

## SHARE TRADING POLICY FOR DIRECTORS, SENIOR MANAGEMENT, EXECUTIVES, EMPLOYEES, CONSULTANTS AND CONTRACTORS

### 1. Purpose

This policy outlines the law relating to insider trading and sets out Company policy in relation to Directors and employees with regard to dealing (i.e. buying, selling, or exchanging) in SeaLink Travel Group Limited (**SeaLink**) shares or other securities.

Insider trading laws apply to trading in all types of financial products, including securities such as shares, debentures, derivatives, interests in a registered managed investment scheme, debentures and any other financial products that are available to be traded on a financial market.

The purpose of this Policy is to specify SeaLink's rules as to this matter to provide a level of protection to all concerned. It is intended that this Policy will be useful in defending any criticism or misunderstanding, suspicion, or legal action for damages whether soundly based or otherwise.

There is no discrimination at law between the various levels of corporate responsibility within the Company, (i.e. the seniority of the position held), nor under Australian corporate law any mitigation of responsibility for a transgression due to any particular circumstance leading to the possession of "inside information."

### 2. Insider Trading Prohibition

It is unlawful to buy, sell or otherwise deal in the Company's shares, or assist someone else to do so if you have inside information. Insider trading is prohibited at all times.

All employees and Directors of SeaLink and its associated or subsidiary companies ( **Company**) are prohibited from such dealings if they are in possession of "inside information," otherwise known as price-sensitive information. For the purposes of this Policy an "employee" includes a consultant or contractor to the Company or a related or subsidiary company who, in the course of his or her role, as such, receives or is exposed to price-sensitive information.

It is the responsibility of Directors, officers, key management and all other employees and contractors to ensure that they do not breach the insider trading provisions of the Corporations Act.

### 3. Price Sensitive Information

This is information about the Company or its business or affairs that a reasonable person would expect, if publicly known, to influence persons to buy, sell, or hold shares in the Company, or to affect the value of SeaLink shares.

Examples include:

- Considering a major acquisition or disposal.
- Threat of major litigation against the Group.
- Substantial changes in actual or anticipated financial condition or business performance.
- The likely granting, or loss of a major contract or government licence or approval
- A proposed change to dividend policy
- A proposed new capital raising by issue of shares
- A significant change in senior management or Board membership

## 4. Breach of the Share Trading Policy

Breach of the insider trading prohibitions by you, or third parties, could expose you and/or them to criminal penalties (including imprisonment) or civil liability. It is your personal responsibility to ensure that you comply with the law.

It is also a condition of employment at SeaLink that you comply with this policy. Breach of the Policy could result in termination of your employment.

## 5. Definition of “Directors, Senior Management, Executives, Employees, Consultants and Contractors

These are named persons who occupy those roles and, in addition, the following related parties:

- a) a company which they or their family control
- b) their children, including step children
- c) their spouse
- d) a trust or superannuation fund of which they, or any member of their family, or any family controlled company is a trustee or beneficiary
- e) a person in partnership with them or with any of their connection persons or entities as listed above
- f) nominees acting on their behalf or under their direction.

## 6. Closed Periods When Dealing is Prohibited

There are various times during the year (“Closed Periods”) where no employee may trade in the company’s securities unless an appropriate exclusion applies.

In addition to the above restrictions the following further requirements set out below apply:

- a) For all SeaLink staff including Directors, officers and key management, the closed periods are as follows:
  - i. from the close of business on 31 December to the opening of the ASX the first trading day after the company’s half-year results are released to the ASX; and
  - ii. from the close of business on 30 June to the opening of the ASX the first trading day after the company’s full-year results are released to the ASX;
- b) Prior to any purchase, sale or other dealing in SeaLink shares or other securities;
  - i. Directors, officers and key management should discuss their intentions with, and obtain approval from the Chair;
  - ii. The Chair should discuss his intentions with, and obtain approval from the Chair of the company’s Audit and Risk Committee;

- c) When any such dealing in the Company's shares by a Director subsequently takes place, the Company Secretary must be immediately notified in writing and within sufficient time to enable the company to notify the ASX as required within 5 business days.
- d) In the case of the Company's Directors, each of them must also comply with the provisions of Part 2D.5 of the Corporations Act, which requires that the ASX be notified of any change in his or her interests in the company's shares, if the company has not done so. The time limit is presently 14 days.

Short-term trading in the Company's shares or other securities is discouraged. In general terms this means the acquisition and subsequent disposal of shares within a three-month period.

## 7. Exceptions to Trading During Closed Periods

The following exceptions to trading during Closed Periods as set out below apply:

- a) Dealings under and invitations made to SeaLink security holders such as a share purchase plan, a dividend re-investment or a rights issue;
- b) Dealings which results in no change to the beneficial interest in the securities;
- c) The acceptance of a takeover offer;
- d) Written approval.

In exceptional circumstances, the Chairman in consultation with the Chair of the Audit and Risk Committee has the authority to approve trading by Directors, officers or key management within the Closed Periods with a full disclosure to be made to the market.

In the case of any other employee wishing to trade in SeaLink securities during a Closed Period, a request in writing must be submitted to the Company Secretary together with a signed declaration by the relevant employee that he or she is not in possession of any inside information. However approval may be granted by the Chair in situations where the employee is in severe financial hardship or other circumstances deemed by the Chair to be exceptional.

## 8. Shares and Securities in Other Corporations

Employees are cautioned against using "insider information" that they may obtain during dealings with agents, suppliers or others. Under Corporations law it generally does not matter how a person came into possession of such information, i.e. it need not be with regard to SeaLink itself but could apply to knowledge of the affairs of other corporations.

## 9. Publishing and updating the Policy

The Policy will be published on SeaLink's Intranet for the benefit of all Directors, officers, senior management and employees of SeaLink. In compliance with the ASX Corporate Governance Council Principles of Good Corporate Governance and Best Practice Recommendations, this Policy or a summary of its main provisions will also be published on SeaLink's website [www.sealinktravelgroup.com.au](http://www.sealinktravelgroup.com.au) for the benefit of shareholders, the investment community, the media and members of the public.

The Board may approve updates and amendments of this Policy from time to time. All updates and amendments, and a consolidation, of the Policy (or a summary of its main provisions) will appear on the Intranet and the Company's website within a reasonable time after any such updates or amendments have been approved.

## **10. Questions about the Policy and its application**

Employees should direct their questions about the Policy and its application in the first instance to the Company Secretary. If a definitive interpretation of the Policy or its application is required, your question should be directed to the Company Secretary.

Shareholders, investors and members of the public should direct their questions about this Policy and its application to the Company's Share Registrar or the Company Secretary (contact details on website).