**WEBJET LIMITED**
ABN 68 002 013 612

# NOTICE OF ANNUAL GENERAL MEETING
**Wednesday 22 October 2008**

Notice is given that the Annual General Meeting of the shareholders of Webjet Limited ('Company' or 'Webjet') will be held at the Company's Registered Office, Level 9, 492 St Kilda Road, Melbourne, Victoria on Wednesday 22 October 2008 at 11.00 am.

## ORDINARY BUSINESS

### 1. Financial statements and reports

To receive:
- the Financial Report;
- the Directors' Report; and
- the Auditor's Report,

for the year ended 30 June 2008.

### 2. Remuneration report (Resolution 1)

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*That the Remuneration Report as set out in the Annual Report for the financial year ended 30 June 2008 be adopted.*

Note: The vote on this resolution is advisory only and does not bind the Company or its directors.

### 3. Re-election of Mr Allan Nahum as a director (Resolution 2)

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*That Mr Allan Nahum, a director retiring by rotation in accordance with clause 58 of the Company's Constitution, and being eligible, be re-elected as a director of the Company.*

### 4. Re-election of Mr John Lemish as a director (Resolution 3)

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*That Mr John Lemish, a director retiring by rotation in accordance with clause 58 of the Company's Constitution, and being eligible, be re-elected as a director of the Company.*

### 5. Election of Mr Donald Clarke as a director (Resolution 4)

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*That Mr Donald Clarke, being a director appointed during the year in accordance with clause 56 and being eligible, be elected as a director of the Company.*

## PROXY NOTES

- A member entitled to attend and vote at the meeting has a right to appoint a proxy.
- The proxy need not be a member of the Company.
- A member who is entitled to cast two or more votes may appoint up to two proxies and, in the case of such an appointment, may specify the proportion or number of votes each proxy is appointed to exercise.
- If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes which each proxy may exercise, each proxy may exercise half of the votes.
- The proxy form included with this Notice of Annual General Meeting must be signed by the member or the member's attorney. Proxies given by corporations must be signed under the hand of a duly authorised officer or attorney.
- To be valid, the form appointing the proxy and the power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be lodged with the Share Registry - Computershare Investor Services Pty Limited at GPO Box 242, Melbourne Victoria 3001 using the reply paid envelope supplied or by facsimile to +61 8 8236 2305 as soon as possible and in any event not later than 48 hours prior to the time appointed for the Annual General Meeting.
- A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
- If a shareholder appoints the chairperson of the meeting as the shareholder's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that shareholder, in favour of the item on a poll.
- Members should refer to the Explanatory Memorandum, which accompanies and forms part of this Notice of General Meeting, for information regarding voting restrictions.

## DETERMINATION OF VOTING ENTITLEMENTS

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* for the purposes of the meeting persons holding shares at 7.00pm on 20 October 2008 will be treated as shareholders. This means that if you are not the registered holder of a relevant share at that time you will not be entitled to attend and vote in respect of that share at the Annual General Meeting.

## ELECTRONIC ANNUAL REPORT

In accordance with the recent simpler regulatory system bill 2007 and in the interests of maximum efficiency and lowest possible cost to shareholders, Webjet is producing printed versions of the Annual Report 2008 only to those shareholders who have specifically made this request. Additionally, an electronic version is also available via our website http://www.webjet.com.au/about/financial.

Dated: 19 September 2008

By Order of the Board
**Rod Brandenburg**
Company Secretary
WEBJET LIMITED

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## EXPLANATORY MEMORANDUM

### PURPOSE OF INFORMATION

The purpose of this Explanatory Memorandum (which is included in and forms part of the Notice of Annual General Meeting dated 19 September 2008) is to provide members with an explanation of the business of the meeting and of the resolutions to be proposed and considered at the Annual General Meeting (**AGM**) to be held at Company's Registered Office, Level 9, 492 St Kilda Road, Melbourne, Victoria on Wednesday 22 October 2008 at 11.00 am and to assist members to determine how they wish to vote on each resolution.

### FINANCIAL STATEMENTS AND REPORTS

Pursuant to the Corporations Act, the directors of a public company that is required to hold an annual general meeting must table the financial statements and reports of the Company (including the Directors' Report and Auditor's Report) for the previous financial year before the members at that annual general meeting.

Shareholders have been provided with all relevant information concerning the Company's financial statements, Directors' Report and Auditor's Report in the Annual Report of the Company for the year ended 30 June 2008. A copy of the Annual Report has been forwarded to each shareholder (other than those shareholders who have previously notified the Company that they elect not to receive the Annual Report, whether in paper form or electronically). The Annual Report can also be viewed, printed and downloaded from the Company's website www.webjet.com.au. A copy of the financial statements, the Directors' Report and the Auditor's Report will also be tabled at the AGM.

Shareholders should note that the sole purpose of tabling the financial statements and the reports of the Company at the AGM is to provide the shareholders with the opportunity to be able to ask questions or discuss matters arising from the financial statements or the reports at the meeting. It is not a purpose or function of the AGM that the financial statements or the reports be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's financial statements or the reports (other than the Remuneration Report) will be put to the shareholders at the AGM.

Members will be given a reasonable opportunity at the meeting to ask questions and make comments on the financial statements and the reports. The Company's auditor will be available at the AGM to receive questions and comments from shareholders about the preparation and content of the Auditor's Report and the conduct of the audit.

### REMUNERATION REPORT (Resolution 1)

The Directors' Report for the year ended 30 June 2008 contains a Remuneration Report, which sets out the policies of the Company for and applicable to the remuneration of its officers and senior employees.

The Corporations Act (section 250R(2)) requires a company put a resolution to its members that the Remuneration Report be adopted.

The Corporations Act expressly provides that the vote is advisory only and does not bind the directors or the Company.

Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

**ELECTION OF MR ALLAN NAHUM, JOHN LEMISH AND DONALD CLARKE AS DIRECTORS (Resolutions 2, 3 and 4)**

**Introduction**

Clause 58 of the Company's constitution requires that, at each annual general meeting, one-third of the directors must retire from office, or if their number is not a multiple of 3, then the number nearest to but not exceeding one-third of the directors must retire from office. As the Managing Director (Mr David Clarke) is subject to retirement by rotation in accordance with clause 75.7, two of the five remaining directors must retire by rotation.

Mr Allan Nahum and Mr John Lemish are the directors who have been the longest in office since being re-elected and must now retire by rotation at the 2008 AGM.

Clause 56 of the Company's constitution allows the directors to appoint any person as a director to fill a casual vacancy or as an addition to the existing directors. A director appointed under this clause will hold office until the next annual general meeting of the Company, when the director may be re-elected (but will not be taken into account in determining the number of directors who must retire by rotation). Mr Donald Clarke was appointed during the year pursuant to clause 56, and must now retire at the 2008 AGM.

Mr Nahum, Mr Lemish and Mr Clarke are all eligible for re-election and are seeking re-appointment as directors.

Biographical details of the directors seeking re-appointment are set out below.

**Biography of Mr Allan Nahum**, FCA, FICD, AAISA (Non Executive Chairman)
Former partner in the Melbourne based accounting and consulting firm HLB Mann Judd, with extensive experience in the profession as a business consultant. He has worked in the travel industry as an Auditor and Consultant for over 30 years.

**Biography of Mr John Lemish** BEc, (Executive Director)
With over 25 years experience in the travel industry, he has a wealth of operational experience. He was extensively involved in international operations in the UK and Europe, North America and Asia, and was responsible for the international buying of hotels and land suppliers globally.

**Biography of Mr Donald Clarke** LLB (Hons), Appointed January 2008 (Non Executive Director)
Is a partner in the Law firm Minter Ellison and has had extensive commercial experience. He has been associated with Webjet in his capacity as a senior legal advisor for some years. Other directorships past and present include Circadian Technologies Ltd and Metabolic Pharmaceuticals Ltd.

**HOW TO VOTE**

To vote on the resolutions, members will need to follow these steps:

**EITHER:** Cast your vote online by visiting www.investorvote.com.au and following the instructions and information provided on the enclosed proxy form.

**OR** Complete the Proxy Form enclosed and return it by facsimile or mail to be received no later than 11.00am on Monday 20 October 2008.

Computershare Investor Services Pty Limited
GPO Box 242, Melbourne Victoria 3001

FAX: +61 8 8236 2305

**OR** Attend the AGM.

**QUERIES**

If your have any queries about the AGM, the financial statements to be put to the AGM or the resolutions being considered, please contact the Company Secretary, Mr Rod Brandenburg, or our Investor Relations Manager, David Turner, at Webjet on (03) 9820 9214.

**Rod Brandenburg**
Company Secretary
Webjet Limited
19 September 2008