



SHARE TRADING POLICY
of
SEALINK TRAVEL GROUP LIMITED
ACN 109 078 257
("Company")

**SHARE TRADING POLICY FOR DIRECTORS, KEY MANAGEMENT PERSONNEL
EMPLOYEES, AND CONSULTANTS**

Purpose:

This policy outlines the law relating to insider trading and sets out Company policy in relation to Directors, Key Management Personnel (as defined in the Corporations Act 2001 (**Act**)) and all other employees of and consultants to the Company and its subsidiaries ("**Designated Persons**") with regard to dealing in (including, buying, selling, transferring or exchanging, and entering into agreements to apply for, buy or sell, and granting, accepting, buying, or selling options or other rights to buy or sell) the Company's shares, options or other securities (**Company 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 ensure that Designated Persons:

- (i) are aware of, and abide by, the legal restrictions on dealing in the Company's Securities while in possession of inside information;
- (ii) adhere to high ethical and legal standards in relation to their personal investments in the Company's Securities; and
- (iii) do not have personal investments that conflict with the interests of the Company and other shareholders in relation to the Company's Securities.

This policy is not designed to prohibit the Designated Persons from investing in the Company's Securities, but does recognise that there may be times when Designated Persons cannot or should not invest in the Company's Securities. This policy also imposes certain Closed Periods during which dealing is prohibited without the written consent of the Company.

Insider Trading Prohibition:

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

All Designated Persons are prohibited from such dealings if they are in possession of “inside information,” otherwise generally known as price-sensitive information. In summary this is information which is not generally available, and if generally available, would or would be likely to influence persons who commonly invest in securities in deciding whether to acquire or dispose of the relevant securities. .

It is the responsibility of all Designated Persons to ensure that they do not breach the insider trading provisions of the Act.

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 Company Securities.

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.

Breach of the Share Trading Policy:

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

It is also a condition of a Designated Person's employment, consultancy or other engagement at the Company that they comply with this policy. Breach of the Policy could result in termination of such employment, consultancy or other engagement.

Closed Periods When Dealing is Prohibited:

There are various times during the year (“Closed Periods”) where no Designated Person may deal in the Company’s Securities unless an appropriate exclusion applies.

For all Designated Persons, the Closed Periods are as follows:

- (i) from the close of business on 31 December to the opening of the ASX on 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 on the first trading day after the Company’s full-year results are released to the ASX;

Prior to any dealing in the Company's Securities during the Closed Periods;

- (i) Designated Persons should discuss their intentions with, and obtain approval from the Chairman; and

- (ii) The Chairman should discuss his intentions with, and obtain approval from, the Chairman of the Company's Audit Committee.
- (a) When any such dealing in the Company's Securities 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.
- (b) 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 Securities, if the Company has not done so. The time limit is presently 14 days.

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

Exceptions to Trading During Closed Periods:

The following exceptions to trading by Designated Persons during Closed Periods as set out below apply, subject to the insider trading provisions of the Act, so that the Designated Person is permitted to:

- (i) trade Company Securities where the trading does not result in a change of beneficial interest in the securities;
- (ii) transfer Company Securities already held into a self-managed superannuation fund or other saving scheme in which the Designated Person is a beneficiary;
- (iii) trade in Company Securities where the trading occurs under an offer to all or most of the security holders of the Company;
- (iv) acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares in the Company;
- (v) acquire Company Securities under a bonus issue made to all holders of securities of the same class;
- (vi) receive Company Securities under any director or employee security plan (but may not sell all or any of the securities received under these plans other than in accordance with this policy);
- (vii) acquire, or agree to acquire, options under an option plan;
- (viii) exercise options acquired under an option plan (but may not sell all or part of the securities received upon exercise of the options other than in accordance with this policy);
- (ix) invest in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (x) where a Designated Person is a trustee, trade in the securities managed by that trust provided the Designated Person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the Designated Person;
- (xi) undertake to accept, or accept, a takeover offer;
- (xii) undertake a disposal of Company Securities that is the result of a secured lender exercising their rights under a loan agreement;
- (xiii) trade under an offer or invitation made to all or most of the security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan or an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the board. This includes deciding whether or not to take up the entitlements and the sale of entitlements

required to provide for the take up of the balance of entitlements under a renounceable pro rata issue.;

In exceptional circumstances, the Chairman in consultation with the Chairman of the Audit Committee, or where approval is sought by the Chairman, the Chairman of the Audit Committee (**Approving Officer**) has the authority to approve trading by Directors, or Key Management Personnel within the Closed Periods with full disclosure to be made to the market. For example if the Director or Key Management Personnel has a pressing financial situation that cannot otherwise be satisfied or if the Director or Key Management Personnel is required by a court order to sell Company Securities. The Approving Officer will decide if the circumstances are exceptional having regard to the ASX Listing Rules. The Designated Person must obtain written confirmation from the Approving Officer before dealing in Company Securities.

In the case of any other Designated Person wishing to deal in Company Securities during a Closed Period, a request in writing must be submitted to the Company Secretary together with a signed declaration by the relevant Designated Person that he or she is not in possession of any inside information. Approval may be granted by the Chairman in situations where the Designated Person is in severe financial hardship or other circumstances deemed by the Chairman to be exceptional. The Designated Person must obtain written confirmation from the Company Secretary before dealing in Company Securities.

Trading outside Closed Periods:

In the case of any Director or Key Management Personnel wishing to deal in Company Securities outside a Closed Period, that person should discuss their intentions with, and obtain approval from the Chairman before dealing in Company Securities. The Chairman should discuss his intentions with, and obtain approval from, the Chairman of the Company's Audit Committee before dealing in Company Securities. The Chairman or Chairman of the Company's Audit Committee (as applicable) may require that the request from the Designated Person be in writing and accompanied by a signed declaration by the Designated Person that he or she is not in possession of any inside information.

In the case of any other Designated Person wishing to deal in Company Securities outside a Closed Period, the Designated Person must notify the Company Secretary of his or her intention and obtain confirmation from the Company Secretary before dealing in Company Securities. The Company Secretary may require that the request from the Designated Person be in writing and accompanied by a signed declaration by the Designated Person that he or she is not in possession of any inside information.

Shares and Securities in Other Corporations:

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

Further information

If you do not understand any part of this policy, you should discuss the matter with the Chairman of the Company or the Company Secretary before requesting permission to deal in any Company Securities which may be affected by the policy or the law.