

Notice of Annual General Meeting and Explanatory Notes

SeaLink Travel Group Limited

ACN 109 078 257

Date: Monday 22nd October, 2018.

Time: 11.00 a.m., Adelaide time.

Venue: Adelaide Pavilion
Veale Gardens
cnr South Terrace & Peacock Road, Adelaide

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Documents accompanying this Notice

1. Proxy Form
2. Reply Paid Envelope
3. Email Nomination Form (where this Notice is received in hard copy by the Shareholder).

Important Dates

Voting Entitlement date:	6.30 p.m., Adelaide time on Saturday 20 th October, 2018
Deadline for return of Proxy Forms:	11.00 a.m., Adelaide time on Saturday 20 th October, 2018
Date and time of Meeting:	11.00 a.m., Adelaide time on Monday 22 nd October, 2018

Meeting Procedure

The Meeting will be conducted by the Chair, subject to the discretion of the Chair to adjourn or reconvene the Meeting. Each resolution will be voted on separately.

Share Registry Details

Boardroom Pty Limited

Level 12, 225 George Street
Sydney, NSW, 2000

Contact

T: 1300 737 760

F: +61 2 9290 9655

www.boardroomlimited.com.au

Notice of Annual General Meeting

Notice is hereby given that the SeaLink Travel Group Limited (**SeaLink** or **Company**) Annual General Meeting of Shareholders will be held at Adelaide Pavilion, Veale Gardens, cnr South Terrace & Peacock Road, Adelaide, South Australia on Monday, 22nd October, 2018 at 11.00 a.m. Adelaide time. Attached to and forming part of this Notice of Meeting are the Explanatory Notes that provide shareholders with background information and further details in understanding the reasons for and the effect of the Resolutions if approved.

This information is presented in accordance with the regulatory requirements of the *Corporations Act 2001* (Cth) ("**Corporations Act**").

If you are unable to attend the Meeting, you are requested to complete the Proxy form enclosed with this Notice. The entitlement for Members to vote at the Meeting will be determined by reference to those persons on the register of Members as at 6.30 p.m. Adelaide time on Saturday 20th October, 2018. The Proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company at least 48 hours before the time for holding the Meeting (being no later than 11.00 a.m. Adelaide time on Saturday 20th October, 2018) at the Company's share registry, Boardroom Pty Ltd:

🖥️ Online	www.votingonline.com.au/sealinkagm2018
📠 By Fax	+ 61 2 9290 9655
✉️ By Mail	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
👤 In Person	Level 12, 225 George Street, Sydney NSW 2000 Australia

A number of defined terms are used in the Notice of Meeting. These terms are contained in the Explanatory Notes and the Proxy form.

Agenda

Ordinary Business of the Meeting

1. CONSIDERATION OF FINANCIAL STATEMENTS

To receive and consider the financial report, the Chair's report and the Auditor's report for the year ended 30th June 2018.

Each year, we are required to communicate information to shareholders, including annual reports, notices of meetings and other advices. The *Corporations Legislation Amendment (Simpler Regulatory System) Act 2007* provides us with the ability to make the annual financial report available on a web site and provide a hard copy of the annual report only to those Members who elect to receive them in that form subject to certain administrative requirements. We have made the annual report available online and it can be accessed at: <http://www.sealinktravelgroup.com.au/investor-centre/>

2. ADOPTION OF REMUNERATION REPORT

To consider and if thought fit to pass the following motion as a non-binding ordinary resolution:

"That the Remuneration Report, as set out in the Directors' Report for the Company and its controlled entities for the financial year ended 30th June 2018, be adopted".

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

Voting Exclusion Statement for Resolution 2

In accordance with Section 250R(4) of the Corporations Act, the Company will disregard any votes cast (in any capacity) on Resolution 2 by any Key Management Personnel, the details of whose remuneration are included in the Remuneration Report, and any Closely Related Party of such Key Management Personnel.

However, a person described above may cast a vote on Resolution 2 if the vote is not cast on behalf of a person described above and either:

- (a) the person does so as proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; or
- (b) the Chair of the Meeting is appointed as proxy and the Proxy Form does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Company need not disregard a vote if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the stated voting intentions of the Chair of the Meeting.

3. RE-ELECTION OF DIRECTOR – FIONA HELE

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

'That Fiona Hele, who retires in accordance with clause 59.1 of the Company's Constitution, be re-elected a Director of the Company.'

Special Business of the Meeting

4. FINANCIAL ASSISTANCE FOR THE ACQUISITION OF THE ACQUIRED COMPANIES

To consider and if thought fit, to approve the following motion as a special resolution:

'That, for the purposes of section 260B(2) of the Corporations Act 2001 (Cth), approval is given for financial assistance to be provided by the Acquired Companies (as defined in the Explanatory Notes accompanying this resolution), in connection with the acquisition by the Company of all the issued shares in the Acquired Companies, as described under the heading "Agenda Item 4. Approval of Financial Assistance" in the Explanatory Notes.'

5. OTHER BUSINESS

To transact any other business that may be brought forward in accordance with the Company's Constitution.

The Explanatory Notes attached to this Notice form part of this Notice. A detailed explanation of the background and reasons for the proposed resolutions are set out in the Explanatory Notes.

By order of the Board.



Joanne McDonald
Company Secretary
20 September 2018

Explanatory Notes

The Explanatory Notes accompany the Notice of Annual General Meeting for SeaLink Travel Group Limited ACN 109 078 257 (**Company** or **SeaLink**) to be held on Monday, 22nd October, 2018 at 11.00 a.m., Adelaide time at Adelaide Pavilion, Veale Gardens, cnr South Terrace & Peacock Road, Adelaide, South Australia.

Information relevant to the business to be considered at the Annual General Meeting is provided in these Explanatory Notes and shareholders should read this document in full.

AGENDA ITEM 1. CONSIDERATION OF FINANCIAL STATEMENTS

The financial statements for consideration at the AGM are included in the Company's 2018 Annual Report, and consist of the financial statements of the Company for the financial year ended 30th June 2018, the notes to those financial statements, the Directors' Report, the Directors' Declaration and the auditor's report including their Independence Statement.

The 2018 Annual Report is available at SeaLink's website at www.sealinktravelgroup.com.au

Neither the *Corporations Act 2001* (Cth) ('**Corporations Act**') nor the Company's constitution requires the Members to vote on the financial statements or the accompanying reports. However, Members will be given the opportunity to raise questions or comments on the financial statements at the AGM. In addition, Members will be given the opportunity to ask the Company's auditor, Ernst & Young, questions relevant to the conduct of the audit, the independence of the auditor, SeaLink's accounting policies and the preparation and content of the auditor's report.

AGENDA ITEM 2. ADOPTION OF REMUNERATION REPORT

The Remuneration Report contained in the 2018 Annual Report is required to be considered by Members in accordance with section 250R of the Corporations Act. The Remuneration Report, which details SeaLink's policy on remuneration of non-executive directors, executive directors and key executives is set out in the 2018 Annual Report.

The vote on the adoption of the Remuneration Report is advisory only and is not binding. However, the Board will consider the outcome of the vote and comments made by Members on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies and practices.

Further, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Members will be required to vote at the second AGM on a 'Board spill resolution' to determine whether another meeting should be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.

At the 2017 AGM, the Company's Remuneration Report for the year ended 30 June 2017 did not receive a 'no' vote of 25% or more.

There are restrictions on who can vote in respect of any resolution to approve the Remuneration Report. A vote on this resolution must not be cast, and the Company will disregard any votes cast (in any capacity), by or on behalf of the following persons:

- (a) a member of the Key Management Personnel (as disclosed in the Remuneration Report); or
- (b) a closely related party of such a member.

However, a person described above may cast a vote on a resolution to approve the Remuneration Report if the vote is not cast on behalf of a person described above and either:

- (a) the person does so as proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution;
- or

- (b) the Chair of the Meeting is appointed as proxy and the Proxy Form does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Link between remuneration outcomes and performance

The Remuneration Report explains how SeaLink's performance for the 2018 financial year has driven remuneration outcomes for our key executives. During the year SeaLink has made a number of investments of a long term strategic nature which despite some short-term start-up costs and trading losses, are expected to reap rewards in years to come as these new routes and services become more established and we grow market share. Further detail can be found in the 2018 Annual Report.

Directors' Recommendation

The Board recommends that shareholders vote in favour of the Remuneration Report. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 2.

Important information for Members:

In accordance with sections 250R(4) and (5) of the Corporations Act, the Chair will not vote any undirected proxies in relation to this resolution unless the Shareholder expressly authorises the Chair to vote in accordance with the Chair's stated voting intentions. Please note that if the Chair of the Meeting is your proxy (or becomes your proxy by default), by completing the attached Proxy Form, you will expressly authorise the Chair to exercise your proxy on this resolution even though it is connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company, which includes the Chair. You should be aware that the Chair of the Meeting intends to vote undirected proxies in favour of the adoption of the Remuneration Report.

Alternatively, if you appoint the Chair as your proxy, you can direct the Chair to vote for or against or abstain from voting on Resolution 2 by marking the appropriate box on the Proxy Form.

As a further alternative, Shareholders can nominate as their proxy for the purposes of Resolution 2, a proxy who is not a member of the Company's Key Management Personnel or any of their closely related parties. That person would be permitted to vote undirected proxies (subject to the Listing Rules).

AGENDA ITEM 3 - RE-ELECTION OF FIONA HELE

In accordance with clause 59.1 of the Company's Constitution, Fiona Hele will retire at the Annual General Meeting and, being eligible, offers herself for re-election.

Fiona Hele is an experienced Company Director and Audit and Risk Chair. She is a Chartered Accountant with over 25 years' experience advising organisations on strategy, mergers and acquisitions, risk management, and people and culture across a diverse range of industries. Ms Hele has a strong commercial and finance background with a practical understanding of both the public and private sectors.

The Board considers that Ms Hele's skills and experience are important given the Company's focus on risk and strategic growth activity. Ms Hele is considered by the Board to be an independent director.

Ms Hele has a Bachelor of Commerce (BCom), is a Fellow of Chartered Accountants Australia and New Zealand (FCA) and a Graduate of the Australian Institute of Company Directors (GAICD).

Her current Board positions include the Adelaide Venue Management Corporation, South Australian Water Corporation, Prime Q and Celsus Securitisation. Previous Directorships include the South Australian Tourism Commission, Adelaide Fringe Festival and Perks & Associates.

Ms Hele joined the Board on 13 September 2016 and is Chair of the Audit & Risk Committee.

Directors' Recommendation

The Directors (other than Ms Hele who makes no recommendation) unanimously recommend that shareholders approve Resolution 3 for the re-election of Ms Fiona Hele as a Director of the Company. The Chair for this item of business of the Meeting will be casting undirected proxies in favour of this Resolution.

AGENDA ITEM 4. APPROVAL OF FINANCIAL ASSISTANCE

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in that company if the assistance does not materially prejudice the interests of the company or its shareholders or the company's ability to pay its creditors, or where the assistance is approved by shareholders in accordance with section 260B.

'Financial assistance' is given a broad meaning and includes the provision of anything required to carry out a transaction, including providing security over assets or giving a guarantee or indemnity in respect of another person's liability.

Section 260B(2) of the Corporations Act provides that if the company providing financial assistance becomes a subsidiary of a listed company immediately after the acquisition of shares referred to in section 260A occurs, the financial assistance must also be approved by a special resolution passed at a general meeting of the listed company.

To pass a special resolution of SeaLink, at least 75% of the votes that are cast on the resolution must be in favour of the resolution.

Why shareholder approval is required

On 2 May 2016, SeaLink announced that it had completed the acquisition of the Captain Cook Cruises Western Australia business. This acquisition involved the purchase of 100% of the shares in Vyscot Pty Ltd and Avonward Pty Ltd, which together owned the assets and operations of the Captain Cook Cruises Western Australia business. The purchase price of \$12 million was funded through existing bank facilities.

On 26 March 2018, SeaLink announced that it had completed the acquisition of the assets and operations of the Kingfisher Bay Resort Group on Fraser Island. This acquisition was conducted as a combination of an asset and land acquisition, and the acquisition of 100% of the shares in KBRV Resort Operations Pty Ltd (which in turn owned 100% of the shares in KBRV Services Pty Ltd). The purchase price of \$43 million was funded through existing bank facilities.

Accordingly, the acquisitions referred to above ('**Acquisitions**') involved SeaLink directly or indirectly acquiring 100% of the shares in the following entities:

1. Vyscot Pty Ltd, ACN 009 241 972;
2. Avonward Pty Ltd, ACN 168 646 991;
3. KBRV Resort Operations Pty Ltd, ACN 010 836 709; and
4. KBRV Services Pty Ltd, ACN 010 666 341

(the '**Acquired Companies**').

Australia and New Zealand Banking Group Limited ('**ANZ**') has entered into a facilities agreement with SeaLink with a facilities limit of \$130 million ('**Facilities Agreement**'). SeaLink drew down amounts under the Facilities Agreement to fund the Acquisitions.

Under the terms of the Facilities Agreement, SeaLink is required to procure that each of the Acquired Companies accedes to the Facilities Agreement as an additional obligor and:

1. provides an interlocking guarantee and indemnity for the repayment of money that may become owing and to secure (amongst other things) each Acquired Company's obligations under the Facilities Agreement and any related document;
2. grants a security interest in the Acquired Company's all present and after-acquired personal property; and
3. grants a security interest in any vessels owned by the Acquired Company.

Although ANZ did not require the Acquired Companies to take the actions set out above immediately following completion of the Acquisitions, ANZ has requested that such actions take place once SeaLink obtains all required shareholder approvals.

SeaLink and the Acquired Companies may also enter into various documents in connection with the refinancing, replacement, renewal or variation of all or any part of the debt facilities referred to in the Facilities Agreement from time to time.

Therefore, it is proposed that the Acquired Companies will provide financial assistance, within the meaning of the Corporations Act, in connection with the acquisition of their shares (or, in the case of KBRV Services Pty Ltd, the acquisition of shares in its holding company). As the Acquired Companies are subsidiaries of SeaLink, which is listed on the ASX, the financial assistance provided by the Acquired Companies must be approved by special resolution of SeaLink at a general meeting.

It is proposed that the shareholders of the Acquired Companies will pass resolutions approving the financial assistance as required under section 260A and 260B(1) of the Corporations Act.

Effect of approving the financial assistance

Advantages of approving the financial assistance

The advantage for SeaLink of financial assistance being given by the Acquired Companies is that it will allow SeaLink to comply with its obligations under the Facilities Agreement, without a 90 day remedial period being triggered.

The advantage for the Acquired Companies in giving the financial assistance is that the Acquired Companies will have access to more flexible capital and growth opportunities as a consequence of SeaLink complying with its obligations under the Facilities Agreement and being entitled, on an ongoing basis, to draw down funds under the Facilities Agreement.

The provision of financial assistance will also avoid having to undertake any complex asset restructures to enable ANZ to obtain satisfactory security for the provision of the Facilities Agreement. This is likely to result in a substantial stamp duty impost as well as legal expenses.

Disadvantages of approving the financial assistance

Under the Facilities Agreement, SeaLink is directly liable in respect of amounts drawn down. Therefore, the provision of financial assistance by the Acquired Companies is unlikely to adversely affect SeaLink in any material respect.

However, it should be noted that there are potential disadvantages for the Acquired Companies in giving the financial assistance. In providing financial assistance, each of the Acquired Companies becomes liable to pay ANZ any amounts outstanding under the Facilities Agreement in the event that SeaLink defaults on its payment obligations. In any event, the Acquired Companies will maintain their right of contribution against the other guarantors and their right of subrogation against SeaLink and, accordingly, the giving of financial assistance should not materially prejudice any Acquired Company, its shareholders or its ability to pay its creditors.

Effect of not approving the financial assistance

If the financial assistance is not approved, a 90 day remedial period will be triggered under the Facilities Agreement. This would lead to a period of negotiation between SeaLink and ANZ, one outcome of which could be ANZ cancelling SeaLink's ability to draw down funds under the Facilities Agreement and declaring any funds drawn down previously as immediately due and payable. In addition, SeaLink may have to negotiate alternative financing and would expect to incur additional costs and transaction fees.

Disclosure

The Directors of the Company consider that these Explanatory Notes contain all information known to the Company that would be material to the decision of the Company's shareholders on how to vote on the financial assistance resolution set out in Agenda Item 4, other than information that would be unreasonable to include because it had previously been disclosed to shareholders.

Notice to ASIC

As required by section 260B(5) of the Corporations Act, copies of this Notice and the Explanatory Notes were lodged with ASIC before being sent to shareholders.

Directors' Recommendation

The Directors unanimously recommend that shareholders approve resolution 4 to approve the financial assistance to be provided by the Acquired Companies. The Chair of the Meeting will be casting undirected proxies in favour of this resolution.

Proxies and Voting

Determination of Shareholders' Right to Vote

For the purposes of this Meeting, shares will be taken to be held by persons who are registered as Members as at 6.30 p.m. Adelaide time on Saturday 20th October, 2018. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the Meeting.

Voting in Person

If you are proposing to attend the Meeting and vote, there is no need for you to take any further action at this time.

Voting in Corporate Representative

Body corporate Members should complete an "Appointment of Corporate Representative Form" to enable a person to attend the Meeting on their behalf. This form can be obtained from the Boardroom's website at <https://boardroomlimited.com.au/investor-forms/>

Appointment of a proxy

A Member entitled to vote at the AGM may appoint not more than two proxies to attend and vote at the AGM on that shareholder's behalf. A proxy need not be a Member of the Company.

A Member who is entitled to cast two or more votes may appoint not more than two proxies to attend and vote at the AGM. If you appoint two proxies, you may specify the proportion or number of votes each proxy is appointed to exercise. If no such proportion is specified, each proxy can exercise half of the shareholder's voting rights.

If the appointment of a proxy directs the proxy to vote on an item of business in a particular way, the proxy may only vote on that item as directed. However, unless the proxy is required by law to vote, the proxy may decide not to vote on that item. All directed proxies that are not voted on a poll at the AGM will automatically default to the Chair, who is required to vote the proxies as directed. Any undirected proxies on a given resolution may be voted on by the appointed proxy as they choose, subject to voting exclusions as described previously.

In the case of shares jointly held by two or more persons, any joint holder may appoint a proxy but if more than one is present at the Meeting (either in person or by proxy or attorney or representative) the joint holder whose name appears first in the Company's share register shall alone be entitled to vote in respect of those shares.

Members who wish to appoint a proxy may do so by returning a completed Proxy Form in addition to the power of attorney or other authority (if any) under which it is signed (or a certified copy) to the Company through its share registry.

Lodging a Proxy Form

To be effective, the completed Proxy Form, together with any relevant power of attorney, must be received at the Company's share registry - Boardroom Pty Limited not less than 48 hours before the time for holding the Meeting, which is 11.00 a.m. Adelaide time on Saturday 20th October, 2018. Members can also submit their proxy voting instructions on-line at <http://www.votingonline.com.au/sealinkagm2018>

The proxy can be returned either by: (A Proxy Form with a reply-paid envelope accompanies this Notice of Annual General Meeting)

 Online	www.votingonline.com.au/sealinkagm2018
 By Fax	+ 61 2 9290 9655
 By Mail	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
 In Person	Level 12, 225 George Street, Sydney NSW 2000 Australia

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am Adelaide time on Saturday 20 October 2018.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/sealinkagm2018>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am Adelaide time on Saturday 20 October 2018.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/sealinkagm2018>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

SeaLink Travel Group Limited

ACN 109 078 257

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **SeaLink Travel Group Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Adelaide Pavilion, Veale Gardens, cnr South Terrace & Peacock Road, Adelaide on Monday, 22 October, 2018 at 11:00am Adelaide time** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 2, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 2 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 2). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Fiona Hele	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Financial Assistance for the Acquisition of the Acquired Companies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2018