

Corporate Governance Statement

SeaLink Travel Group Limited (**SeaLink**)

Approved by the Board

24 September 2021

Introduction

SeaLink Travel Group Limited (“SeaLink” or the “Company”) recognises that effective corporate governance is a foundational element contributing to the preservation of shareholder value and longer term company success. The Board of SeaLink Travel Group Limited is committed to maintaining and enhancing its corporate governance framework and reviews its framework and practices regularly so as to ensure it consistently reflects market practices and shareholder expectations.

The Board believes that the governance policies and practices adopted by SeaLink during the reporting period for the year ended 30 June 2021 are consistent with good corporate governance practices in Australia appropriate for the circumstances of the Company, including the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (4th Edition)(ASX Principles).

During the reporting period, SeaLink followed all of the recommendations in the ASX Principles other than in relation to the Chair of the Board being an independent director (recommendation 2.5). Following a comprehensive process, the Board appointed Mr Ellison as Chair of the Board during the reporting period as it considered Mr Ellison to have the skill-set, expertise and personal traits to lead the SeaLink Board for the future.

This Corporate Governance Statement is current as at 24 September 2021 and has been approved by the Board of Directors of the Company.

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Recommendation 1.1 – Board Charter and Responsibilities

The Board of Directors is accountable to shareholders for the performance and governance of the Company. Accordingly, it is responsible for overseeing the overall operational and financial performance of the Company and its subsidiaries (the “Group”), reviewing and approving its business strategy and its strategic direction.

Day to day management of the Company’s affairs, and the implementation of the corporate strategy and policy initiatives, is formally delegated by the Board to the Chief Executive Officer of the Group.

The Board operates in accordance with the general principles set out in its charter which is available from the corporate governance section of the SeaLink website at www.sealinktravelgroup.com.au.

The Board charter clearly sets out its role and responsibilities and describes those matters expressly reserved for the Board’s determination and those matters delegated to senior management.

The Board reviewed and updated its charter in August 2020 in order to ensure it remained appropriate for the needs of the Company taking into account recent changes in the Group and in light of changes in corporate governance expectations and developments since its last review.

Key responsibilities of the Board include, among other things:

- Setting and overseeing the Company’s purpose, strategic direction and achievement of related objectives;
- Approving the Company’s statement of values and code of conduct;
- Review and approval of budgets; overseeing and monitoring of financial performance, accounting and corporate reporting systems and external audit;
- Appointing and reviewing the performance of the Group Chief Executive Officer;
- Monitoring and reviewing effectiveness of management processes, and governance practices and policies;
- Ensuring all significant business risks are identified and effectively managed; and
- Ensuring that the Company meets its legal and statutory obligations including compliance with ASX Listing Rules disclosure requirements.

For the purposes of the proper performance of their duties, the Directors are entitled to seek independent professional advice at the Company’s expense, unless the Board determines otherwise. The Board schedules meetings on a regular basis and other meetings as and when required.

Management are responsible for providing the Board with accurate, timely and clear information to enable the Board to perform its responsibilities. Information provided to the Board includes all material information on the Group’s operations, budgets, cash flows, funding requirements, shareholder movements and share

pricing, assets and liabilities, disposals, financial accounts, external audits, internal controls, material risks, safety and environmental management and new venture proposals.

Recommendation 1.2 – Director and Senior Executive Appointments

Once the Board decides that a new Director is to be appointed, candidates are considered including using the services of external consultants to conduct searches, if considered appropriate. Proposed candidates are considered by the Board, and appropriate interviews, reviews and checks are conducted prior to an appointment being made.

Directors' details, including their relevant qualifications and experience, the skills they bring to the Board, details of any other material directorships, and any potential conflicts of interest or other associations with the Company are disclosed in the Annual Report, and presented to shareholders at the Annual General Meeting or any other meeting where the election or re-election of Directors is proposed.

Upon appointment, Directors are given detailed background information on the Company and its operations, and the commitment required to meet the expectations of their role.

Similarly, should a new senior executive appointment be proposed, a thorough recruitment process and appropriate checks are undertaken prior to appointment of a potential candidate as part of our processes.

Recommendation 1.3 – Written Agreement with each Director and Senior Executive

Non-Executive Directors are engaged by the Company under letters of appointment and senior executives are engaged under employment contracts setting out the terms of their appointment and addressing the roles and responsibilities of the individuals.

Details of remuneration of directors and senior executives are set out in the Remuneration Report in the Annual Report.

Recommendation 1.4 – Company Secretary Accountability

The Company Secretary is responsible for supporting the effectiveness of the Board and is directly accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board. Appointment or removal of a company secretary is approved by the Board.

Recommendation 1.5 – Diversity

The Group recognises that a talented and diverse workforce is a key competitive advantage and that success is a reflection of the quality and skills of our people. SeaLink benefits by bringing together people of diverse backgrounds.

The Group fosters a culture in which all people treat each other with mutual respect and are recruited, developed and promoted on the basis of merit.

To support its commitment, the Group has adopted a Diversity and Equity Policy which is available on the SeaLink website and can be found at <https://www.sealinktravelgroup.com.au/corporate-governance/>

Under the Policy, the Board is responsible for establishing measurable diversity objectives and reviewing progress in achieving the objectives on an annual basis.

The key aims of this Policy which support SeaLink's diversity objectives are to

- Ensure people are recruited on the basis of skills and experiences regardless of age, ethnicity, gender or cultural background;
- Provide equal opportunities based on merit;
- Make more informed and innovative decisions, drawing on a wide range of experience and perspectives that Employees from diverse backgrounds and different skill-sets bring to their roles; and
- Ensure every employee is treated with respect and fairness whilst performing their work.

The Board undertakes an annual assessment of Company performance against diversity objectives. During the reporting period, the SeaLink Board adopted a measurable objective for the Board of achieving gender diversity of not less than 30% of its directors being of each gender by 2023 or earlier.

As at 30 June 2021, the SeaLink Board comprised of seven directors, two of whom are female (28.5%) and five of whom are male (71.5%).

SEALINK TRAVEL GROUP LIMITED CORPORATE GOVERNANCE STATEMENT – SEPTEMBER 2021

The below table sets out SeaLink's achievements against its other diversity objectives for financial year ended 30 June 2021.

Diversity Objective for FY 2021	Diversity Initiatives for FY 2021	Progress as at 30 June 2021
Development of a three-year strategic diversity action plan for the expanded group	- Collect data through surveys that will enable the expanded organisation to identify areas of opportunity to enhance the culture of diversity. - Complete the review of the survey data to guide future objectives and initiatives, based on workforce composition. - Develop a three-year strategic Diversity action plan based on survey results.	To support development of the Diversity Strategy we: - Undertook research into Diversity best practices in the workplace and our Industry; and - Consulted with key stakeholders including General Managers and sample groups of frontline leaders and employees in our business to gain insights. This information has been utilised to develop a Diversity and Inclusion Strategy.
Foster a workplace culture that is inclusive, collaborative, and accountable.	Continue to identify areas of opportunity to support diversity based on current workforce composition and data sources.	The Diversity and Inclusion Strategy developed contains a number of initiatives to identify and support diversity based on our current workforce composition.
Create career path opportunities for employees from diverse backgrounds.	Design and deliver training and development opportunities that support career advancement for employees from diverse backgrounds.	Commenced the implementation of a Learning Management System (GO1) to provide access to learning opportunities across the Australian Public Transport and Marine & Tourism businesses.
Create entry pathways into SeaLink Travel Group for groups under-represented in and across our industries	On-going review of recruitment and selection processes across the different parts of our business to ensure they reflect our commitment to diversity, particularly at entry-level positions, with the aim of creating a more diverse talent pool for the future.	A review of the recruitment and onboarding process is well advanced to ensure alignment with our diversity strategy. In addition, a training program has been developed to educate key business leaders on best practice to ensure Diversity in Recruitment. Finally, the endorsement of our National Reconciliation Plan demonstrates our commitment to equity for Aboriginal and Torres Strait Islanders.

The Group monitors and reports as a relevant employer under the Workplace Gender Equality Act 2012 for Australian based employees and the public reports are published and contain the Group's most recent Gender Equality Indicators. The most recent reports can be viewed on the SeaLink Travel Group website. SeaLink has submitted three reports for the Australian group under the Workplace Gender Equality Act based on its group structure and activities. A separate report is prepared and lodged for the Transit Australia and Fraser Island businesses due to the nature of the activities of those parts of the business. A WGEA report is not required to be lodged for international based employees.

During the reporting period we developed our Australian Diversity and Inclusion Strategy which is a three-year strategy, and the framework and initiatives set out in the strategy will be continually reviewed throughout its execution. Our gender diversity objectives are incorporated into the initiatives and actions described below for FY 2022 as year one of our plans. This complements the work already underway in our international divisions.

DIVERSITY & INCLUSION STRATEGY - OUR THREE YEAR PLAN



LEADERSHIP DEVELOPMENT – YEAR ONE

What we will do:

- Develop leaders understanding of diversity and inclusion, and the benefits it brings to the workplace
- Empower leaders to promote a culture of inclusivity
- Grow leadership capabilities in creating safe, open and accepting workplace environments, where leaders are accessible and equipped to manage increasingly diverse workforces

INITIATIVE	KEY ACTIONS
Provide our leaders with an internal communications program that builds an understanding around Diversity and Inclusion.	Develop a communication plan to include regular and ongoing distribution of engaging diversity and inclusion content to internal stakeholders.
Deliver training for Leaders on inclusive leadership, unconscious bias, cultural awareness, and advanced sexual and harassment training.	Develop the training program in Go1 to administer to all leaders, aiming for 100% completion rate.
Empower leaders to deliver and/or coordinate workplace activities and key development days, to foster a greater understanding of diversity and inclusivity amongst their teams.	Develop a framework for action-based learning activities for workplace teams to participate in, with leaders committing to the delivery of a minimum four activities per year.

What success will look like:

- Increased capabilities amongst leaders in championing and modelling inclusive behaviours
- Consistent approaches in inclusive leadership practices across the business
- Diversity and inclusion learnings influences broader strategic programs

EMPLOYEE ENGAGEMENT – YEAR ONE

What we will do:

- Achieve an in-depth understanding of our workforce demographics
- Explore existing employee perceptions of the organisation relating to diversity and inclusion
- Grow awareness of diversity and inclusion values across the organisation

INITIATIVE	KEY ACTIONS
Establish existing workforce composition, and employee perceptions relating to diversity and inclusion.	Conduct an engagement and diversity and inclusion survey of our workforce. Encourage team-members to self-identify their diversity information upon induction.
Promote Awareness Days to Employees and Customers.	Develop a formal internal calendar of diversity Awareness Days and accompanying activities, events and resources to be delivered across the business.

What success will look like:

- A greater understanding of existing workforce demographics
- Improved employee engagement with the business
- Stronger perceptions of diversity and inclusion across the business
- A workplace environment that ensures safety and celebration of all employees and customers

TARGETED ACTION PLANS – YEAR ONE**What we will do:**

Develop specific targeted action plans addressing to support the recruitment, retention and satisfaction of employees and candidates identifying as:

- Aboriginal and Torres Strait Islander peoples
- Having disability
- Female and non-binary

INITIATIVE	KEY ACTIONS
Specified Action Plan and strategies for the 3 areas.	Consult with relevant stakeholders (internal and external) in developing and delivering Action Plans.

What success will look like:

- A targeted approach to enhance key areas of diversity and engagement
- Enhanced employee perceptions of diversity and inclusion within their teams and across the business

Recommendation 1.6 – Board Performance Evaluation

The Board has a formal process to assess individual performance and effectiveness of Directors, the Board and its Committees on an annual basis. The process is led by the Board Chair and involves participation by all Directors, with feedback and results considered by the full Board and acted upon as appropriate.

A structured performance evaluation in line with those processes was conducted during December 2020.

Recommendation 1.7 – Performance Evaluation of Senior Executives

The Board regularly evaluates performance of senior executives against a number of criteria and requires senior executives to formally address the Board on execution of strategy and associated issues.

Senior Executive performance is evaluated each year and was undertaken as follows:

- The Group Executive Officer's performance review is undertaken by the Chair of the Board and the People, Culture and Remuneration Committee.
- Senior executives' performance is reviewed by the Group Chief Executive Officer with oversight of their objectives and performance by the People, Culture and Remuneration Committee.

Performance evaluations of senior executives in line with these processes have been conducted in respect of the reporting period.

PRINCIPLE 2 – STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

The SeaLink Board is committed to ensuring that the composition of the Board continues to include directors who collectively bring an appropriate mix of skills, commitment, experience, expertise and diversity to Board decision making to ensure that the Board effectively discharges its responsibilities and duties.

The Board has been comprised of seven non-executive directors for all of the reporting period.

As at September 2021 the Board comprises the following directors:

- Jeffrey Ellison (Chair) (appointed director 9 July 2008, appointed Acting Chair 1 July 2020 and Chair on 23 February 2021)
- Christopher Smerdon (appointed 13 May 2004)
- Terry Dodd (appointed 28 March 2011)
- Andrea Staines OAM (appointed 15 February 2016)
- Fiona Hele (appointed 13 September 2016)
- Neil Smith (appointed 16 January 2020)
- Lance Hockridge (appointed 1 July 2020)

Details of the directors, including their qualifications are set out in our Annual Report for the reporting period.

The Board has established appropriate committees to assist it to effectively and efficiently fulfill its responsibilities. During the reporting period, the Board had an Audit and Risk Committee, and a People, Culture and Remuneration Committee. The Board also oversees and monitors special projects/investments through forming special project/ investment committees from time to time as required.

During the period, an Investment Working Group of the Board met regularly to oversee potential opportunities. This working group meets as required to assist the Board in reviewing projects and proposals as part of evaluating and guiding investment, divestment and acquisition strategies. A special working group of directors (excluding Mr Ellison) was also formed for a short period to assist with the process of appointment of a permanent Chair.

The composition of the Audit and Risk Committee and the People, Culture and Remuneration Committee as at 30 June 2021 are set out in the Company's Annual Report. Each of these committee has a Charter approved by the Board, and maintains minutes of its meetings, circulated to all Directors.

Recommendation 2.1 – Nomination Committee

In July 2020 the responsibilities of Board committees were revised with the responsibilities of the People, Culture and Remuneration Committee (formerly Remuneration and Nomination Committee) amended to focus more time on supporting the Board with people and culture related initiatives and nominations responsibilities being resumed into the activities of the full Board. The People, Culture and Remuneration Committee assists the board with oversight of the Group Chief Executive Officer and Senior Executive succession planning responsibilities (director succession planning is with the full Board).

To ensure that issues of Board composition and evaluation, as well as Board succession planning are dealt with efficiently and effectively by the Board, the Board has an annual nominations responsibilities calendar and the meeting agenda sets aside regular time devoted to these items. Where appropriate, a working subgroup is formed to further support the Board on particular topics from time to time.

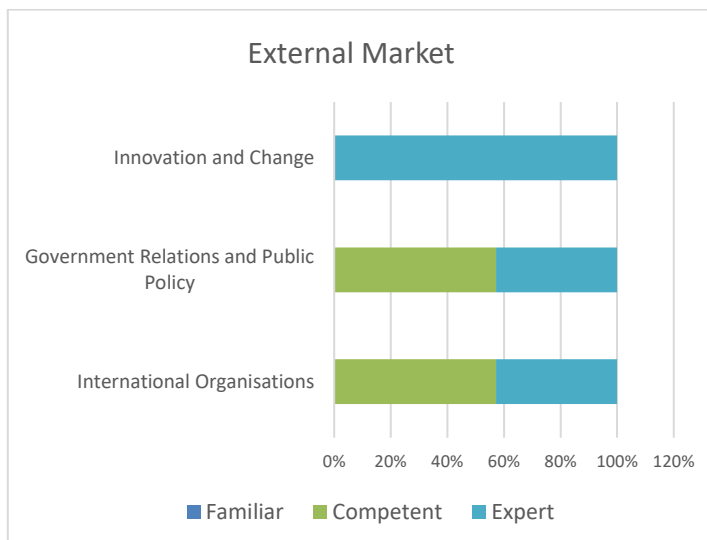
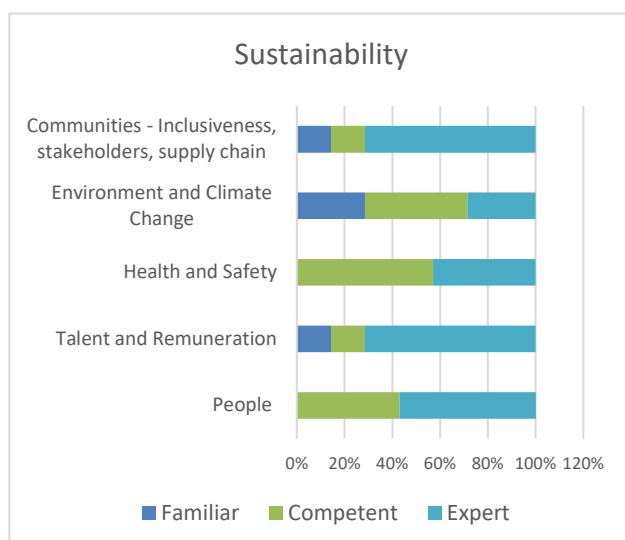
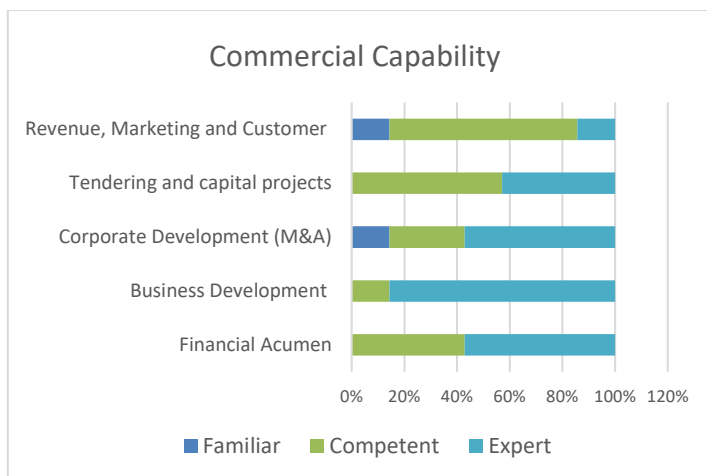
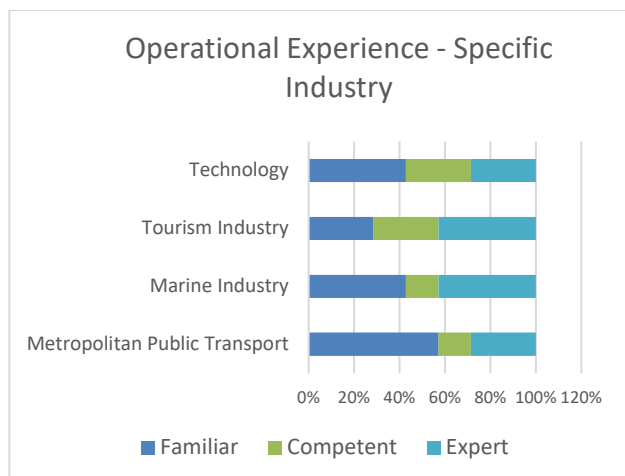
During the reporting period a working group of directors (other than any director wishing to nominate for position of Chair) was stood up for a short period to assist the Board with consideration of appointment of a successor Chair and candidates, following the resignation of Mr Andrew McEvoy as Chair effective from 1 July 2021.

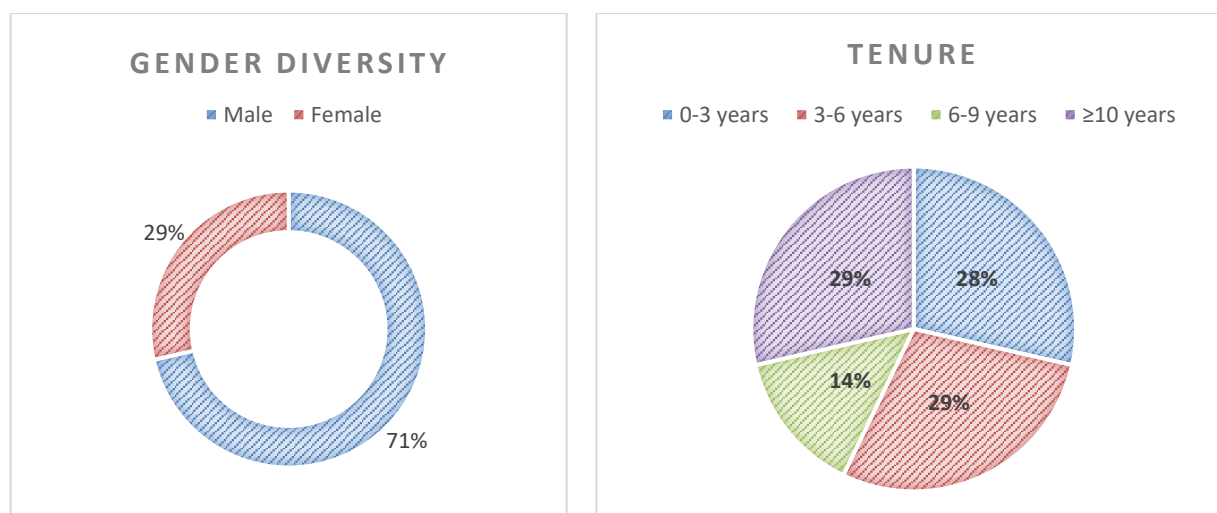
Recommendation 2.2 – Board Skills Matrix

Board composition is reviewed periodically either when a vacancy arises or where the Board considers it would benefit from the services of a new Director. This review considers the existing skills and expertise of the Board, upcoming changes in the business outlook and Board, and the mix needed to meet the strategic objectives of the Company.

During FY2021 the Board undertook its annual review of skills, experience and perspective (diversity). As part of this evaluation in FY2021 each Director was asked to assess the extent of their skills and experiences in specific areas on a scale of 1 - Familiar (limited skills/minimal experience), 3 - Competent (general

skills/good or solid understanding) to 5 - Expert (expert/extensive experience). The charts below shows the categories of skills and the assessed level of skill/experience of the Board during the period.





The Company considers industry experience and specific expertise to be important attributes of its Board members.

Following a review of the skill-set, expertise and personal traits of a Chair to lead the SeaLink Board for the future, on 24 February 2021 the SeaLink Board announced the appointment of Mr Jeffrey Ellison as the Chair of the Board. In February 2021 the Board also announced its intent to expand the size of the Board to eight directors and commence recruitment for an additional independent non-executive director. The Board continually assesses the skills, experience and performance of the Board and decided in August 2021 that it considers that its current composition and size of seven directors represents the most appropriate balance to deliver long-term shareholder value creation and it no longer intends to expand the Board to eight directors.

In accordance with the Company's Constitution at least one third of the non-executive Directors must retire at each Annual General Meeting. No non-executive Director may serve more than three years without offering themselves for re-election.

Recommendation 2.3 and 2.4 – Director and Board independence

Throughout the 2021 financial year the Board was comprised of a majority of independent Directors.

Directors are required to bring their independent judgement to bear on all Board decisions. The Board regularly assesses the independence of each Director to ensure that each Director has the capacity to bring independent judgement to bear on issues before the Board and to act in the best interests of SeaLink as a whole.

SeaLink's governance framework requires each Director to promptly disclose actual and possible conflicts of interest, any interests in contracts, other directorships or offices held, related party transactions and any dealing in the Company's securities. Should a potential or actual conflict of interest arise, the Directors who do not have an interest in the item consider the nature of the interest identified and the relevant Director(s) leave the meeting to ensure a full and frank discussion of the matter(s) under consideration by the rest of the Board. Unless determined otherwise by appropriate resolution of non-interested Directors, those Directors who have interests in specific transactions or potential transactions do not receive Board papers related to those transactions or potential transactions, do not participate in any part of a Directors' meeting which considers those transactions or potential transactions, are not involved in the decision making process in respect of those transactions or potential transactions, and are asked not to discuss those transactions or potential transactions with other Directors.

Having regard to the guidance provided by the ASX Principles, the Board considers that Ms Fiona Hele, Ms Andrea Staines OAM, Mr Lance Hockridge, Mr Terry Dodd and Mr Christopher Smerdon are independent directors.

Director	Date First Appointed as Director	
Mr Jeffrey Ellison (Chair)	9 July 2008	Non-independent, NED
Mr Neil Smith	16 January 2020	Non-independent, NED
Mr Terry Dodd	28 March 2011	Independent, NED
Ms Fiona Hele	13 September 2016	Independent, NED
Mr Lance Hockridge	1 July 2020	Independent, NED
Mr Christopher Smerdon	13 May 2004	Independent, NED
Ms Andrea Staines OAM	15 February 2016	Independent, NED

Mr Dodd is associated with a vendor of marine services to the Company and Mr Smerdon is associated with a former vendor of technology backup and cyber security services to the Company. The Board has reviewed the nature and magnitude of those supplier relationships and does not consider them to be material business relationships that might interfere with, or might reasonably be seen to interfere with, Mr Dodd or Mr Smerdon's capacity to bring an independent judgement to bear on issues before the Board and act in the best interests of the Company as a whole.

In October 2019, Mr Ellison and Mr Smerdon ceased to have interests as substantial shareholders in the Company. Mr Dodd ceased to be a substantial shareholder of the Company in August 2018. Details of their shareholdings in the Company are reported as required via the ASX market platform.

The Board acknowledges that whilst Mr Smerdon and Mr Dodd have previously been substantial shareholders of the Company, the Board do not consider that their interests interfere with their capacity to bring an independent judgement to bear on issues before the Board, and to act in the best interests of the Company and its shareholders generally.

The Board does not currently consider that it should establish a limit on tenure. The length of service of each Director is one of the many factors that the Board takes into account when assessing the independence and ongoing contribution of a Director. Consistent with the ASX Principles, the Board considers that the interests of shareholders are served by having a mix of Directors on the Board, some with shorter and some with longer tenures. The Board acknowledges that Mr Smerdon has been on the Board for more than 10 years however the Board does not consider that his independence has been compromised by his tenure. Mr Smerdon continues to bring independent judgement to bear on issues before the Board.

Mr Ellison is not considered to be independent due to his previous role as Managing Director and Executive Director of the Company until February 2020.

Mr Smith is not considered to be independent due to his substantial shareholding interests in the Company, his close family ties with the Group Chief Executive Officer and executive employment with Tower Transit during the previous 3-year period. During the period Mr Smith also had associated interests with entities owning depot properties leased to the Company.

Details of all related party transactions are set out in note 31 to the Financial Statements in our Annual Report.

The Board considers that the processes outlined above ensure that collectively the Board acts as an independent decision-making body in the best interests of all shareholders and that conflicts of interest, or potential conflicts of interest of all Directors including those not considered independent Directors are managed appropriately.

Recommendation 2.5 – Chair of the Board and Chief Executive Officer

Throughout the 2021 financial year, Mr Jeffrey Ellison whom the Board does not consider to be an Independent Director was Chair of the Board. The Chair and Group Chief Executive Officer were separate persons.

The Board has established conflict of interests processes in place and if any perceived or potential conflict of interest arises in relation to any matter these are raised and addressed with appropriate actions. If the Board Chair is conflicted at any time, then the Chair of Audit and Risk Committee fulfils the role of Board Chair in relation to that item or topic.

Meeting agendas provide regular opportunities for non-executive director discussions without management present, and board performance and evaluation processes occur formally each year supported by post meeting evaluations.

Recommendation 2.6 – Company induction and professional development of Directors

The Company has an established program for the induction of new Directors. This induction covers all aspects of the business including the provision of information, past meeting details, business plans, access to Senior Management and site visits to ensure that the new Director can fulfil their responsibilities.

The Board and its Committees are provided with updates and information from both management and external experts on various topics relevant to the Company's circumstances. The Board and individual Directors attend at operational sites, meet staff in operations and receive presentations from management across the Company's operations.

The Directors, the Board and any Board Committee may seek external professional advice, as considered necessary, at the Company's expense, with the consent of the Chair and assistance from the Company Secretary. If appropriate, any advice received will be made available to all Directors.

PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

SeaLink is committed to setting standards of conduct expected of its directors, officers and employees. It has in place governance policies and practices adopted at group, divisional and local business unit levels. The summary of policies and their publication below is current as at the date of this statement and the associated Appendix 4G lodged via the ASX.

We follow all recommendations in Principle 3. During the reporting period we achieved partial compliance with the recommendations for articulating and disclosing externally our values, code of conduct and anti-bribery and corruption policies, and full compliance for other policies outlined in Principle 3. The partial compliance arises from the three named policies not being published externally on our website for the whole of the relevant financial year.

Our Corporate Governance Statement has historically summarised these policies and at the commencement of the year we were part way through revising and consolidating group policies for these important topics (Anti-bribery and Corruption Policy, Code of Conduct and Values). As policies were in place in various formats across the group (albeit not externally disclosed for the whole period) we elected to delay external publication of the full policies to allow us further time to complete the review and consolidation as part of integration of the Transit Systems Group. A single consolidated policy version of each of these group policies was externally published part way through the reporting period.

Recommendation 3.1 – Values

The Board has approved a statement of values for the SeaLink Group and charged the Senior Executive team with responsibility for communicating, implementing and reporting in relation to these values. With the acquisition of the Transit Systems Group completing in January 2020 the company has been through a process of consultation and engagement with the new divisions in relation to its values that were in place at the time of the acquisition, and we call our 'COMPASS' values. As part of our consultation and integration processes our Singapore teams will continue to use aligned but different branding of our values which they refer to as "CITIES".

A copy of our values statement can be found on the Company's website <https://www.sealinktravelgroup.com.au/corporate-governance/>. SeaLink's values were articulated and communicated internally for the whole of the period, however were not published on our external website until June 2021 whilst we were undertook internal communication and consultation with our newer divisions during the period.

Recommendation 3.2 – Code of Conduct

SeaLink recognises the importance of acting ethically and responsibly in conducting its business and acting with honesty, integrity and in a manner that is consistent with the reasonable expectations of investors and the community. The Company's officers and employees are required to not only act in accordance with the law, but also to act ethically and responsibly.

Each of the Company's divisions have set ethical behaviour standards and established processes applicable to their operations that reflect the relevant jurisdictions in which they operate. Following the acquisition of the Transit Systems Group in January 2020, SeaLink's group wide Code of Conduct was reviewed and

updated to ensure SeaLink's expectations of conduct in the code were expressed in common language that reflected and supported communication across the wider group.

A copy of our latest Code of Conduct statement can be found on the Company's website <https://www.sealinktravelgroup.com.au/corporate-governance/>. SeaLink's Code of Conduct was previously summarised in its annual Corporate Governance Statement and following revision of the wording of our Code of Conduct during the period, was published on our external website during June 2021.

Material breaches of our Code of Conduct and supporting policies are reported to the relevant Committee and Board as appropriate.

Recommendation 3.3 – Whistleblower Policy

SeaLink's Whistleblower Protection Policy first issued in December 2019, is in line with the Group's commitment to acting with fairness, honesty and integrity. The policy aims to promote a "safe to speak up" culture where all people who work for or with SeaLink are encouraged to speak up if they become aware of any wrongdoing. The current policy can be found on the Company's website <https://www.sealinktravelgroup.com.au/corporate-governance/>.

The Company has established a 24-hour whistleblower hotline operated by an independent provider to support disclosures and reporting under this policy.

Recommendation 3.4 – Anti-Bribery and Corruption Policy

SeaLink has an Anti-Bribery and Corruption Policy that expands on and supports our expectations of ethical standards of conduct set out in our Code of Conduct. It prohibits engagement in corrupt practices, outlines requirements in relation to giving and receiving of gifts and hospitality, political donations, and reporting of suspicious behaviour or incidents. During the reporting period a group wide Anti-Bribery and Corruption Policy was developed and approved for application to all divisions, following review and consultation with new divisions who had their own equivalent policies and processes in place prior to January 2020. Following revision and adoption of a groupwide overarching policy during the period, this policy was published on our external website during June 2021.

This policy can be found on the Company's website <https://www.sealinktravelgroup.com.au/corporate-governance/>.

PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

Recommendation 4.1 – Audit Committee

The Board Audit and Risk Committee provides assistance to the Board in fulfilling its corporate governance responsibilities in relation to the corporate reporting processes of the Company and the effectiveness of the control environment in the Company in the areas of business risk, financial risk, and compliance with legal/regulatory requirements.

The Audit and Risk Committee's primary responsibilities and functions are to:

- Oversee the Company's relationship with the external auditor and the external audit function generally;
- Oversee the adequacy of the corporate reporting processes in place in relation to the preparation of financial statements and reports and internal control framework;
- Oversee the adequacy of the Company's Risk Management procedures including operational risk;
- Oversee the process of identification and management of business, financial and commercial risks.

Throughout the reporting period the Audit and Risk Committee was comprised of three members, all of whom were independent directors and was chaired by an independent director with appropriate expertise and qualifications. The qualifications of our directors are set out in our Annual Report.

The members of the Audit and Risk Committee, number of Committee meetings and individual attendances of the members at those meetings during the period are as follows:

Audit and Risk Committee Members	Committee Meeting Attendance (Total of 4 meetings during the period)
Fiona Hele (Committee Chair)	4
Lance Hockridge	4
Christopher Smerdon	3

A copy of the Audit and Risk Committee Charter is available on the Company's website at www.sealinktravelgroup.com.au

Recommendation 4.2 – Financial Declarations from the Chief Executive Officer and Chief Financial Officer

Before financial statements are approved for a financial period, the Group Chief Executive Officer and Chief Financial Officer are required to make a declaration for the relevant financial period that:

- the Company's financial records have been properly maintained,
- that the financial statements represent a true and fair view in all material respects of the Company's financial condition and operational results, and are in accordance with relevant accounting standards, and
- provides assurance that the declaration is founded on a safe system of risk management and internal controls, and that the system is operating efficiently in all material respects.

Recommendation 4.3 – Integrity of Periodic Corporate Reports

The Company has in place a process for preparing, verifying and approving the full and half year financial statements and the policy of the Company and the Audit and Risk Committee is to appoint an external auditor who clearly demonstrates quality and independence who provides a report in accordance with auditing standards ahead of release to the market.

In relation to additional unaudited information published by the Company throughout the year, SeaLink has processes in place to verify material statements in these documents before they are released to market including

- content is prepared by, or under the oversight of, the relevant subject matter expert for the area being reported on;
- relevant group executives review material statements of fact for accuracy and material statements of opinion are identified and reviewed to determine a sound basis for the statement; and
- the Board or relevant Committee reviews and approves the annual Corporate Governance Statement, Modern Slavery Statement, and Tax Transparency Report prior to release in addition to the processes surrounding financial statement and annual financial reporting described above.

PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

Recommendation 5.1 – Continuous Disclosure Policy

The Company has and discloses its written policy for complying with its continuous disclosure obligations under ASX Listing Rule 3.1. The Company complies with the continuous disclosure obligations of the Corporations Act and ASX Listing Rule requirements to disclose immediately to the ASX and the market any information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's shares. This helps ensure that all shareholders and investors have equal and timely access to material information about the Company.

A copy of the Company's Continuous Disclosure Policy is available on the Company's website at www.sealinktravelgroup.com.au.

Recommendation 5.2 – Market Announcements

The Board promptly receives by email copies of all material ASX announcements made by the Company.

Recommendation 5.3 – Presentations

The Company has in place processes to ensure that material information is not selectively disclosed prior to being announced via the ASX. Our processes include requirements to release a copy of presentation materials via ASX first of any new and substantive investor or analyst presentation.

PRINCIPLE 6 – RESPECT THE RIGHTS OF SHAREHOLDERS

Recommendation 6.1 – Investor information on the website

The Company provides information about itself and governance to investors via its website which includes the Company's Corporate Governance Statement.

The website also includes links to copies of its annual reports and financial statements, ASX announcements, Notices of Meetings as well as an overview of the Company's business activities.

The Company's Corporate website can be located at www.SeaLinktravelgroup.com.au

Shareholders are able to access information relevant to their holding via SeaLink's appointed share registry services company, Boardroom Limited. Their website is at www.boardroomlimited.com.au.

Recommendation 6.2 – Investor relations program

The Company facilitates effective communication with its Shareholders, including:

- Annual and half-yearly financial reports;
- Annual and other general meetings convened for Shareholder review and approval of Board proposals;
- Reports and Presentations associated with Annual General Meetings, half and full year's results;
- Continuous disclosure of material changes to ASX for open access to the public;
- The Company's websites, which include information about the Company's businesses and operations; and
- Publication of media releases on the Company's website.

Shareholders are also welcome to raise any queries or provide feedback through the Company Secretary or Chief Financial Officer at any time. Investor and community feedback is welcomed by the Company and is summarised for the Board as a standing item of business at Board meetings.

Recommendation 6.3 – Participation at shareholder meetings

The Chair permits Shareholders to ask questions about SeaLink's business operations, the remuneration report, the conduct of the audit and the preparation and content of the audit report and other items of business at the Annual General Meeting.

SeaLink requests the Company's Auditor to attend the Annual General Meeting to be able to answer any shareholder questions about the conduct of the audit and the preparation and the content of the audit report.

Recommendation 6.4 – Resolutions

Since December 2019, all substantive resolutions at the Company's meetings of shareholders are decided by poll rather than a show of hands.

Recommendation 6.5 – Electronic Communication

Shareholders are given the option to send and receive communications electronically including the Company's Annual Report. The Company has the capability to communicate with Shareholders electronically through its website, email communications and via the share registry. Electronic contact details are provided on the Company's website.

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

SeaLink is committed to the management of risks throughout its operations to protect its employees, interests of shareholders, environment, assets and to achieve our objectives within our risk appetite. SeaLink has a group-wide Risk Management Framework for the identification, analysis, evaluation and management of risk and uncertainty throughout the Group. It enables risks, and their treatment, to be considered where such risks manifest themselves. The consideration of risks forms part of key areas such as strategic planning, decision-making, financial/market risk, contract tender risk, transition risk, operational risks such as safety and environmental impacts, and cyber risk.

Further information about our material business risks are outlined below and in our Annual Report.

Recommendation 7.1 – Audit and Risk Committee

Throughout the period, SeaLink had an Audit and Risk Committee of the Board to oversee risk as well as undertake audit responsibilities. The Audit and Risk Committee is responsible for overseeing and approving risk management strategy and policies, compliance and internal control.

Refer to recommendation 4.1 above for a list of key responsibilities of the Committee, its members, numbers of meeting and individual attendance at Committee meetings. A copy of the Charter of the Audit and Risk Committee Charter is available on the Company's website at www.sealinktravelgroup.com.au.

The Audit and Risk Committee members are all required to possess sufficient technical expertise and industry knowledge to fulfil the functions of the Committee. It is composed of at least three Directors, all of whom were independent throughout the reporting period, and it is chaired by an independent Director. Details of the relevant qualifications and experience of the members of the Committee are set out in the Annual Report.

Recommendation 7.2 – Annual Review of Risk Management Framework

The SeaLink Group Risk Management Framework supports the proactive management of the material business risks summarised below and other risks facing SeaLink. The SeaLink Group Risk Management Policy sets out the approach, principles and roles and responsibilities for managing risk across the Group. The Framework is aligned to the International Standard on Risk Management (ISO 31000:2018).

The Group's Risk Management Framework was reviewed during the reporting period by the Audit and Risk Committee and the Committee is satisfied that the framework continues to be appropriate and sound for the company. The risk management framework is reviewed at least annually by the Audit and Risk Committee and the Board through the Audit and Risk Committee formally reviews the Group's risk profile twice each year and considers other risk matters, such as business resilience, cyber risk, tender review processes, risk appetite, and specific risk areas, on a regular basis. Management report to the Board on the Company's material business risks and effectiveness of risk management and mitigation strategies.

Business risks are analysed and evaluated using an agreed framework. The Board is regularly briefed by Management and involved in discussions in relation to all material risks facing the Company. More information about our material business risks and our management of these risks is set out below.

Recommendation 7.3 – Internal Audit

Internal audit is performed by the Group's Risk and Assurance Department, providing independent and objective assurance on the Group's system of risk management and internal control through:

- performing internal audits in line with the Group's risk-based internal audit plan; and
- reporting to the Audit and Risk Committee on internal audit and risk management activities.

The Group's risk-based audit programme is designed to align audit activities to key risks across the Group. The internal audit plan is approved by the Audit and Risk Committee annually.

The internal audit function is independent of the External Auditor and the head of the Internal Audit function reports and has direct access to the Audit and Risk Committee.

In addition to Group Risk and Assurance activities, external and internal ISO/AS audits and other external regulatory/contract compliance audits provide assurance on the effectiveness of operational risk management and controls. The findings from all audit activities are reported to the Audit and Risk Committee.

Recommendation 7.4 – Sustainability: Material Exposure to Environmental or Social Risks

The achievement of SeaLink's strategic objectives and future financial performance is subject to various risks including the material business risks summarised below. Those risks include exposure to material social and environmental risks which are managed through our Risk Management Framework and controls in place throughout the business.

Material risks are reported to and reviewed by the Board, Audit and Risk Committees and Group Executive Risk Committee as part of the risk reporting process. Risk management is also integrated into key business decision-making and activities, including strategic planning, investment decisions, financial risk management and project/change management. Internal audits and risk reviews are undertaken to confirm that risks are being effectively managed and reported to the Board through the Audit and Risk Committee.

The summary below is not an exhaustive list of all risks that may affect the Group, nor have they been listed in any particular order of materiality.

Material Business Risks	Risk Details	Risk Mitigation
Serious Injury or Fatality	SeaLink operates across many locations undertaking public bus transport operations in Australia, London and Singapore, Australian ferry services, tourism cruises in Australia, coach tours and travel agency services. Serious safety risks could lead to injury or fatality to persons while undertaking these activities or attending these locations. Health and Safety performance may affect legal liability and regulatory investigations, customer's willingness to renew or award tender contracts to the Group as well as the ability of the Group to attract and retain key talent.	SeaLink has a strong safety culture and is committed to continuous improvement and maintaining safety standards for all our operations. SeaLink has robust Safety Management Systems across all its operations which ensure that safety hazards and risks are identified and managed. Many of our operations are certified to AS 4801 / ISO 45001 and those that are not, are either working towards certification or have safety systems that meet the equivalent of these standards. As an experienced transport and tourism operator, SeaLink understand the safety risks inherent in our business and have an extensive range of controls to protect our people and customers. The Group employs dedicated professionals to manage health and safety outcomes and to provide support, education and training to the Group's employees with respect to health and safety matters in the workplace. The Group maintains workers compensation insurance for its Australian operations and insurance for international operations which provides financial protection for workers and the organisation against losses which may arise with respect to workplace injuries. SeaLink's health and safety policies and processes are routinely subject to internal and external audits and oversight by the Audit and Risk Committee and Group Executive Safety Committee. SeaLink has and continues to manage its operations efficiently and effectively through the COVID-19 pandemic to protect the safety of our employees, customers and ensure the business remains sustainable.
People	SeaLink's operations are dependent upon a stable workforce and the continued performance, efforts, abilities and expertise of its key management personnel and skilled workforce. The loss of key personnel or the inability to attract suitably qualified additional personnel could have a materially adverse effect on the operations of SeaLink. Possible consequences include disruption of SeaLink's normal business operations, loss of knowledge, adverse impact with customers and suppliers and delays in implementing business strategy. Wage costs are also a major component of SeaLink's expense base.	SeaLink has in place HR strategies, policies and remuneration packages to attract, retain and motivate our senior management team, whilst ensuring succession planning is in place for key staff. SeaLink employs dedicated experts in industrial relations and maintains a People and Culture team throughout the Group with expertise to assist with recruitment, support and improve our workplace systems and practices and assist our managers and leaders to meet and exceed relevant standards.

Material Business Risks	Risk Details	Risk Mitigation
Environmental	There is potential for damage to the environment arising from SeaLink's operations. Failure to operate in accordance with environmental standards not only has the potential to result in environmental harm but also increases compliance costs, jeopardises our community relations and causes reputational damage with our stakeholder and investors. The nature of our activities which occur in some environmentally sensitive areas such as marine waters in Australia can cause harm to the environment if not managed appropriately.	SeaLink undertakes comprehensive risk assessments to ensure the environmental risks and hazards we face are identified and managed to acceptable standards. Our environmental management systems and processes are designed to mitigate these risks from these hazards. Our Health, Safety, Environmental and Quality Policy sets out our commitment to preserving and maintaining the natural environment and adhering to applicable environmental standards.
Climate Change Risks	Climate change is an emerging risk and presents complex challenges for companies, governments and the community. SeaLink believes that the transition to a lower carbon economy presents opportunities as well as risks for our business. The transition to decarbonisation presents opportunities to embrace new technologies that are more efficient and innovate our services. Increased use of public transport services can be a positive contributor to lowering carbon emissions in metropolitan cities where we operate. The risks include increases in operating costs which may not be factored into contractual arrangements, more extreme and frequent climatic events impacting operations.	SeaLink is proactively engaging with stakeholders and customers to understand goals and customer plans for transitions to a lower carbon economy. The Group has been a leader in trialling alternative fuel technologies in for its vehicle fleet and depots in Australia, UK and Singapore. This experience, enables us to evaluate, select and deliver innovative and sustainable solutions that benefit all our stakeholders. SeaLink anticipates its activities will be subject to increasing regulation and costs associated with climate change and the management of carbon emissions. Strategic, regulatory and operational risks and opportunities associated with climate change are incorporated into strategic and risk management processes and practices. Efficiency of operations are an integral part of oversight and conduct of the Group's regular operations.

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Material Business Risks	Risk Details	Risk Mitigation
Competitive Landscape/Economic Growth	SeaLink provides its services and products to individuals, companies and government agencies across a range of economic sectors. The state of the economy and the sectors of the economy to which SeaLink is exposed materially impact future prospects and may have an adverse impact on the demand and pricing for SeaLink's products and services. SeaLink operates in a competitive industry. SeaLink competes on the basis of a number of factors including the quality of its services and products, regulation and price. Heightened competition combined with fluctuations in macroeconomic conditions can lead to margin erosion, non-renewal of contracts, failure to win tenders and if these crystallise these risks can impact on the financial performance of the group.	SeaLink faces competition in all markets in which we operate and we understand the need to deliver high quality products and services whilst remaining competitive. Key to continued growth in competitive markets is our ability to identify, evaluate, execute and deliver suitable opportunities that are aligned with our strategic goals and within risk appetite. SeaLink has a strong focus on cost control and productivity improvement and our services are efficient and offer competitive value to our customers. The Group uses technology and its expertise in route management and services provided to offer cost effective services. SeaLink also engages proactively with its customer base to ensure their operational needs are fully met. SeaLink attempts to manage these risks by incorporating consideration of economic conditions and future expectations into its corporate and financial plans however there is no guarantee that such risk management will be successful at all times. In the tourism product part of our business we continually refresh and review our product range to address the changing requirements of our customers and market conditions.
Changes in Government Policy and Regulatory Environment	Approximately 88% of SeaLink's earnings at 30 June 2021 were from government authorities or commercial contracted sources in different geographies. SeaLink is exposed to risks of changes in government policies and regulations which may impact financially on the Group's cost base or future prospects and opportunities for new or renewed contracts or applicable margins. Such changes have the potential to impact (both positively and adversely) on SeaLink's profitability and future growth prospects.	SeaLink manages these risks by putting in place dedicated resources to manage and monitor government policies and implement appropriate systems and processes to ensure compliance with changing regulatory environments. SeaLink incorporates consideration of changes in regulatory requirements and government policies into its corporate and financial plans and forecasts.
Operating Risks	A prolonged and unplanned interruption to SeaLink's operations could significantly impact the financial performance of the Group and its reputation. In the performance of its business SeaLink is exposed to a variety of operational risks, some of which are beyond its controls, including risk of site loss or damage, environmental or climactic events such as bushfires and cyclones, global pandemic risks, industrial disputes, technology failure and systems security or data breaches.	SeaLink has an extensive range of controls and strategies in place to manage such risks, including crisis management plans, business continuity plans, inspection and maintenance procedures, customer service training, compliance programs as well as appropriate insurances.

Material Business Risks	Risk Details	Risk Mitigation
Cyber and Information Security	SeaLink like any business face the threat of cyber attacks and information security breaches leading to unauthorised access and loss of or disruption to SeaLink data or computer-controlled systems. There is a risk of potential loss of data or records and interruption to operations.	SeaLink invests in technology and expertise to safeguard security of its information. These controls are routinely review and upgraded or reinforced as necessary to ensure their adequacy. This is supported by external and internal reviews of our IT security. Incident Management protocols and Business Continuity plans are used to guide our responses in the event of a major incident.
Financial/funding	SeaLink's continued ability to operate its business and effectively implement its business plans is exposed to a variety of financial risks including credit risk, interest and currency risk, liquidity risk as well as Balance Sheet risk. A failure to access sufficient liquidity may limit SeaLink's ability to grow its earnings and pay its debts as and when they fall due. SeaLink purchases diesel fuel for the operation of the majority of its vehicle and vessel fleet. SeaLink is therefore exposed to increases in fuel prices and changes in foreign currency exchange.	Information on how SeaLink manages financial risks is included in Notes to the Financial Statements. SeaLink adopts a prudent approach to capital management and manages its capital within policy limits to ensure the balance sheet can withstand market conditions and retain the flexibility to fund capital projects and investments which deliver earnings growth. SeaLink's corporate and financial profile remains strong with major banks/financiers, a debt facility of up to \$470 million in place and as a listed entity, SeaLink can also readily access equity markets to meet the funding needs of the business. SeaLink manages exposure to foreign exchange risk through a hedging policy. Where practical, contractual arrangements limit exposure to oil price increase risk and foreign currency for the Group. Fuel hedging arrangements are also used to partially mitigate the fuel requirements of the marine division.
Asset Management	There is a risk that some of our bus or ferry fleet may be temporarily out of service due to breakdown of equipment or failure to maintain required operating standards. Unavailability of spare parts or critical supplies may also interrupt or have adverse effect on maintenance costs or replacement of fleet. Fleet replacement schedules are required to be met as part of many of SeaLink's contracted services and failure to meet such customer expectations may impact on financial performance of the Group by loss of revenue or failure to renew or win contracts.	SeaLink believes it has an efficient maintenance program and inventory system. Reliable and cost-effective assets and services are integral to our routine operations. We have Asset Management plans in place and employ professional skilled engineers and staff to implement these plans. A number of our bus businesses are certified to ISO 55001 (Asset Management) with similar systems whilst not certified being adopted in our other business units.

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

Recommendation 8.1 – Remuneration Committee

The Board has a remuneration committee called the People, Culture and Remuneration Committee. The purpose and role of the Committee is to support and advise the Board on:

- the implementation of fair and responsible remuneration practices for SeaLink to attract and retain Directors and senior executives who will create value for the Company and are aligned to the Company's strategic direction; and
- organisational culture and people related strategies for positive long term organisational health.

Throughout the reporting period the People, Culture and Remuneration Committee was comprised of three members, all of whom were independent directors and was chaired by an independent director with appropriate expertise and qualifications. The qualifications of our directors are set out in our Annual Report.

The members of the People, Culture and Remuneration Committee, number of Committee meetings and individual attendances of the members at those meetings during the period are as follows:

People, Culture and Remuneration Committee Members	Committee Meeting Attendance (Total of 4 meetings during the period)
Andrea Staines OAM (Committee Chair)	4
Lance Hockridge	4
Terry Dodd	4

A copy of the People, Culture and Remuneration Committee Charter is available on the Company's website at www.sealinktravelgroup.com.au

Recommendation 8.2 – Disclosure of Remuneration Policies and Practices

SeaLink's remuneration policy ensures that remuneration packages properly reflect the person's duties and responsibilities, and the remuneration is competitive in attracting, retaining and motivating people of suitable quality.

The People, Culture and Remuneration Committee reviews and makes recommendations on Director and Senior Executive remuneration and overall staff remuneration and incentive policies. When making recommendations, the Committee aims to design policies that attract and retain the Executives needed to run the Company successfully and to motivate Executives to pursue appropriate growth strategies whilst aligning shareholder return with remuneration.

Remuneration for executives typically comprises a package of fixed and performance-based components as set out in our Remuneration Report. The Committee may, from time to time, seek advice from specialist remuneration consultants so as to ensure that the Board remains informed of benchmarks, market trends and practices.

There is no requirement for either the Group Chief Executive Officer or Key Management Personnel to hold shares in the Company. Further information about the Company's remuneration practices and policies and details about remuneration of Key Management Personnel and senior executives are set out in the Remuneration Report for the period.

All remuneration paid to Directors and Executives is measured at the cost to the Company and expensed.

The maximum annual aggregate remuneration amount approved by shareholders that can be paid to non-executive Directors is currently \$1.25 million per annum. This cap was approved by shareholders on 18 December 2019. Further details about remuneration paid to Directors are set out in the Remuneration Report for the period.

Recommendation 8.3 – Policy on Equity based Remuneration Schemes

The Company had an equity-based remuneration scheme for its employees in 2020-21, and a summary of the scheme is set out our Remuneration Report.

The Company's policies prohibit Directors, officers and employees from entering into transactions or arrangements which limit the economic risk of unvested entitlements under any employee incentive or employee share scheme. There are no current incentive rights have been granted to Directors under the SeaLink Rights Plan and a summary of the plan is set out in the notices to shareholders considered at the 2019 Annual General Meeting and our Remuneration Report.

A copy of the Company's Share Trading Policy can be found at www.sealinktravelgroup.com.au