

1. PURPOSE

SeaLink Travel Group (**SeaLink**) is committed to acting with fairness, honesty and integrity.

This Policy aims to:

- encourage people to speak up if they become aware of wrongdoing and help deter wrongdoing;
- explain how to speak up and what protections a discloser will receive;
- outline how SeaLink will respond to reports made under this Policy; and
- promote a “safe to speak up” culture in which everyone feels protected and supported.

This Policy is intended to supplement, and not limit in any way, the provisions of the Corporations Act in relation to whistleblowing where they apply. Where a provision of this Policy is inconsistent with a provision of the Corporations Act, the Corporations Act will apply to the extent of the inconsistency.

2. APPLICATION

This Policy applies to all people who work for or with SeaLink including:

- Employees;
 - any individual who supplies goods and services to the SeaLink Group (e.g. contractors, and consultants); and
 - directors and officers of any SeaLink Group companies
- and associates of the individuals above.

Those people are referred to in this policy as “**Relevant Persons**”.

This policy applies to a report which is made under this policy by an Eligible Person who has reasonable grounds to suspect that the information in their report indicates Potential Misconduct.

Given the diversified location of SeaLink Group operations across a number of business locations, local laws may apply to a Relevant Person. This policy must be read in conjunction with and subject to applicable local laws. Whistleblower processes at a business unit level must be consistent with applicable local laws in conjunction with this policy. In the event of any inconsistency, local laws will take priority.

3. POLICY STATEMENT

SeaLink is committed to ensuring all Employees have a safe, reliable and confidential way of reporting any Potential Misconduct. Where a person has Protected Information they should report that information as soon as practicable.

This Policy provides written information to Relevant Persons about:

- The protections and remedies available to Whistleblowers under Australian law;
- To whom disclosures that qualify for protection under Australian law may be made, and how they may be made;
- How SeaLink will support Whistleblowers and protect them from detriment; and
- How SeaLink will ensure fair treatment of Employees who are mentioned in disclosures that qualify for protection.

Employees should also refer to local policies and procedures including for those outside of Australia, the applicable whistleblower policy for your country.

Employees and officers in Australia can access the most up to date version of this policy on the Intranet or via our corporate website. Further information about this policy is available from the Whistleblower Protection Officer or Designated Recipients.

4. WHAT IS POTENTIAL MISCONDUCT?

- 4.1. Potential Misconduct is any suspected or actual misconduct or improper state of affairs or circumstances in relation to the SeaLink Group including any concern about conduct, or the deliberate concealment of such conduct, that constitutes an offence against or a contravention of a provision of laws of the Commonwealth, and conduct related to the tax affairs of the SeaLink Group and its associates.
- 4.2. This will include misconduct of an Employee, director or officer of a SeaLink company. Examples of Potential Misconduct are set out below and in section 7. You should speak up even if you are unsure if something is Potential Misconduct.
- 4.3. Potential Misconduct does not generally include *personal work-related grievances*. These are grievances relating to your employment that have implications for you personally (e.g. a disagreement between you and another employee or a promotion decision). Generally, these grievances should be raised via People and Culture so that they can be resolved most effectively.
- 4.4. Examples of Potential Misconduct include:
- breach of laws or regulations;
 - corrupt conduct including offering or accepting of bribes;
 - criminal conduct such as theft, dealing in drugs, violence or threatened violence;
 - other serious improper conduct or unethical behaviour;
 - financial fraud, irregularity or mismanagement;
 - insider trading; and
 - deliberate concealment of the above

5. DEFINITIONS

<i>‘Corporations Act’</i>	means the <i>Corporations Act 2001</i> (Commonwealth of Australia).
<i>‘Designated Person’</i>	means EMA Consulting Call Service, General Counsel or Legal Counsel, People & Culture Managers, HSE or WHS Managers, and the Chair of the Board Audit & Risk Committee
<i>‘Employer’</i>	means SeaLink Travel Group Limited and any or all its subsidiaries.
<i>‘Employee’</i>	means any permanent, casual or temporary person employed directly by the Employer and includes past employees.
<i>‘Journalist’</i>	means a person working in a professional capacity as a journalist for a newspaper or magazine; a radio or television broadcasting service; or an

electronic service operating on a commercial basis or national broadcasting basis and is similar to a newspaper, magazine, radio, or television broadcasting service.

'Protected Disclosure' means a disclosure that is protected under the Corporations Act.

'Protected Information' means information concerning misconduct or an improper state of affairs or circumstances in relation to SeaLink Travel Group or a Related Body Corporate of SeaLink Travel Group Limited. See paragraph 7.6 of this Policy.

'Related Company' includes all subsidiaries and affiliated entities (including joint ventures) over which SeaLink Travel Group has control.

This Policy refers to a number of key people who are as follows:

Term	Meaning	Role and Responsibilities
Designated Recipients	<p>The following persons:</p> <ul style="list-style-type: none"> • EMA Call Services • General Counsel and Legal Counsel • People & Culture Managers, • HSE or WHS Managers • Whistleblower Protection Officer • Group Company Secretary 	<p>The role of the Designated Recipients is to act as a conduit for confidential communications with the Employer. Designated Recipients will refer the disclosure to the Whistleblower Investigations Officer as soon as possible to oversee a response. There are other internal and external recipients who may receive Protected Disclosures – see paragraphs 7.5 and 7.15</p>
Whistleblower or Discloser	<p>The person speaking up in connection to Potential Misconduct.</p> <p>A 'Whistleblower' means any Eligible Person who makes a disclosure protected in accordance with the Corporations Act.</p>	
Eligible Person	<p>Any Employee, officer, volunteer, contractor or associated of the Employer; and includes any relative, dependent, spouse or former spouse of those persons</p>	
Whistleblower Investigations Officer	<p>The Chief People Officer of the Group or their delegate</p>	<p>If a report made under this Policy is formally investigated, the WIO will carry out or supervise the investigation. The WIO will report any investigation outcomes. The WPO and WIO act independently of each other and the responsibilities of these roles do not reside with one person.</p>

Whistleblower Protection Officer (WPO)	Company Secretary of SeaLink Travel Group Limited or their delegate	The WPO will safeguard the interest of Relevant Persons making reporting under the Policy and ensure the integrity of the reporting mechanism
Relevant Person	Person to whom this policy applies – see paragraph 2	

6. HOW DISCLOSURES CAN BE MADE

Whistleblower Disclosure System

- 6.1. The Employer has a user-friendly system for Relevant Persons to make Protected Disclosures. Whistleblowers may make a report to any of the Designated Recipients
- 6.2. If you wish to make a disclosure you are encouraged to contact one of the following:
 - 6.2.1. The **EMA Call Service** by calling or contacting EMA Consulting directly on:
By email: whistleblowing@emaconsulting.com.au
By phone: 1800 951 055 (8.30am to 5.30pm Australian Central Standard Time)
and stating that you wish to make a whistleblowing disclosure and state the company that the disclosure relates to
 - 6.2.2. The **Whistleblower Protection Officer** who is the Company Secretary for the Group, Jo McDonald who may be contacted in person, by telephone on +61 (0)8202 8688 or by email to company.secretary@sealink.com.au
 - 6.2.3. The **Chair of the Board Audit & Risk Committee**, Ms Fiona Hele who may be contacted by email on Fiona.hele@sealink.com.au or by post to Level 3, 26 Flinders Street Adelaide SA 5000 in a sealed envelope marked to her attention, and "Strictly Private and Confidential"

Use of the Whistleblower Disclosure System is the Employer's preferred method of disclosures, as it provides the greatest flexibility to Employees and Officers making a disclosure and provides the investigator with all necessary information.

- 6.3. The Whistleblower Disclosure System allows Relevant Persons to:
 - choose to make a disclosure anonymously;
 - choose to whom the disclosure is sent;
 - upload any relevant documents or information; and
 - provide a preferred contact email address, should the internal investigator require further information.

By Email, Telephone, or in Person

An Employee or Officer may make a Protected Disclosure to any person specified in paragraph 7.16 and below

- via email;
- on the telephone; and/or
- in person.

By Post

An Employee or Officer may make a Protected Disclosure by post. Note, however, that there may be delays in the investigation process where the disclosure is made by post due to postage and delivery timeframes.

A Whistleblower may choose to remain anonymous while making a disclosure – refer paragraph 7.21 below however some methods of disclosure set out above may not be practical in those circumstances.

7. POLICY REQUIREMENTS

Protections Available to Whistleblowers under Australian Law

- 7.1. A Whistleblower will not be subject to any of the following as a result of making a Protected Disclosure:
- 7.1.1. termination of employment;
 - 7.1.2. injury in their employment;
 - 7.1.3. alteration of their position or duties to their disadvantage;
 - 7.1.4. discrimination between him or herself and another Employee of the Employer;
 - 7.1.5. harassment or intimidation;
 - 7.1.6. harm or injury, including psychological harm; or
 - 7.1.7. damage to property, reputation, financial position, or any other damage.
- 7.2. Nothing in this Policy prevents the Employer from disciplining an Employee who has disclosed information inconsistently with the Corporations Act and/or this Policy, who has disclosed information that is not Protected Information, or for reasons unrelated to a Protected Disclosure made by a Whistleblower.
- 7.3. The identity of a Whistleblower is confidential. Where a Whistleblower reveals their identity in the course of making a Protected Disclosure, their identity will not be disclosed to any other person or entity except as permitted by the Corporations Act or other laws.
- 7.4. The Employer will endeavour to keep the identity of the Whistleblower confidential and not disclose the Whistleblower's identity to a third party unless the Whistleblower consent to the disclosure, the disclosure is made to ASIC, APRA, a member of the Australian Federal Police, the Commissioner of taxation, to a legal practitioner for purposes of the Employer seeking legal advice or representation, a court or tribunal thinks it is necessary in the interests of justice, or where disclosure is otherwise required or permitted by law.
- 7.5. The Employer will endeavour to not disclose information that is likely to lead to the identification of the Whistleblower unless it would be permitted to disclose the Whistleblower's identity (as above) or where disclosure of that information is reasonably necessary for purposes of investigating the Potential Misconduct and the Employer has taken reasonable steps to reduce the risk that the Whistleblower will be identified as a consequence of the disclosure.
- 7.6. The Board of the Group will not tolerate anyone being discouraged from speaking up or suffering any detriment because they have raised concerns about Potential Misconduct. Disciplinary action, up to and including termination of employment or engagement, may be imposed on anyone shown to have caused detriment to a person in connection with speaking up.

Protected Disclosures under Australian Law

- 7.7. A disclosure is a Protected Disclosure if:
- 7.7.1. it is made in relation to Protected Information; and
 - 7.7.2. it is made to a Designated Person or other specific internal or external persons (see paragraph 7.15 to 7.19 below); and
 - 7.7.3. it is not in relation to a personal work-related grievance.
- 7.8. Protected Information includes information in relation to conduct that:

- 7.8.1. constitutes an offence against, or contravention of, a provision of any of the following:
- (a) the Corporations Act;
 - (b) the *Australian Securities and Investments Commission Act 2001* (Cth);
 - (c) the *Banking Act 1959* (Cth);
 - (d) the *Financial Sector (Collection of Data) Act 2001* (Cth);
 - (e) the *Insurance Act 1973* (Cth);
 - (f) the *Life Insurance Act 1995* (Cth);
 - (g) the *National Consumer Credit Protection Act 2009* (Cth);
 - (h) the *Superannuation Industry (Supervision) Act 1993* (Cth); and
 - (i) any instrument made under any of the above Acts.
- 7.8.2. constitutes an offence against any Commonwealth law punishable by 12 or more months imprisonment;
- 7.8.3. represents a danger to the public or the financial system or
- 7.8.4. in relation to the tax affairs of the Group or its associates, which the Employee considers may assist the Group to perform functions or duties related to the Group's tax affairs.
- 7.9. Potential Misconduct is described in section 4 and includes any suspected or actual misconduct or improper state of affairs or circumstances in relation to the Group.

Information to include in a Protected Disclosure

- 7.10. You should provide as much information as possible, including details of the Potential Misconduct, people involved, dates, locations and if any more evidence may exist.
- 7.11. When speaking up you will be expected to have reasonable grounds to believe the information you are disclosing is true, but you will not be penalised even if the information turns out to be incorrect. However, you must not make a report that you know is not true or is misleading. Where it is found that a person has knowingly made a false report, this will be considered a serious matter and may result in disciplinary action.

Personal Work-Related Grievances

- 7.12. A disclosure is not a Protected Disclosure to the extent that the disclosure concerns a personal work-related grievance and does not concern any Protected Information.
- 7.13. Notwithstanding paragraph 7.10, a disclosure in relation to a personal work-related grievance is a Protected Disclosure where:
- 7.13.1. an Eligible Person has made a Protected Disclosure;
 - 7.13.2. that Eligible Person has been victimised in relation to that Protected Disclosure; and
 - 7.13.3. that Eligible Person makes a disclosure in relation to the victimisation.
- 7.14. A disclosure concerns a personal work-related grievance if the information concerns a grievance about any matter in relation to the Relevant Person's employment or former employment, having implications for the Relevant Person personally and does not, for example, relate to Protected Information.
- 7.15. Examples of personal work-related grievances are:
- 7.15.1. an interpersonal conflict between the people in the workplace;
 - 7.15.2. perceived roster favouritism;

- 7.15.3. matters relating to workplace behaviours;
- 7.15.4. a decision relating to the engagement, transfer, or promotion of the Relevant Person;
- 7.15.5. a decision relating to the terms and conditions of employment of the Relevant Person;
and
- 7.15.6. any disciplinary action (including suspension and/or termination of employment) taken against the Relevant Person.

7.16. Personal work-related grievances will be managed in accordance with the Managing Performance and Behaviour Procedure, and the Grievance Procedure.

To Whom Protected Disclosures can be Made

7.17. Protected Disclosures can be made to specific internal and external persons and bodies.

7.18. Internal Protected Disclosures can be made to:

- 7.18.1. A Designated Recipient for the Employer;
- 7.18.2. A director, officer or senior manager of the SeaLink Group (or a related entity of the Employer);
- 7.18.3. An officer or senior manager of the Employer or a Related Company.
- 7.18.4. Additionally, a current Relevant Person can contact the Whistleblower Contact Officer to seek guidance on an appropriate person to make a Protected Disclosure to.

7.19. External Protected Disclosures can be made by contacting:

- 7.19.1. An auditor or member of an audit team conducting an audit of the Group or any part of it
- 7.19.2. the Australian Consumer and Competition Commission (ACCC) or the Australian Securities and Investment Commission (ASIC);
- 7.19.3. the Commissioner of Taxation

7.20. A disclosure may also be made to a lawyer for the purpose of seeking advice in relation to Whistleblower laws. This includes the disclosure of information to a lawyer that is not Protected Information to the extent that the disclosure is made for the purpose of obtaining legal advice.

Members of Parliament and Journalists

7.21. A Whistleblower may make a Protected Disclosure to an Australian Member of Parliament or journalist and qualify for protection if, and only if, all the following criteria have been satisfied:

- 7.21.1. the Whistleblower has previously made a Protected Disclosure to ASIC, APRA, Commissioner for Taxation or other qualifying body;
- 7.21.2. either:
 - (a) at least 90 days have passed since the Protected Disclosure was made, and the Whistleblower does not have reasonable grounds to believe that action is being taken or has been taken in relation to the Protected Disclosure;
 - or
 - (b) the Whistleblower has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;

- 7.22. the Whistleblower has reasonable grounds to believe that making a further disclosure would be in the public interest;
- 7.23. the Whistleblower notifies the person or body (after the period in paragraph 7.18.2, where applicable) to which the Protected Disclosure was made, including sufficient information to identify the Protected Disclosure, that the Whistleblower intends to make a 'public interest disclosure';
- 7.24. the 'public interest disclosure' does not contain information greater than necessary to inform the Member of Parliament or Journalist of the misconduct or improper state of affairs (within the definition of Protected Information) alleged.

Before making a public interest or emergency disclosure a Whistleblower should contact an independent legal adviser first and it is important to understand the criteria for making these types of disclosures.

How the Employer will Investigate Protected Disclosures

Investigations

- 7.25. All persons involved in the investigation will ensure that all parties involved in a Protected Disclosure and subsequent investigation will be treated fairly by the Employer and all of its Employees and Officers. This includes:
 - 7.25.1. no disadvantages to the employment of any Employee or Officer for the reason of making a disclosure or participating in an investigation process (including as an investigator);
 - 7.25.2. no victimisation of any Employee or Officer who makes a Protected Disclosure; and
 - 7.25.3. the maintenance of confidentiality, unless otherwise required in exceptional circumstances where the disclosure is allowed or required by law.
- 7.26. SeaLink encourages the reporting of Potential Misconduct however appreciates that speaking up can be difficult. An anonymous report can be made, as the identity of the Whistleblower is confidential. Where a Whistleblower reveals their identity in the course of making a Protected Disclosure, their identity will not be disclosed to any other person or entity except as permitted by the Corporations Act or other law. Where a Whistleblower provides their name, it will make it easier to investigate and address the report. If the Whistleblower chooses to remain confidential, any investigation will be conducted as best as possible in the circumstances. If a discloser chooses to remain anonymous it is important that they maintain an ongoing two-way communication with the Employer to enable follow-up questions or provide feedback.
- 7.27. The persons investigating the disclosure will conduct their investigation in a manner that is consistent with all relevant legislation and their above obligations as an investigator.

Outcomes

- 7.28. All reports made under this Policy will be received and treated sensitively and seriously, and will be dealt with promptly, fairly, and objectively. The response to a report will vary depending on the nature of the report and the amount of information provided. The report may be addressed and resolved informally or through a formal investigation.
- 7.29. The investigator will take the appropriate action depending on their conclusions resulting from the investigation. This may include, for example, reporting their findings to a relevant regulatory body or seeking legal advice to determine an appropriate action.

- 7.30. Whilst speaking up under this Policy does not guarantee a formal investigation will take place, all reports will be properly assessed and considered, and a decision made as to whether they should be investigated.
- 7.31. Where appropriate, a person to which the investigation relates will be provided with details of the report that involves them (to the extent permitted by law) and be given an opportunity to respond.
- 7.32. Any investigations will be conducted in a timely manner and will be fair and independent from any persons to whom the report relates. All Employees, directors, officers and Designated People must cooperate fully with any investigations.
- 7.33. Recommendations and final decisions are to be made by the CEO unless the Protected Disclosure involves the CEO, in which case it will go to the Board.
- 7.34. The Audit and Risk Committee of the Board will receive a summary of Protected Disclosures made on a periodic basis and ad hoc as required for material incidents.

Support, Protection, and Fair Treatment

- 7.35. The Employer offers various means of support for Employees, including Employees who have made a Protected Disclosure. The support offered will depend on the circumstances but may include:
 - 7.35.1. access to the Employee Assistance Program (for current Employees) and additional support from the Group (such as counselling services); or
 - 7.35.2. monitoring and managing the behaviour of other Employees;
 - 7.35.3. relocating Employees (which may include the people alleged to have been involved in the Potential Misconduct) to a different division, group or office;
 - 7.35.4. offering a leave of absence or flexible workplace arrangements while a matter is investigated;
 - 7.35.5. rectifying any detriment that you have suffered.
 - 7.35.6. SeaLink Travel Group Limited may also appoint a Whistleblower Contact Officer for additional support. The Whistleblower Contact Officer will be the main point of contact (for example, relating to any concerns about detrimental conduct). They can arrange additional support where needed and can escalate any concerns regarding how the report is being dealt with. The Group can only appoint a Whistleblower Contact Officer where the Whistleblower has agreed to share their identity with the Whistleblower Contact Officer.

Note: the protections offered by this Policy will not apply to an Employee who discloses Protected Information to any persons or bodies in this list who are not a person or body to whom a Protected Disclosure can be made.

- 7.36. Where an Employee or Officer is implicated in any alleged wrongdoing as a result of a disclosure, the Employer will follow its standard investigative procedures set out in the Investigations and Disciplinary Management Policy .
- 7.37. Where an investigation into a Protected Disclosure involves the interviewing of other Employees or Officers as witnesses, no Employee, director or officer will be disadvantaged in their employment as a result of their participation in the procedure.

- 7.38. Nothing in this Policy prevents the Employer disciplining an Employee for a lawful reason.
- 7.39. SeaLink will look for ways to support all people who speak up, but it will of course not be able to provide non-Employees with the same type and level of support that it provides to Employees. In all cases, SeaLink will seek to offer as much support as practicable.

Availability and Review of this Policy

- 7.40. This Policy will be available to all Employees, directors and officers of the Employer on the Employer's Intranet.
- 7.41. This Policy does not form part of terms of employment and may be amended from time to time.
- 7.42. This Policy must be read in conjunction with, and is subject to, local laws.
- 7.43. This Policy will be reviewed not less than every 2 years and any changes must be approved by the Board of the Group.

8. RESPONSIBILITIES

Employer

- 8.1. The Employer is responsible for ensuring that this Policy is documented, implemented, maintained and communicated to all Australian Employees. This includes ensuring that the Policy is available for Relevant Persons to access and is periodically reviewed.
- 8.2. The Employer will provide Australian Employees with appropriate training, information, instruction, and resources to assist them in understanding this Policy. For Employees outside Australia, training and information regarding local laws and equivalent policies will be provided by the relevant Employer.
- 8.3. The Employer will develop, implement and monitor action to appropriately manage any Protected Disclosures in accordance with the *Whistleblower Procedure*.

Managers and Supervisors

- 8.4. Managers and Supervisors are responsible for ensuring all Employees understand this Policy or the applicable overseas policy, as soon as reasonable after commencement of employment with the Employer, and ensure that this occurs.

Employees

- 8.5. Employees and other Relevant Persons (where applicable) must:
 - 8.5.1. comply with the applicable policy, which includes complying with any reasonable instruction given by the Employer in relation to the policy;
 - 8.5.2. make any Protected Disclosures in accordance with this Policy;
 - 8.5.3. report any suspected instances of non-compliance with this Policy to management;
 - 8.5.4. comply with any reasonable requests of the Employer in relation to investigation arising from a Protected Disclosure; and
 - 8.5.5. comply with any reasonable requests of the Employer in relation to investigation into

potential breaches of this Policy.

9. NON-COMPLIANCE

Failure of an Employee to comply with this policy may result in disciplinary action, up to and including termination of employment.

Approved by the Board, 22 May 2020