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Proposed Acquisition of Go West Tours

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Authorisation: Approved and authorised for release via the Australian Securities Exchange on 5 May 2021 by Clinton Feuerherdt, Group Chief Executive Officer, SeaLink Travel Group Limited.

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Transaction Overview

Go West Tours (“Go West”) is one of the largest specialist bus operators servicing the Western Australian resources sector

Transaction overview	<ul style="list-style-type: none">– SeaLink has entered into binding agreements to acquire Go West⁽¹⁾, one of the largest providers of specialist bus transportation services for the WA resources sector– Go West’s management team will be retained and have committed to continue growing the business
Strategic rationale	<ul style="list-style-type: none">– High quality, efficient operator with a strong track record supporting leading mining companies– Platform for growth into the attractive WA resources transportation market– Complementary bus services under contract to the WA Public Transport Authority, with Go West delivering regional public school bus services under long-term contracts with limited patronage risk– End-market Group diversification through exposure to the resources sector, particularly WA iron ore– Solid contract tender pipeline, enhanced with SeaLink’s scale and Group resources
Transaction metrics	<ul style="list-style-type: none">– Purchase price of \$84.7m⁽²⁾, representing 5.3x normalised LTM EBITDA⁽⁷⁾– Additional purchase of strategic property assets for \$3.8m^(3,4)– Transaction is expected to be high single-digit EPS accretive in the first full year⁽⁶⁾
Consideration structure	<ul style="list-style-type: none">– All cash consideration structured as follows:<ul style="list-style-type: none">– Upfront consideration of \$72.4m^(2,5), including property assets^(3,4)– Deferred contingent consideration of \$16.1m payable in equal tranches over two years provided current earnings levels are maintained in FY22 and FY23– Additional cash earn-out consideration of up to \$25.0m, payable based on delivering specific financial hurdles over the period to 30 June 2023
Funding	<ul style="list-style-type: none">– The upfront consideration will be funded via SeaLink’s existing cash reserves and debt facilities
Other	<ul style="list-style-type: none">– Expected completion date of early July 2021, subject to satisfaction of conditions– Transaction costs of approximately \$2.0m are expected to be incurred by SeaLink

Note: (1) SeaLink Travel Group Limited is acquiring 100% of the shares in S.V.Haoust Pty Ltd (trading as Go West Tours) from Stanley V. Haoust and the trustees of the DS & NM Haoust Family Trust (together the “Vendors”). (2) Enterprise Value on cash free, debt free basis, prior to completion adjustments and excluding earn-out consideration. (3) SeaLink to purchase property assets through its subsidiary STG Properties Pty Ltd. (4) Property assets to be acquired from Shrewd Pty Ltd, a related party of Vendors. (5) Includes property assets of A\$3.8m. (6) EPS accretion statement reflects the pro forma impact of the transaction as if it had occurred on 1 July 2020, including 100% of the deferred contingent consideration and prior to one-off transaction costs and amortisation of customer contracts. (7) Excludes property assets of \$3.8m and based on normalised run-rate EBITDA (pre-IFRS16) for the 12 months to 30 September 2020 of \$16.1m.

Go West is one of the largest providers of bus transportation services to the WA resources sector with a first class safety record and 35+ years of operations

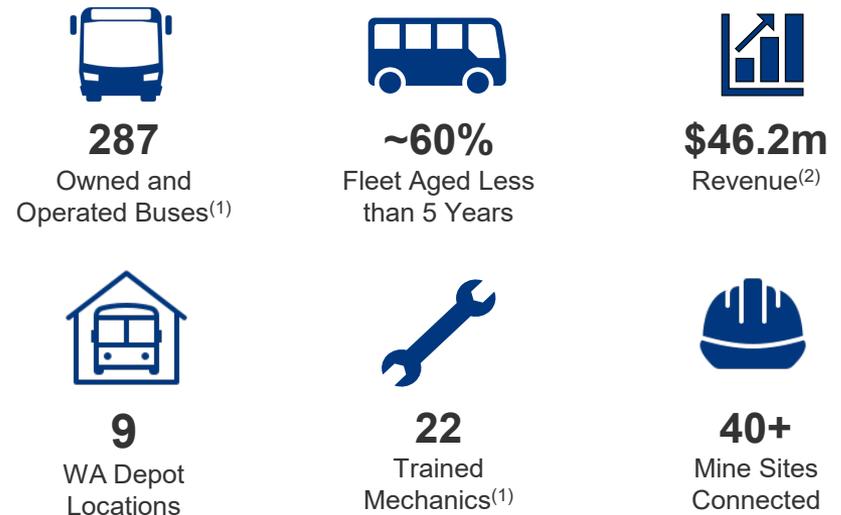
About Go West

- Go West is a WA-based supplier of charter, rental and tour vehicles primarily servicing the resources (mining, and oil & gas) sector
- It is one of the largest specialist bus operators servicing the WA resources sector, with over 35 years of service experience and a significant physical footprint in remote and regional locations which includes nine active depots
- With 181 employees⁽¹⁾, the business operates a high quality, modern fleet of 287 buses⁽¹⁾ that utilises best-in-class technology to meet customer demands for reliability, quality and safety
- Go West also services the WA Government, education and tourism sectors, including operating regional school bus contracts and tour services
- Go West generated \$46.2m of revenue in the 12 months to 30 September 2020, predominantly from services provided under multi-year contracts with leading mining companies
- Go West maintains an attractive tender pipeline of new contract opportunities within WA

Business Units



Business Snapshot



Go West has a significant geographic footprint across WA, with nine depots across key mining regions in the state

Industry Leading Reputation

- Go West maintains strong relationships with a quality customer base, including major mining clients in WA, with a proven reputation as a high quality industry leader
- Track record for safety, fleet innovation and reliable service delivery
- Capability to customise buses to suit customer requirements and supported by in-house servicing function

Snapshot of Top Tier Clients

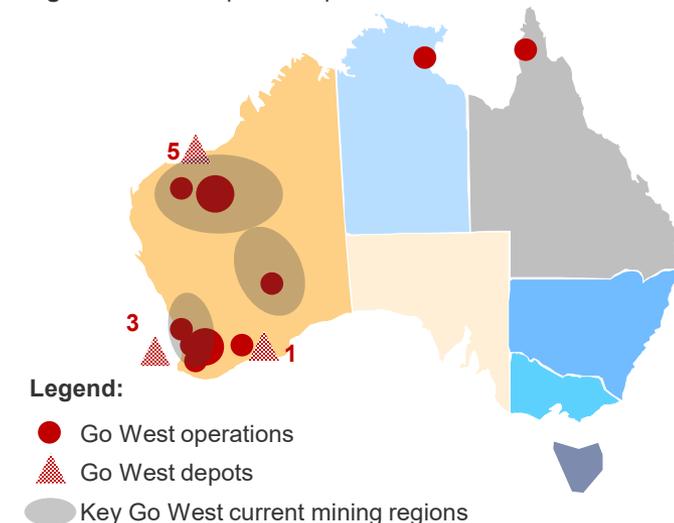


Significant Geographic Footprint

- Go West has a strong presence in key WA resources regions (Pilbara, Goldfields and South West / Great Western) and has also expanded interstate in recent years

Depot Locations		
Bunbury (HQ)	Hopetoun	Newman
Perth	Port Hedland	Mandurah
Karratha	Tom Price	BHP Newman

Legend: ■ Acquired as part of the transaction

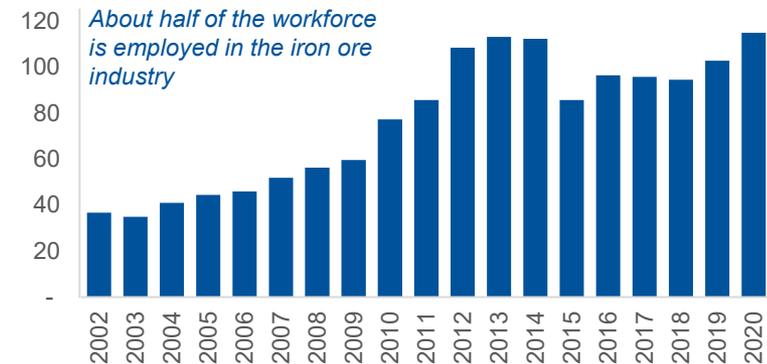


Worker transportation is considered a critical service for the resources industry; contracts are typically multi-year, ongoing contracts with limited patronage risk

Industry & Contract Overview

- Transport charters are essential to Australia’s resources industry, where mining projects require specialised services to mobilise workforces during the development, operational and shut down phases of a project
- Coaches are often the only viable transport option, with services including camp to site shuttles, contractor transport, airport transfers, onsite shuttle, mine shutdown as well as inter and intra town services
 - Services continued unaffected by COVID-19
- There has been an increased focus on worker safety and fleet compliance resulting in greater outsourcing to specialist charter providers such as Go West, which also offers cost efficiencies for resources companies
- Bus contracts with leading mining customers typically include the following characteristics:
 - Multi-year, ongoing term with rolling renewals possible
 - Fixed price for service delivery with no or limited patronage risk
 - Upside through the provision of mine shut-down services
 - Bus assets are typically 100% owned by Go West

WA Mining Employment (000's)⁽¹⁾



Pilbara ⁽²⁾	Goldfields ⁽²⁾	South West / Great Southern ⁽²⁾
<ul style="list-style-type: none"> • ~\$63bn production value • ~46% WA resources sector • ~60k resource employees • Major commodities: Iron ore 	<ul style="list-style-type: none"> • ~\$10bn production value • ~13% WA resources sector • ~22k resource employees • Major commodities: Gold, nickel 	<ul style="list-style-type: none"> • ~\$2.3bn production value • ~4k resource employees • Major commodities: Alumina, bauxite

Note: (1) ABS Catalogue 6291.0.55.001 Labour Force Australia. (2) KPMG 2018-2028 Western Australian Resources Sector Outlook. Represents key current mining regions for Go West operations.