

1. PURPOSE

SeaLink Travel Group (SeaLink) is committed to operating with the highest standards of honesty, integrity, fairness and professionalism in its operations and dealings with shareholders, employees, governments, customers, supplier and communities.

Bribery and corruption are unacceptable in any form and SeaLink requires all employees to ensure that any business dealings in which they are involved in remain free from real or perceived bribery or corruption.

The purpose of this Policy is to outline SeaLink's expectations and commitments to ethical business practices and standards expected of all employees in observing and upholding the prohibition of bribery and improper conduct.

2. SCOPE and OVERVIEW

This policy applies to all SeaLink employees, contractors, directors and officers at all SeaLink locations. Referred to in this Policy as "Employees".

It must be applied in dealings with all SeaLink business partners, government bodies, government officials and other third parties.

This Policy is intended to complement and align with obligations under anti-bribery and corruption laws, including anti-money laundering and counter-terrorism financing laws.

Laws prohibiting bribery and other improper payments apply in each country in which SeaLink companies operate, and apply to all SeaLink companies and personnel. In addition, a number of these laws, such as the Australian Criminal Code, the US Foreign Corrupt Practices Act and the UK Bribery Act have extra-territorial reach. This means that, for example, under Australian law an Australian citizen may be prosecuted in Australia even where the relevant activity occurred entirely overseas.

If SeaLink or SeaLink Employees are found to have taken part in bribery, breach of sanction law or any other related improper conduct addressed by this Policy, SeaLink and/or SeaLink Employees could face serious civil or criminal penalties, lose contracts and suffer reputational harm.

3. DEFINITIONS

'Detriment' means anything that has either a direct or indirect negative effect, or the potential for a negative effect, which may be either financial or non-financial.

'Improper or Unethical Conduct' see paragraphs 4.1 to 4.3 of this Policy.

'Private or Personal Interest' refers to an individual's self-interest (e.g. to achieve financial profit or avoid loss, or to gain another special advantage or avoid a disadvantage); the interests of the individual's immediate family, friends or business partners; or the interests of another organisation in which the individual holds a position (voluntary or paid); or a relationship in which the person is involved.

'SeaLink' Means SeaLink Travel Group Limited

4. POLICY

Policy Statement

It is SeaLink's policy to comply fully with all relevant laws, regulatory requirements and applicable codes in the countries in which it operates and to conduct its business activities according to the highest legal and ethical standards.

SeaLink Employees are expected to act in an ethical, honest and professional manner in the performance of their duties.

SeaLink has a zero tolerance policy towards any Improper or Unethical Conduct by Employees, including but not limited to that described in this Policy.

Employees have an obligation to report Improper or Unethical Conduct by other Employees to SeaLink management, as appropriate.

Requirements

4.1 Do not engage in corrupt practices

SeaLink Employees must not engage in corrupt practices including:

- Giving, offering, promising, authorising, accepting or requesting a bribe;
- Making a facilitation payment;
- Paying or receiving a secret commission; or
- Engage in money laundering.

Bribery

Bribery is the offer, promise, giving, accepting or soliciting of an advantage or benefit (e.g. money or other gifts) as an inducement to obtain business, business advantage or for actual or potential Private or Personal Interest.

Bribery can take many forms and the benefit being offered, given or accepted may be monetary or non-monetary. That is, it may include non-cash gifts, reciprocal favours, political or charitable donations, loans or lavish corporate hospitality. It can also be direct or indirect, such as through intermediaries or agents.

Bribery in any form is prohibited. Employees must not offer, promise, authorise, provide, accept or solicit a bribe. All instances of Employees offering, promising or authorising a bribe will be treated seriously by SeaLink, irrespective of whether the bribe is accepted or paid.

Corruption

Corruption includes dishonest activity in which an Employee acts contrary to the interests of SeaLink and abuses his/her position of trust in order to achieve some actual or potential Private or Personal Interest for themselves or another person or entity.

Examples of 'corruption' prohibited under this Policy include:

- favouritism or bias;
- embezzlement;

- insider trading;
- secret commissions
- money laundering; and
- improper asset disposal.

Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official.

Secret commissions typically arise where a person or entity offers or gives a commission to an agent or representative of another person that is not disclosed by that agent or representative to their principal.

SeaLink does not make, and will not accept, facilitation payments or secret commissions of any kind. If you or another employee is asked to make a payment of this nature on the Company's behalf or are offered any kind of kickback, immediately refuse and report the matter to SeaLink Group Company Secretary or to a member of the Legal Team or Executive.

Money laundering is the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

4.2 Gifts and Benefits

Whilst SeaLink recognises that accepting or offering gifts, entertainment or hospitality of moderate value is customary in the course of business and local practice, it prohibits the offering of gifts, entertainment and hospitality in circumstances which it could be considered to give rise to undue influence.

Accordingly, gifts, services, discounts or other gratuities must not be given or accepted, unless the giving or receipt of gifts is:

- openly offered and received;
- one-off, irregular, of low nominal value and typically for the purpose of general relationship building only;
- offered and received free of any expectations or undertakings.

Employees must not accept any gift or benefit (including hospitality) in the course of their official duties for SeaLink if such acceptance is likely to create an actual or perceived expectation of favourable treatment.

Cash gifts, or cash equivalent gifts (for example, coupons, vouchers etc) are prohibited items that should never be offered or accepted (this does not include gift cards given as part of employee reward and recognition within the Group).

Employees should neither give nor receive gifts or benefits during active business negotiations, especially during the tender process for a contract or project.

Subject to the above requirements, you should refer to local processes and procedures that apply to the acceptance of gifts or benefits (including hospitality) that should always be consistent with the above requirements and provide Employees with more detailed guidance as to when they may accept or give gifts or benefits (including hospitality).

4.3 Political Donations

All dealings with politicians and government officials must be done with caution and must always be dealt with at arm's length to avoid any perception of attempting to gain advantage.

Employees are expressly prohibited from making, promising, offering or authorising a payment of anything of value, either directly or indirectly to a government official except entertainment, meals and hospitality to low nominal value in accordance with accepted local social custom.

If dealing with suppliers in other countries, care must be taken to ensure that local charities are not used as a screen for illegal bribes and that the charity or cause is legitimate. If political donations are made, they must be authorised at a corporate level, usually by the Group Chief Executive Officer in conjunction with the Board.

SeaLink permits charitable donations, whether of in-kind services, knowledge, time, or direct financial contributions. However, SeaLink must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery. Therefore, no potential politically related donation must be offered or made without the prior approval of the Group Chief Executive Officer, and in accordance with the Delegation of Authorities Policy.

The attendance of Employees as official company representatives at political party conferences or functions must be for strictly public policy reasons. To ensure that an Employee's attendance at a political function does not breach Group policy, all invitations must be cleared through the Chief Operating Officer (or equivalent) or Group Chief Executive Officer.

4.4 Document Keeping

All accounts, invoices or other documents and records relating to dealings with third parties including politicians, political parties, charities, suppliers, contractors, customers and other third parties, must be prepared and maintained with strict accuracy and completeness. Disclosure and recording of both giving and receiving of gifts and benefits must also comply with the applicable local procedures.

All expenditure including on gifts, entertainment, hospitality and donations must be included in expense reports in accordance with relevant expense and other company policies and procedures.

Internal controls systems and procedures are to be adopted to provide assurance that they are effective in mitigating the risk of non-compliance.

4.5 Reporting Suspicious Behaviour

It is the responsibility of all Employees to report all suspected, attempted or actual bribery or corruption incidents.

This includes any behaviour that makes an Employee feel they are being pressured or threatened to engage in improper conduct.

All information received is treated confidentially and investigations will not be disclosed or discussed with anyone other than those who have a legitimate need to know. It is important that the employee also maintain confidentiality in order to avoid idle gossip and the possibility of defamation proceedings.

Employees who refuse to accept or are offered a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. No employee will suffer demotion, penalty or other adverse consequences for refusing to pay bribes or reporting actual or suspected breaches of this policy.

SeaLink aims to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken. Any reports should be made to the to a member of the Legal Team or Company Secretary in the first instance.

5. RESPONSIBILITIES

SeaLink Board

The SeaLink Board is responsible for having effective governance mechanisms in place.

SeaLink

SeaLink is responsible for ensuring that this Policy is documented, implemented, maintained and communicated to all Employees. This includes ensuring that the Policy is available for interested parties to access and is periodically reviewed.

SeaLink will provide Employees with appropriate training, information, instruction and resources to assist them in understanding and implementing this Policy.

SeaLink will promote an ethical organisational culture and uphold a zero tolerance approach to all Improper and Unethical Conduct.

Managers and Supervisors

Managers and Supervisors are responsible for monitoring and acting upon compliance with this Policy.

Managers and Supervisors are responsible for reporting all instances of non-compliance of this policy to a member of the Legal team or Company Secretary.

Managers are responsible for encouraging workers to report all instances of reportable conduct in order to support an open reporting environment.

Managers and Supervisors must lead by example by demonstrating personal compliance with this Policy.

Managers and Supervisors are responsible for disciplinary or other appropriate action for instances of Improper and Unethical Conduct.

Employees

Employees must:

- act in an ethical, honest and professional manner in the performance of their duties;
- comply with the Policy, which includes complying with any reasonable instruction given by SeaLink in relation to the policy;
- report any suspected instances of Improper and Unethical Conduct in accordance with applicable local processes;
- if unsure about a whether a gift or benefit can be accepted, seek advice from a member of the Legal Team or their manager or supervisor;
- cooperate in an investigation relating to Improper and Unethical Conduct;
- not make disclosures to the public media or on social media regarding Improper and Unethical Conduct; and
- not victimise another worker for reporting or being involved in an investigation into Improper and Unethical Conduct.

6. NON-COMPLIANCE

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

7. REVIEW OF THIS POLICY

This Policy will be regularly reviewed in light of developments, information reported and our understanding of best practice and applicable laws.

Last reviewed and approved by SeaLink Travel Group Limited Board on 23 June 2021.