out in the Notice of Meeting. I'll now hand over to Mel, who can sing for her supper.

Melanie Wilson: Thank you, Roger, and good morning to shareholders. I'm honoured to stand for election to the Board of Web Travel Group and appreciate your consideration today. I bring over nine years of experience as a non-executive director and also as a chair of an ASX-listed company, giving me deep insight into governance, strategic oversight, and fiduciary responsibilities at the highest level. Currently, I serve as a non-executive director of JB Hi-Fi, and I'm also on the Board of the Oroton Group. I've also recently retired from nine years on the Board of Baby Bunting, including three years as Chair and six years on the Board of New York Stock Exchange-listed Property Guru.

These roles have sharpened my understanding of retail and market dynamics and navigating complex market conditions. My experience spans chairing remuneration committees and serving on audit and risk committees, ensuring I understand the critical importance of executive oversight, financial integrity, and risk management. I also have extensive M&A experience, including overseeing the successful sale and privatisation of Property Guru in December 2024. I'm committed to bringing independent judgement, strategic thinking, and rigorous oversight to the Board. Together we can ensure Web Travel Group continues to thrive and deliver value for all shareholders. Thank you for your consideration, and I look forward to contributing to our collective success.

Roger Sharp: Thank you, Melanie. The proxy votes received are now shown on the screen behind the Board. Are there any questions on this resolution from shareholders or proxy holders who are here in person? Henry.

Henry Stephens: Thank you. Melanie, you've been a director of a couple of very interesting companies, JB Hi-Fi, one of the most successful companies on the ASX, and Baby Bunting has been through and still going through a couple of years of real tough business at the moment. What have you learned from Baby Bunting? You must have learned some really interesting lessons from that. And JB Hi-Fi, too. Thank you.

Melanie Wilson: Yes, thank you. I'm not going to speak directly on those businesses because we're not in an AGM for those, but I think, look, as a director, and I've been on boards for nine years now, I mean there's a lot of different aspects to businesses' success and what makes them grow. I think Baby Bunting, there were some issues, but we've put a new team in place, a new CEO in place, and we've got

a very clear strategy, and the growth of that business, you saw the results, I think it was last week, of being, you know, it looks like that business is tracking very well, and I'm very proud of where they've come through. And retail businesses especially are impacted by cost of living. We all know COVID's had a big impact on JB Hi-Fi for different reasons to a business like Baby Bunting.

So look, if I look at where Baby Bunting came from, it was, when I joined, it was very much a small family company. It's now a very growing ASX business. So it's gone through a lot of governance change, and I think it's a very well-run business. JB Hi-Fi, again, has very strong governance and a great Board and a great management team. So there's a lot of things that you learn on boards that you can apply across other boards as well. So I think there's learnings that you can take from one board and things that you can see can apply across to others. Thank you.

Roger Sharp: Thank you. Any other questions from the room? Any questions online, Carolyn? Right, okay. I now put the motion to vote as an ordinary resolution. Could you please lodge your vote for resolution two.

Which moves us now to resolution three, which is the election of Paul Scurrah as a director. Once again, Rule 10.11 of the Constitution requires an appointment such as this to be confirmed by shareholders at the next AGM. We appointed Paul as a director on the 1st of July this year. We're now seeking shareholder confirmation of that appointment. Paul's background is set out in the Notice of Meeting. I'll now hand over to Paul to say a few words in support of his appointment. Paul.

Paul Scurrah: Thank you Roger, and good morning everyone. I can confirm that is a photo of me up there, for those online I look a little different. I've got longer hair and a beard. So that is me. So I am delighted to be here. I've had the great pleasure in my career working in many sectors within this industry, so airlines and loyalty programs, obviously, travel retailing and travel wholesaling and holiday packaging and I've never lost my passion for that industry, so that's why I'm delighted to have been nominated to join the Board of the Web Travel Group and I think I'm joining at a very exciting time. I'm super impressed with the leadership team led by John. I think they're incredibly competent, focused and motivated, which is something you always look for in an investment. So if elected, I look forward to helping and contributing to the future success of the company. And I'm also looking forward to drawing on my extensive executive experience, having run a number of Australia's largest and, some would say, most iconic or infamous companies such as Queensland Rail, BP World Australia, which is the largest stevedoring company in the country, Virgin Australia and Pacific National. I also look forward to utilising my non-exec experience and for almost five years now I've been a non-executive director of ASX Listed company, RPM Global. I also Chair the rem and nom committee there and it's had a stellar run over the period.

I'm also currently an advisory board member for the Sports Australia Hall of Fame. Previous NED positions at the Australian Tourism Data Warehouse as the Chairman, a non-executive director, and

then the Chair of Whizz Technologies. I was on the Board of Australia Post, I was, for my sins, a passionate Board member, establishment Board member of the Gold Coast Suns Football Club for 13 years and we're going to make the finals for the first time this year, so I'm happy about that. I was also on the Board of Asian Terminals International and the Australian Federation of Travel Agents and AWH Pty Ltd. So I have a great mix, as I see it, of executive experience with non-exec experience, joining at a great time. Really privileged to be alongside the existing and the new directors here and look forward to a big success. Thank you.

Roger Sharp: Thank you, Paul. The proxy votes received are now shown on the screen behind us and if I had to comment, Paul, you've had a couple of votes against you there. You've only got 99.87 percent.

Paul Scurrah: Yeah I'll find them. I'm very competitive. I came in 0.03 ahead of the two next to me, so it took an enormous amount of lobbying to get there.

Roger Sharp: Are there any questions on this resolution from shareholders or proxy holders attending in person please? Anything online, Carolyn?

Carolyn Mole: No, there isn't Roger.

Roger Sharp: No. All right. I now put the motion to vote as an ordinary resolution. Please lodge your vote for resolution three.

Which takes us to resolution four, adoption of the Remuneration Report and the resolution is to consider and if thought fit to pass the following as an ordinary resolution – that pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report set out in the Annual Report for the financial year ended 31 March 2025 be adopted. This resolution is advisory and while it doesn't bind the directors or the company, we definitely take its signalling effect seriously. Please note that the key management personnel of the company, including directors and their closely related parties are excluded from voting in any capacity on this resolution as per the Notice of Meeting. However, as the chair of the meeting, I will be voting undirected proxy votes where I've been appointed as proxy in favour of this resolution. The proxy votes received are now shown on the screen. Are there any questions on this resolution from shareholders or proxy holders who are present today in the room? Carolyn, anything online?

Carolyn Mole: Yes, there is, Roger. There's a question from Stephen Mayne. Many thanks for once again disclosing the proxy position to the ASX last night before this morning's AGM and also for including the headcount data. Whilst all resolutions were overwhelmingly supported, the data confirms how retail shareholders' sentiment can sometimes differ from the proxy advisors and major shareholders on remuneration matters. The proxies show 97.8% of voted stock by 186 shareholders supported the CEO's latest LTI grant with the 2.15% against vote on the proxies coming from 160 smaller shareholders. Did any of the smaller shareholders opposing the grant let you know why?

Roger Sharp: That's a really interesting question, Stephen, having walked the streets and spoken to a number of larger shareholders and having spoken to the proxy advisors in some detail, I think we understood quite clearly any concerns or issues they had, but I'm not aware of smaller shareholders making their views known to us. I might just ask Henry, did the Australian Shareholders Association receive any feedback from smaller shareholders against it?

Henry Stephens: No, not directly.

Roger Sharp: Right. So the answer is, I don't know. I'm happy to look into it further, but as of today, just do not know. Any other questions? Thank you. I now put the motion to a vote, as an ordinary resolution. Could you please lodge your vote for resolution four.

We now move to resolution five, which is the approval of an amendment to the terms of existing rights. Now there's a bit of verbiage here which I'm going to go through as quickly as possible. The company held an EGM on the 17th of September 2024 for shareholders to consider and vote on the demerger of Webjet Group Limited from the company which was approved at the EGM and implemented on 30 September 2024. At the EGM, the company obtained shareholder approval to grant certain rights to John Guscic, the Managing Director. The rights included two performance conditions, one of which was an underlying diluted earnings per share growth metric tested over a two-and-a-half year vesting period, commencing on the 1st of October 2024, being the first day following implementation of the demerger.

The 2.5-year testing period for the EPS growth metric referred to in the notice of EGM was incorrect and was intended to be a three-year period from the 1st of April '24 to 31 March '27, consistent with the length of performance testing periods adopted for past grants. Only the TSR metric, total shareholder return metric, being the other performance condition for the rights was intended to be tested over a 2.5-year period.

So, mea culpa, we made a mistake. The company is seeking shareholder approval to correct the testing period of the EPS growth metric to a three-year period from the 1st of April '24 to the 31st of March '27. All other terms of the rights will remain unchanged. As explained in the Notice of Meeting, a three-year EPS testing period commencing 1 April '24 is actually more rigorous than a two-and-a-half year EPS testing period, as it uses the company's pro-forma full year FY24 results as a baseline, whereas the company's first half '25 results were lower than the first half '24 results due to the TTV margin decline previously disclosed. Listing Rule 6.23.3 prohibits changes to terms of options and performance rights, which have the effect of reducing the exercise price, increasing the exercise period or increasing the number of securities received on exercise. The company has received confirmation from the ASX that the proposed amendment is not prohibited by listing Rule 6.23.3.

Listing rule 6.23.4 allows variation to the terms of performance rights which are not otherwise prohibited by LR 6.23.3 provided shareholder approval is obtained. As such, the company now seeks

shareholder approval of the proposed amendment. The proxy votes received on resolution five are shown on the screen.

Are there any questions from the room please on this resolution? Any questions online, Carolyn? No? Thank you. I now put the motion to a vote as an ordinary resolution. Could you please lodge your vote for resolution five.

We now move to resolution six, which is the approval of the grant of rights to our Managing Director John Guscic. It's the final resolution for today and it's for the approval of a grant of 651,732 performance rights to John. Listing Rule 10.14 requires that shareholders of an ASX listed company must approve the issue of securities including options and performance rights to a director under an employee incentive scheme. Accordingly, the Board seeks shareholder approval for the grant of 651,732 performance rights to John as part of his remuneration package applicable in FY26. There are no changes made to his fixed annual remuneration. The proxy votes received on resolution six are now shown on the screen. Are there any questions on this resolution from shareholders or proxy holders who are here in person please? Carolyn, anything online?

Carolyn Mole: Yes. There's one question from Stephen Mayne. John Guscic has been CEO since 2011, so to provide useful context on this resolution, could he please briefly summarise his past LTI grants as to whether they have vested or lapsed? Also, has he ever sold any ordinary shares in the company or bought any on market without relying on an incentive scheme to build his equity position in the company? Please don't say to look it up in the Annual Report and through ASX announcements, it's complicated over many years and John could factually summarise the situation quickly.

John Guscic: I think Stephen has overplayed my knowledge of the last 13 years or 14 years of equity grants, but I'll summarise it as best I can to capture the flavour of what I think the question is. From virtually the day that I walked in the door as Managing Director, I had a high degree of conviction that we had a strong growth profile and I would like to have taken advantage of that strong growth profile by entering into option arrangements that have been in place over many, many years, and that's how I started getting an equity exposure to the stock. I don't come into the role as an independent, wealthy individual, so obviously I had to finance those option arrangements, which I have done continuously over the journey.

There have only been two instances that I can think of, that I say that I can think of where I've had to sell the shares. One was, I got divorced about 10 years ago, and as part of that settlement I had to fund a divorce settlement, which I did. The second was during COVID when they were significantly out of the money and I let them lapse. They're the only two times that that's happened. I have bought shares back in the day. I haven't been a trader in the shares over the journey. I'm not an active seller. So, to put it into context of the other elements of the question, which is what elements of LTIs and et cetera did I receive? I can tell you this one, because it's fresh in my mind. There's, of the last six years of STIs, I

voluntarily didn't take an STI, short-term incentive, for three years. I took a salary reduction during COVID, and last year we achieved no short-term incentive. So in the last six years, four years, I've had zero short-term incentives and the two years that I did get paid short-term incentives, they didn't hit 100% of the capability. Not being critical, but I'm looking at Roger thinking, why? Am I that bad?

Roger Sharp: No. I think we have to look at the shareholder experience, John.

John Guscic: Oh, there we go. On the LTIs, my anticipation, and again, I don't have any documentation in front of me to tell you the exact number, but I think of the LTI that's due to me in FY27, I will receive circa 25% of the LTI because we haven't met the hurdles. Notwithstanding what looks like an attractive package up there, you actually have to deliver against it, which clearly I didn't do over the course of this three-year vesting period. And I looked at Tony, who will tell me roughly this year's one, 60%? Okay. That's the best of my knowledge of the recent LTIs and what I've been able to do.

Roger Sharp: Thank you, John. Any other questions Carolyn? Right. Okay. I now put the motion to vote as an ordinary resolution. Could you please lodge your vote for resolution six.

We're coming towards the end of the meeting. Do any shareholders or proxy holders have any final questions or comments on the resolutions to be voted on today, which haven't been addressed? We'll start with people in the room. Any final questions, please? Anything further online? Thank you. Well, that concludes our discussion on the formal items of business. In a couple of minutes, I'll close voting, so please ensure you've cast your vote on all six resolutions.

I'll now pause for 30 seconds to allow you time to finalise those votes. For in-person attendees, please complete your voting paper before placing it in the ballot box. A reminder that you must indicate the manner in which your vote's to be cast by placing a mark in the box. Print your name, sign the voting paper. If you've got difficulty, please raise your hand and we'll come and help you. For online attendees, simply press the vote icon, select one of the voting buttons, and a reminder, there's no need to hit enter or submit.

Michael, you've got all the votes in the room? I'm just going to give another 30 seconds for people online to complete in case they went off for a cup of coffee or something and then we'll wrap up.

All right. As all voting appears to have been completed, I now declare the poll closed and formally charge Michael Hutchison as Returning Officer to count the votes. Ladies and gentlemen, that concludes our proceedings today. My fellow directors and I would like to thank Web Travel Group's shareholders for their continuing support. Once the votes have been counted, the results of the poll will be released to ASX later today, it will be available on our website at webtravelgroup.com. Thank you shareholders, proxy holders, and visitors for your attendance. I now declare the meeting closed. Thank you.

End of Transcript