

Notice of Annual General Meeting and Explanatory Notes

SeaLink Travel Group Limited

ACN 109 078 257

Date: Tuesday 27th October, 2020

Time: 4.00 p.m. Adelaide time (ACDT)

Place: Virtual Meeting

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Accompanying Documents

1. Proxy Form
2. Virtual Meeting Guide

A letter has been sent to all shareholders setting out a URL for viewing or downloading this Notice and other material (**Shareholder Letter**). If you are a shareholder who did not receive a Shareholder Letter by email or post and did not receive a URL to this Notice and a Proxy Form, please contact the Share Registry (see below for details).

Important Dates

Voting Entitlement date:	6:30 p.m., Adelaide time on Sunday 25 th October, 2020
Deadline for return of Proxy Forms:	4:00 p.m., Adelaide time on Sunday 25 th October, 2020
Date and time of Meeting:	4:00 p.m., Adelaide time on Tuesday 27 th October, 2020

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

Email : enquiries@boardroomlimited.com.au

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 (**AGM** or **Meeting**) will be held on **Tuesday, 27th October, 2020 at 4:00 p.m.** Adelaide time (ACDT) as a virtual meeting.

The Board has considered the ongoing public health concerns related to the COVID-19 pandemic, the health and safety of our shareholders, our people and the community, and decided that SeaLink's 2020 AGM will be held fully online (virtually) instead of at a physical location. There will not be a physical venue for shareholders to attend.

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**).

Shareholders and proxyholders who wish to participate in the AGM may do so online, which will allow shareholders and proxyholders to view a webcast, ask questions in writing and vote online. Persons registered as guests may also view the AGM webcast.

Proxy Voting and Proxyholder Participation

SeaLink encourages all shareholders to cast their votes at the meeting by appointing a proxy (preferably the Chair of the Meeting) ahead of the meeting by completing the Proxy Form accompanying the Shareholder Letter. 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 (ACDT) on Sunday 25th October, 2020. 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 4:00 p.m. Adelaide time (ACDT) on Sunday 25th October, 2020) at the Company's share registry, Boardroom Pty Ltd:

 Online	www.votingonline.com.au/slkagm2020
 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

Live online participation (including voting)

Shareholders and proxyholders will be able to participate in the meeting online:

- From their computer, by entering the following URL into their browser: <https://web.lumiagm.com/391189888>
- From their mobile device by either entering the following URL into their browser: <https://web.lumiagm.com/391189888> or by using the Lumi AGM app, which is available by downloading the app from the Apple® App Store or Google Play Store™.

Attending the meeting online enables shareholders and proxyholders to view the AGM webcast, to see the presentation materials and to also ask questions and vote online at the appropriate times whilst the meeting is in progress.

More information regarding participating in the AGM online can be found by visiting www.boardroomlimited.com.au/agm/sealink or in the Virtual Meeting Guide accompanying this Notice of Meeting.

In the event of a technological failure that prevents shareholders and proxyholders from having a reasonable opportunity to participate in the Meeting, SeaLink will provide an update on its website and the ASX platform to communicate the details of the postponed or adjourned Meeting to shareholders.

Webcast

The meeting will be webcast via the Lumi website and the Lumi AGM app. If you are not a shareholder or a proxyholder, you may view the webcast by registering online as a guest.

The webcast is 'view only'. Those viewing the webcast through the Lumi website or the Lumi AGM app and who have registered as a guest will not be able to vote or ask questions.

Questions

Please note that only shareholders or proxyholders may ask questions online and it may not be possible to respond to all questions. Shareholders and proxyholders may also lodge questions prior to the meeting via the AGM page hosted by our share registry www.boardroomlimited.com.au/agm/sealink, or by email to company.secretary@sealink.com.au.

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

Future alternative arrangements

If it becomes necessary to make future alternative arrangements for holding the Meeting, we will give shareholders as much notice as practicable.

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 2020.

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 website 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 2020 Annual Report available online at: <http://www.sealinktravelgroup.com.au/investor-centre/company-reporting>

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 2020, 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 (as defined in the Corporations Act) (**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. ELECTION OF DIRECTOR – NEIL SMITH

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

'To elect as a Director of the Company, Mr Neil Smith, who having been appointed as an addition to the Board since the last Annual General Meeting of the Company, resigns in accordance with clause 58.2 of the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for election.'

4. ELECTION OF DIRECTOR – LANCE HOCKRIDGE

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

'To elect as a Director of the Company, Mr Lance Hockridge, who having been appointed to fill a vacancy in the Board since the last Annual General Meeting of the Company, resigns in accordance with clause 58.2 of the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for election.'

5. RE-ELECTION OF DIRECTOR – JEFFREY ELLISON

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

'That Jeffrey Ellison, who retires in accordance with clauses 59.1 and 59.4 of the Company's Constitution and Listing Rule 14.4, be re-elected a Director of the Company.'

6. 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.

A handwritten signature in blue ink, appearing to read 'J McDonald', with a stylized flourish at the end.

Joanne McDonald
Company Secretary
25 September 2020

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, 27th October 2020 at 4:00 p.m., Adelaide time (ACDT) as a virtual meeting.

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 2020 Annual Report, and consist of the financial statements of the Company for the financial year ended 30th June 2020, the notes to those financial statements, the Directors' Report, the Directors' Declaration and the auditor's report including their Independence Statement.

The 2020 Annual Report is available on SeaLink's website at www.sealinktravelgroup.com.au and via www.boardroomlimited.com.au/agm/sealink

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 using either the Lumi platform (if you are participating on your computer) or the Lumi AGM app (if you are participating on your mobile phone or device), or by lodging questions prior to the meeting via www.boardroomlimited.com.au/agm/sealink or email to company.secretary@sealink.com.au. 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 2020 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 2020 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 a Managing Director) must stand for re-election.

At the 2019 AGM, the Company's Remuneration Report for the year ended 30 June 2019 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 2020 financial year has driven remuneration outcomes for our key executives. During the year SeaLink has successfully completed the acquisition and integration of the Transit Systems Group, which has transformed SeaLink into an integrated, resilient, international multi-modal contracted transport business. This has been achieved during a period of unprecedented external events, including overcoming the challenges and impacts of both the devastating bushfires across much of Australia during the summer of 2019/2020 and, more recently, the COVID-19 pandemic. Further detail can be found in the 2020 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 Proxy Form accompanying the Shareholder Letter, 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 - ELECTION OF NEIL SMITH

In accordance with clause 58.2 of the Company's Constitution, Mr Neil Smith who, having been appointed as an addition to the Board since the last Annual General Meeting of the Company, resigns and being eligible, offers himself for election.

Neil was one of the founding shareholders and the former Chairman of the Transit Systems Group prior to the acquisition by SeaLink. He has over 30 years of commuter transport operations experience. Neil commenced his career within the Sydney bus industry, before acquiring a number of bus operations in rural NSW and then Queensland. In 1995, Neil joined with Graham Leishman and Lance Francis to found Transit Systems and in 2013, was a founding shareholder of Tower Transit.

Neil was appointed as a director of the Company on completion of the acquisition of the Transit Systems Group by SeaLink, which occurred on 16 January 2020. As noted in the Explanatory Memorandum lodged with the ASX on 8 November 2019 in connection with that acquisition, for a period of four years from 16 January 2020 and for so long as Neil directly or indirectly holds more than 15% of SeaLink's shares, if Neil resigns from his position as a non-executive

director of SeaLink (other than retirement as required under SeaLink's constitution), the Board will consult with him to agree another nominee of Neil to be appointed to the Board. Any such nominee would be subject to re-election at the subsequent annual general meeting.

Neil holds a Bachelor of Arts Degree and a Masters of Transport Management from the University of Sydney and is a Fellow of the Chartered Institute of Transport and Logistics.

The Board considers that Mr Smith's skills and experience are important given the Company's public transport and international operations. Mr Smith is considered by the Board to be a non-independent director.

Directors' Recommendation

The Directors (other than Mr Smith who makes no recommendation) unanimously recommend that shareholders approve Resolution 3 for the election of Mr Neil Smith as a Director of the Company. The Chair of the Meeting intends to cast undirected proxies in favour of this Resolution.

AGENDA ITEM 4 - ELECTION OF LANCE HOCKRIDGE

In accordance with clause 58.2 of the Company's Constitution, Mr Lance Hockridge who, having been appointed to fill a casual vacancy in the Board since the last Annual General Meeting of the Company, resigns and being eligible, offers himself for election.

Mr Hockridge has extensive international experience in the transportation, manufacturing and logistics sectors with a focus on safety, operational and financial transformation of businesses. Mr Hockridge was previously the Managing Director and CEO of Aurizon Holdings Limited (2010 to 2016) following the demerger of Queensland Rail and QR National from a government owned railway into an ASX50 company. Other notable accomplishments as an executive include the oversight of BHP's global transport business, together with key roles in financial and operational reform in the heavy industrial sector and leading a major turnaround for BlueScope Steel's North American operations.

Mr Hockridge is also currently Chair of the Salvation Army Queensland Advisory Council, and an active advocate for diversity in the workforce.

The Board considers that Mr Hockridge's extensive international and organisational leadership experience in the transportation manufacturing and logistics sectors with a focus on safety, operational and financial transformation of businesses are a valuable addition to the composition of the Board.

Mr Hockridge is considered by the Board to be an independent director.

Directors' Recommendation

The Directors (other than Mr Hockridge who makes no recommendation) unanimously recommend that shareholders approve Resolution 4 for the election of Mr Lance Hockridge as a Director of the Company. The Chair of the Meeting intends to cast undirected proxies in favour of this Resolution.

AGENDA ITEM 5 - RE-ELECTION OF JEFFREY ELLISON

In accordance with clauses 59.1 and 59.4 of the Company's Constitution, Mr Jeffrey Ellison will retire at the Annual General Meeting and, being eligible, offers himself for re-election.

Mr Ellison holds a Bachelor of Arts Degree in Accounting from the University of South Australia, is a Fellow of the Chartered Accountants Australia and New Zealand and the Institute of Company Directors. He has held the position of Chief Executive Officer of the Company since 1997 and was appointed Managing Director in 2008.

Mr Ellison retired as Managing Director and CEO on 16 January 2020 and, following a month of transition as an Executive Director, became a non-executive director from 17 February 2020. He was subsequently appointed Deputy Chair with effect from 26 February 2020 and Acting Chair on 1 July 2020.

Mr Ellison is a member on Tourism Australia Board (Deputy Chair). Mr Ellison is a former Board member of the South Australian Tourism Commission, Tourism and Transport Forum Australia, the Adelaide Convention Centre and the South Australian Botanic Gardens and State Herbarium Board.

The Board considers that Mr Ellison's skills and experience of the tourism and marine industries as well as mergers and acquisition/growth are an important part of the overall board skills composition mix. Mr Ellison is considered by the Board to be a non-independent director.

Directors' Recommendation

The Directors (other than Mr Ellison who makes no recommendation) unanimously recommend that shareholders approve Resolution 5 for the re-election of Mr Jeffrey Ellison as a Director of the Company. The Chair of the Meeting intends to cast 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 (ACDT) on Sunday 25th October 2020. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the Meeting.

Voting by poll

All resolutions at the Meeting will be voted on by poll.

Virtual Meeting

After considering the interests of the health and safety of shareholders, staff and other stakeholders the Board has decided to hold this year's meeting virtually. Unfortunately, shareholders will not be able to physically attend the meeting.

We are providing shareholders and proxyholders with the opportunity to participate in the AGM online. Shareholders and proxyholders may participate in the Meeting via the Lumi platform (if using a computer to participate), or via the Lumi AGM app (if using a mobile phone or device to participate).

Voting by Corporate Representative

Body corporate Members may attend and vote during the meeting via corporate representative by using the Lumi website or the Lumi app using the Voting Access Code found on the Proxy Form. Only one login per body corporate with voting rights will be permitted and any other people from the body corporate wishing to attend should register as guests to attend the meeting. By entering the body corporate's Voting Access Code you will be taken to have certified to SeaLink pursuant to section 250D of the Corporations Act that you have been validly appointed as the body corporate's representative to exercise all or any of the powers the body corporate may exercise at the AGM.

Appointment of a proxy

Even though the Meeting is being held entirely virtually, you may still participate by appointing a proxy prior to the Meeting. Due to COVID-19, we strongly recommend you appoint the Chair of the Meeting as your proxy and that you actively direct your proxy how to vote on each item of business by marking the appropriate boxes on the Proxy Form.

A Member entitled to vote at the AGM may appoint not more than two proxies to attend (virtually) and vote at the AGM on that Member'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 (virtually) 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 4:00 p.m. Adelaide time (ACDT) on Sunday 25th October 2020. Members can also submit their proxy voting instructions on-line at <http://www.votingonline.com.au/slkagm2020>.

The proxy can be returned either by: (A Proxy Form accompanies the Shareholder Letter with the link to this Notice of Annual General Meeting)

 Online	www.votingonline.com.au/slkagm2020
 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

Participating at the meeting

You will be able to participate in the Meeting using your computer, your mobile phone or device. If you are using your computer, you can participate in the Meeting by entering this link in your browser:

<https://web.lumiagm.com/391189888>

You can also participate in the Meeting using your mobile phone or device to access the link above from your browser or by downloading the Lumi AGM app from the Apple® App Store or Google Play Store™ by searching for Lumi AGM.

Further information about how to log in to the Lumi platform or the Lumi AGM app, to register for the Meeting, and to participate in the Meeting as a Shareholder is available in the Virtual Meeting Guide accompanying this Notice of Meeting.

Asking questions – before and at the Meeting

You can submit a question or comment prior to the Meeting at www.boardroomlimited.com.au/agm/sealink or by email to company.secretary@sealink.com.au.

Written questions (including questions to the Auditor) should be submitted no later than the fifth business day before the Meeting, being Tuesday, 20th October 2020. Written questions to the Auditor should relate to the content of the Auditor's Report and the conduct of the Audit.

You may also submit your questions and comments during the Meeting via the Lumi platform (if you are participating on your computer), or the Lumi AGM app (if you are participating on your mobile phone or device).

The Chair of the Meeting will endeavour to address as many of the more frequently raised relevant questions and comments as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions and comments raised. Please note that individual responses will not be sent to shareholders.

The Auditor will also be in attendance at the Meeting.

Voting at the Meeting

In accordance with the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020, voting on all items of business will be conducted on a poll. You may vote at the Meeting in one of two ways:

- online during the Meeting using the Lumi platform (if you are participating on your computer), or the Lumi AGM app (if you are participating on your mobile phone or device); or
- in advance of the Meeting, by appointing a proxy (preferably the Chair of the Meeting) online at www.votingonline.com.au/slkagm2020 by 4.00pm (Adelaide time) (ACDT) on Sunday, 25th October 2020.

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 4:00pm Adelaide time (ACDT) on Sunday 25 October 2020.**

💻 TO APPOINT A PROXY ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/slkagm2020>
- 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 APPOINT A PROXY 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 on your behalf 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 Proxy 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 on the Proxy Form. 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 may attend and vote during the meeting via the Lumi app or the Lumi website using the Voting Access Code found on the Proxy Form. Only one login per Member with voting rights will be permitted and any other people wishing to attend should register as guests to attend the meeting. By entering that Voting Access Code, that representative will be taken to have certified to SeaLink pursuant to section 250D of the Corporations Act that he or she have been validly appointed as the body corporate's representative to exercise all or any of the powers the body corporate may exercise at the AGM.

STEP 3 SIGN THE FORM

The Proxy 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 **4:00pm Adelaide time (ACDT) on Sunday, 25 October 2020.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged

- 💻 **Online** <https://www.votingonline.com.au/slkagm2020>
- 📠 **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

The meeting is a fully virtual meeting which means you can participate online via the Lumi platform. To participate in the meeting online you will need the meeting ID, your username and password. Information about how to join the Meeting is in the Notice of Meeting and the Virtual Meeting Guide available with that Notice via the Share Registry or SeaLink website. You can also participate in the Meeting by appointing a proxy to attend and vote live at the Meeting.

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 **as a Virtual AGM on Tuesday, 27 October 2020 at 4:00pm Adelaide time (ACDT)** 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 the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Mr Neil Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Director – Mr Lance Hockridge	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-election of Director – Mr Jeffrey Ellison	<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 / / 2020

Virtual Meeting Guide

Getting Started

If you choose to participate in the meeting online, you will need to either:

- Download the App onto your smartphone device. This can be downloaded from the Google Play Store™ or the Apple® App Store by searching by app name “Lumi AGM”.
- Alternatively, Lumi AGM can be accessed using any web browser on a PC, tablet or smartphone device. To use this method, please go to <https://web.lumiagm.com>.

ONLINE REGISTRATION WILL OPEN 60 MINUTES BEFORE THE START TIME OF THE MEETING

To log in to the portal, you will need the following information:

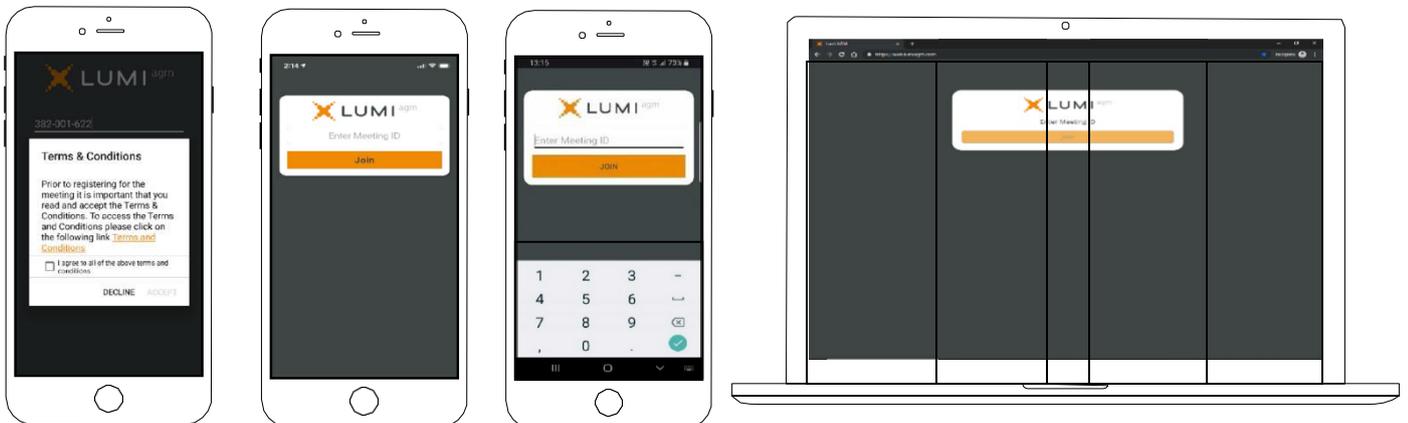
Meeting ID: 391189888

Australian Residents	Username – Voting Access Code (VAC*) and Password (postcode of your registered address). *Voting Access Code (VAC) can be located on the first page of your proxy form or on your notice of meeting email)
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Overseas Residents	Username – Voting Access Code (VAC*) and Password (three-character country code e.g. New Zealand – NZL. A full list of country codes can be found at the end of this guide.) *Voting Access Code (VAC) can be located on the first page of your proxy form or on your notice of meeting email)
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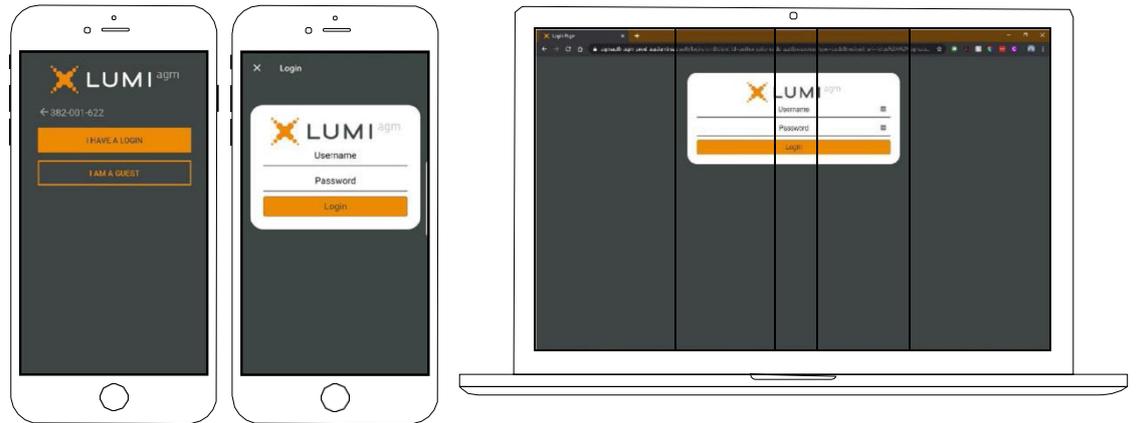
Appointed Proxy	To receive your Username and Password, please contact our share registry, Boardroom Pty Ltd on 1300 737 760 or +61 2 9290 9600 between 8:30am to 5:30pm (AEST) Monday to Friday.
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To join the meeting, you will be required to enter the above unique 9-digit meeting ID above and select 'Join'. To proceed to registration, you will be asked to read and accept the terms and conditions.



If you are a Shareholder, select 'I have a login' and enter your Username VAC (Voting Access Code) and Password (postcode or country code). If you are a Proxy holder you will need to enter the unique Username and Password provided by Boardroom and select 'Login'.

If you are not a Shareholder, select 'I am a guest'. You will be asked to enter your name and email details, then select 'Enter'. Please note, guests are not able to ask questions at the meeting.



Navigating

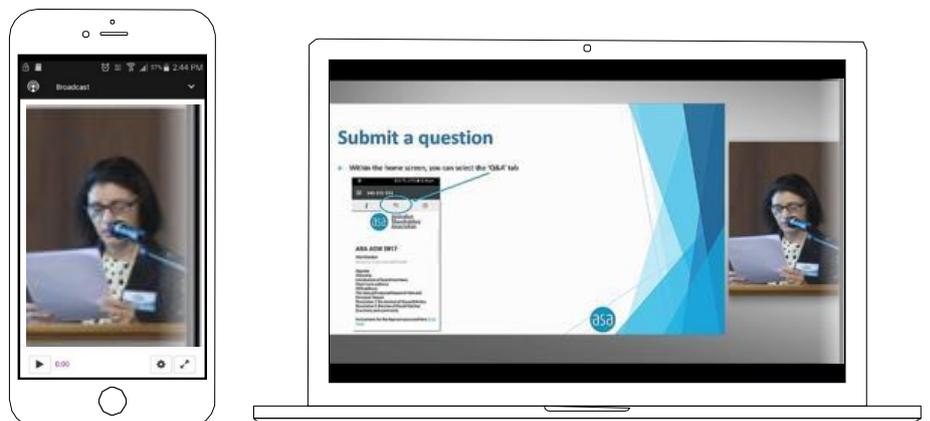
Once you have registered, you will be taken to the home page which displays your name and meeting information.



To activate the webcast, please click on the Broadcast bar at the bottom of the screen. If prompted, you may have to click the play button in the window to initiate the broadcast.

Once you select to view the webcast from a smartphone it can take up to approximately 30 seconds for the live feed to appear on some devices. If you attempt to log into the app before the Meeting commences, a dialog box will appear.

NOTE: We recommend once you have logged in, you keep your browser open for the duration of the meeting. If you close your browser you will be asked to repeat the log in process.

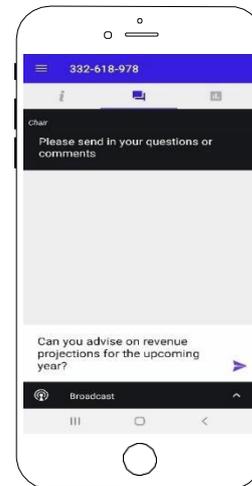


To ask a Question

If you would like to ask a question:

1. Select the question icon 
2. Compose your question.
3. Select the send icon 
4. You will receive confirmation that your question has been received.

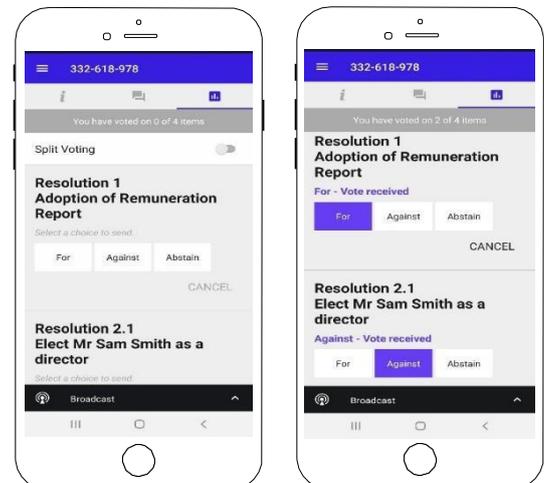
The Chair will give all Shareholders a reasonable opportunity to ask questions and will endeavour to answer all questions at the Meeting.



To Vote

If you would like to cast a vote:

1. When the Chair declares the polls open, the resolutions and voting choices will appear.
2. Press the option corresponding with the way in which you wish to vote.
3. Once the option has been selected, the vote will appear in blue.
4. If you change your mind and wish to change your vote, you can simply press the new vote or cancel your vote at any time before the Chair closes the polls.
5. Upon conclusion of the meeting the home screen will be updated to state that the meeting is now closed.



Need help? If you require any help using this system prior to or during the Meeting, please call 1300 737 760 or +61 2 9290 9600 so we can assist you.

Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW Aruba	DZA Algeria	LBR Liberia	ROU Romania
AFG Afghanistan	ECU Ecuador	LBY Libyan Arab Jamahiriya	RUS Russian Federation
AGO Angola	EGY Egypt	LCA St Lucia	RWA Rwanda
AIA Anguilla	ERI Eritrea	LIE Liechtenstein	SAU Saudi Arabia Kingdom Of
ALA Aland Islands	ESH Western Sahara	LKA Sri Lanka	SDN Sudan
ALB Albania	ESP Spain	LSO Lesotho	SEN Senegal
AND Andorra	EST Estonia	LTU Lithuania	SGP Singapore
ANT Netherlands Antilles	ETH Ethiopia	LUX Luxembourg	SGS Sth Georgia & Sth Sandwich Isl
ARE United Arab Emirates	FIN Finland	LVA Latvia	SHN St Helena
ARG Argentina	FJI Fiji	MAC Macao	SJM Svalbard & Jan Mayen
ARM Armenia	FLK Falkland Islands (Malvinas)	MAF St Martin	SLB Solomon Islands
ASM American Samoa	FRA France	MAR Morocco	SCG Serbia & Outlying
ATA Antarctica	FRO Faroe Islands	MCO Monaco	SLE Sierra Leone
ATF French Southern	FSM Micronesia	MDA Republic Of Moldova	SLV El Salvador
ATG Antigua & Barbuda	GAB Gabon	MDG Madagascar	SMR San Marino
AUS Australia	GBR United Kingdom	MDV Maldives	SOM Somalia
AUT Austria	GEO Georgia	MEX Mexico	SPM St Pierre And Miquelon
AZE Azerbaijan	GGY Guernsey	MHL Marshall Islands	SRB Serbia
BDI Burundi	GHA Ghana	MKD Macedonia Former Yugoslav Rep	STP Sao Tome And Principe
BEL Belgium	GIB Gibraltar	MLI Mali	SUR Suriname
BEN Benin	GIN Guinea	MLT Mauritania	SVK Slovakia
BFA Burkina Faso	GLP Guadeloupe	MMR Myanmar	SVN Slovenia
BGD Bangladesh	GMB Gambia	MNE Montenegro	SWE Sweden
BGR Bulgaria	GNB Guinea-Bissau	MNG Mongolia	SWZ Swaziland
BHR Bahrain	GNQ Equatorial Guinea	MNP Northern Mariana Islands	SYC Seychelles
BHS Bahamas	GRC Greece	MOZ Mozambique	SYR Syrian Arab Republic
BIH Bosnia & Herzegovina	GRD Grenada	MRT Mauritania	TCA Turks & Caicos Islands
BLM St Barthelemy	GRL Greenland	MSR Montserrat	TCD Chad
BLR Belarus	GTM Guatemala	MTQ Martinique	TGO Togo
BLZ Belize	GUF French Guiana	MUS Mauritius	THA Thailand
BMU Bermuda	GUM Guam	MWI Malawi	TJK Tajikistan
BOL Bolivia	GUY Guyana	MYS Malaysia	TKL Tokelau
BRA Brazil	HKG Hong Kong	MYT Mayotte	TKM Turkmenistan
BRB Barbados	HMD Heard & Mcdonald Islands	NAM Namibia	TLS East Timor
BRN Brunei Darussalam	HND Honduras	NCL New Caledonia	TMP East Timor
BTN Btn	HRV Croatia	NER Niger	TON Tonga
BUR Burma	HTI Haiti	NFK Norfolk Island	TTO Trinidad & Tobago
BVT Bouvet Island	HUN Hungary	NGA Nigeria	TUN Tunisia
BWA Botswana	IDN Indonesia	NIC Nicaragua	TUR Turkey
CAF Central African Republic	IMN Isle Of Man	NIU Niue	TUV Tuvalu
CAN Canada	IND India	NLD Netherlands	TWN Taiwan
CCK Cocos (Keeling) Islands	IOT British Indian Ocean Territory	NOR Norway Montenegro	TZA Tanzania United Republic of
CHE Switzerland	IRL Ireland	NPL Nepal	UGA Uganda
CHL Chile	IRN Iran Islamic Republic of	NRU Nauru	UKR Ukraine
CHN China	IRQ Iraq	NZL New Zealand	UMI United States Minor
CIV Cote D'ivoire	ISM British Isles	OMN Oman	URY Uruguay
CMR Cameroon	ISL Iceland	PAK Pakistan	USA United States of America
COD Democratic Republic of Congo	ISR Israel	PAN Panama	UZB Uzbekistan
COK Cook Islands	ITA Italy	PCN Pitcairn Islands	VNM Vietnam
COL Colombia	JAM Jamaica	PER Peru	VUT Vanuatu
COM Comoros	JEY Jersey	PHL Philippines	WLF Wallis & Futuna
CPV Cape Verde	JOR Jordan	PLW Palau	WSM Samoa
CRI Costa Rica	JPN Japan	PNG Papua New Guinea	YEM Yemen
CUB Cuba	KAZ Kazakhstan	POL Poland	YMD Yemen Democratic
CYM Cayman Islands	KEN Kenya	PRI Puerto Rico	YUG Yugoslavia Socialist Fed Rep
CYP Cyprus	KGZ Kyrgyzstan	PRK Korea Dem Peoples Republic of	ZAF South Africa
CXR Christmas Island	KHM Cambodia	PRT Portugal	ZAR Zaire
CZE Czech Republic	KIR Kiribati	PRY Paraguay	ZMB Zambia
DEU Germany	KNA St Kitts And Nevis	PSE Palestinian Territory Occupied	ZWE Zimbabwe
DJI Djibouti	KOR Korea Republic of	PYF French Polynesia	
DMA Dominica	KWT Kuwait	QAT Qatar Re	
DNK Denmark	LAO Lao Pdr	REU Reunion	
DOM Dominican Republic	LBN Lebanon		