

Notice of Annual General Meeting and Explanatory Notes

SeaLink Travel Group Limited

ACN 109 078 257

Date: Tuesday 17th October, 2017.

Time: 11.00 a.m., Adelaide time.

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

Contents

| | Page |
|--|------|
| Notice of Annual General Meeting | 3 |
| Explanatory Notes (which form part of the Notice of Meeting) | 5 |
| Proxies and Voting | 8 |

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

| | |
|-------------------------------------|---|
| Deadline for return of Proxy Forms: | 11.00 a.m., Adelaide time on Sunday 15 th October, 2017 |
| Voting Entitlement date: | 6.30 p.m., Adelaide time on Friday 13 th October, 2017 |
| Date and time of Meeting: | 11.00 a.m., Adelaide time on Tuesday 17 th October, 2017 |

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 Tuesday, 17th October, 2017 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 form of proxy 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 Friday 13th October, 2017. 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 Sunday 15th October, 2017) at the Company's share registry, Boardroom Pty Ltd:

| | |
|--------------------|---|
| 🖥️ Online | www.votingonline.com.au/sealinkagm2017 |
| 📠 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.

Ordinary Business of the Meeting - Agenda

1. CONSIDERATION OF FINANCIAL STATEMENTS

To receive and consider the financial report, the Chairman's report and the Auditor's report for the year ended 30th June 2017.

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 2017, 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 Chairman of the Meeting.

3. RE-ELECTION OF DIRECTOR – MR ANDREW MCEVOY

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

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

4. 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.



Paul Blewett
Company Secretary
13th September, 2017

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 Tuesday, 17th October, 2017 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 2017 Annual Report, and consist of the financial statements of the Company for the financial year ended 30th June 2017, the notes to those financial statements, the Directors' Report, the Directors' Declaration and the auditor's report including their Independence Statement.

The 2017 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 2017 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 2017 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 Chief Executive Officer) must stand for re-election.

At the 2016 AGM, the Company's Remuneration Report for the year ended 30 June 2016 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:

- (c) the person does so as proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; or
- (d) 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 2017 financial year has driven remuneration outcomes for our key executives. SeaLink had an excellent performance for the 2017 financial year, which resulted in a record Net Profit after Tax and dividends paid for the year. Further detail can be found in the 2017 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 1 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 MR. ANDREW MCEVOY

In accordance with clause 59.1 of the Company's Constitution, Mr Andrew McEvoy will retire at the Annual General Meeting and, being eligible, offers himself for re-election.

Mr McEvoy holds a Bachelor of Arts Degree from the University of Melbourne and a Masters in Communications from City University in London.

Mr McEvoy has extensive experience in the tourism sector, having held management positions with both Tourism Australia and the South Australian Tourist Commission. Most recently he was Managing Director, Life Media & Events at Fairfax Media, where he managed the new business portfolio, including events and content marketing. Mr. McEvoy is Chair of the Adelaide Riverbank Authority and has been awarded Life Membership of TTF Australia (Tourism and Transport Forum).

Prior to that Mr McEvoy was Managing Director of Tourism Australia, Chief Executive of the South Australian Tourist Commission and Executive General Manager of Tourism Australia.

Mr McEvoy joined the Board on 1 February 2015, and was appointed Chair effective 1 July 2015. He is a member of the Company's Remuneration and Nominations Committee.

The Company considers that Mr. McEvoy is a very important contributor to achievement of the ongoing strategic goals of the Company, given his background and skills he brings to the Board and his role as Chair of the Board. Mr. McEvoy's leadership of the Board and his tourism industry experience are highly valued by the Board and the Company.

Directors' Recommendation

The Directors (other than Mr McEvoy, who makes no recommendation) unanimously recommend that shareholders approve Ordinary Resolution 3 for the re-election of Mr McEvoy 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.

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 Friday 13th October, 2017. 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 <http://www.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 Chairman, 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's registered office.

Lodging a Proxy Form

To be effective, the completed Voting 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 Sunday 15th October, 2017. Members can also submit their proxy voting instructions on-line at <http://www.votingonline.com.au/sealinkagm2017>

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/sealinkagm2017 |
|  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 11:00 a.m. Adelaide time on Sunday 15 October 2017.**

TO VOTE ONLINE

STEP 1: VISIT www.votingonline.com.au/sealinkagm2017

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:

- 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.
- 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 **11:00 a.m. Adelaide time on Sunday, 15 October 2017.** 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** www.votingonline.com.au/sealinkagm2017

📠 **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.

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 Tuesday, 17 October, 2017 at 11:00 a.m. 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 | To Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Re-election of Director – Mr Andrew McEvoy | <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

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017