

Share Purchase Plan Enquiries

Boardroom Pty Limited
1300 737 760 (within Australia)
+61 9290 9600 (outside Australia)
www.boardroomlimited.com

24 September 2015

Dear Shareholder,

Share Purchase Plan ('SPP')

On behalf of the Board, I am pleased to provide eligible shareholders with the opportunity to participate in the SeaLink Travel Group Limited ('SeaLink') Share Purchase Plan offer ('SPP Offer') by subscribing for up to \$15,000 of new fully paid ordinary shares in SeaLink ('New Shares') without incurring brokerage and subject to the Terms and Conditions detailed in this booklet.

The SPP Offer will open on Thursday, 24 September 2015 and will remain open for subscription until 5.00pm (AEST) on Tuesday, 13 October 2015.

The SPP issue price will be \$2.50 per New Share, which is the same price at which shares were offered and issued to investors under a successful share placement announced to ASX on 18 September 2015. The issue price represents a discount of 9.75% to the closing price of fully paid ordinary SeaLink shares ('SeaLink Shares') on 15 September 2015 (being \$2.77) and a 3.5% discount to the volume-weighted average price of SeaLink Shares for the ten trading days to 15 September 2015¹ (being \$2.59). SeaLink Shares were in trading halt from start of trading on 16 September 2015 until the placement was announced on 18 September 2015.

The SPP Offer is made in accordance with Australian Securities and Investments Commission ('ASIC') Class Order 09/425. Pursuant to this Class Order, there are limitations on the amount that can be invested if you hold SeaLink Shares in more than one capacity, unless you are applying as a Custodian. We strongly recommend that you read and understand **paragraph 2** of the Terms and Conditions before making an application for New Shares.

It is proposed that the proceeds raised under the SPP (less fees and expenses) will be applied towards funding the consideration payable under the proposed acquisition of 100% of the securities in Transit Systems Marine, as announced on Friday, 18 September 2015. The acquisition will be funded through a combination of the proceeds of the SPP, the proceeds of placement announced on 18 September 2015 and a new debt arrangement entered into by SeaLink.

All New Shares issued under the SPP Offer will rank equally with existing SeaLink Shares from the date of issue, and carry the same voting rights, dividend rights and other entitlements as existing SeaLink Shares (but will not be eligible to participate in SeaLink's final dividend announced on 19 August 2015).

Your personalised Application Form is enclosed and I encourage you to read and consider carefully the Terms and Conditions of the SPP that follow. If you do not wish to participate in the SPP Offer, you do not need to take any action.

¹ Adjusted for the 4 cents per share dividend that was announced on 19 August 2015.

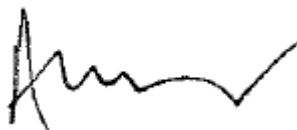
SeaLink Travel Group incorporates:

SeaLink NT and QLD • Captain Cook Cruises • SeaLink South Australia •
Adelaide Sightseeing • Australian Holiday Centre Adelaide and Sydney • KI Adventure Tours
Kangaroo Island Booking Centre • Kangaroo Island SeaLink •
TravelLink Technology • Vivonne Bay Lodge

Please note that SeaLink's share registry is managed by Boardroom Pty Limited (**'Registry'**). SPP applications and enquiries should be directed to the Registry using the contact details shown on the Application Form.

Thank you for your continued support.

Yours faithfully,



Andrew McEvoy
Chairperson

IMPORTANT NOTICES

This document does not provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs. You should obtain independent legal, financial or taxation advice before deciding to participate in the SPP.

The laws of some countries prohibit or make impracticable participation in the SPP by certain overseas SeaLink shareholders. SeaLink has determined that it is not practical to permit Shareholders who do not have a registered address in Australia or New Zealand to participate in the SPP. New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of SeaLink with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

This document does not constitute an offer of securities, or a solicitation of an offer to buy securities, in the United States or to, or for the account or benefit of, any person in the United States and may not be sent or disseminated in, directly or indirectly, the United States. New Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (**'US Securities Act'**) or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold or otherwise transferred in the United States or to, or for the benefit of, any person in the United States except in compliance with the registration requirements of the US Securities Act and any other applicable state securities laws or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and applicable state securities laws. The New Shares may only be offered and sold in "offshore transactions" (as defined in Regulation S under the US Securities Act (**'Regulation S'**)) in compliance with Regulation S).

Key SPP information

What is the SPP?

The SPP provides eligible shareholders with the opportunity to subscribe for up to \$15,000 worth of New Shares without paying any brokerage or other charges.

What is the Issue Price?

The New Shares will be issued under the SPP at an issue price of \$2.50 per New Share (**'Issue Price'**), which is the same price at which shares were offered and issued to investors under the placement announced to ASX on 18 September 2015.

Am I an eligible shareholder?

Participation in the SPP is optional and is available exclusively to shareholders who are registered holders of SeaLink shares at 7.00pm (AEST) on 17 September 2015 with a registered address in Australia or New Zealand, provided that such shareholder is not a 'U.S. Person' (as defined in Regulation S under the US Securities Act (**'U.S. Person'**)) or acting for the account or benefit of a U.S. Person (**'Eligible Shareholder'**).

The SPP is also being extended to Eligible Shareholders who are custodians for them to participate in the SPP on behalf of eligible beneficiaries on the terms and conditions provided in this booklet.

How do I apply for New Shares?

Option 1: Pay by BPAY

Make payment by BPAY as shown on the enclosed Application Form. To apply via BPAY you must have an Australian bank account. If you apply via BPAY there is no need to return the enclosed Application Form. Payment must be received in cleared funds by no later than 5.00 pm (AEST) on 13 October 2015.

Option 2: Pay by cheque, bank draft or money order

Complete and return the enclosed Application Form together with a cheque, bank draft or money order made payable to "SeaLink Travel Group Limited Share Purchase Plan" as shown on the Application Form. Application Forms and payment must be received by no later than 5.00 pm (AEST) on 13 October 2015 and should be sent to Boardroom Pty Limited in the enclosed reply paid envelope or mailed to Boardroom Pty Limited at the following address:

Boardroom Pty Limited
GPO Box 3993
Sydney, NSW, 2001

or delivered in person to Boardroom Pty Limited at:

Level 12
225 George Street
Sydney, NSW, 2000

How much can I invest?

Eligible Shareholders may apply for a parcel of New Shares under the SPP valued at \$2,000, \$5,000, \$7,500, \$10,000 or \$15,000. The maximum investment amount under the SPP is \$15,000.

The taxation implications of participation in the Share Purchase Plan will vary depending on each shareholder's personal circumstances. Please obtain taxation advice if you are unsure of the implications.

How many New Shares will I receive?

If your application is accepted, the number of New Shares issued to you under the SPP will be calculated as follows:

- (a) \$2,000 – 800 New Shares.
- (b) \$5,000 – 2,000 New Shares.
- (c) \$7,500 – 3,000 New Shares.
- (d) \$10,000 – 4,000 New Shares.
- (e) \$15,000 – 6,000 New Shares.

What is the SPP timetable?

Event	Date
Record date to determine eligibility to participate in the SPP Offer (' Record Date ')	7.00 pm (AEST) on 17 September 2015
SPP Offer opening date	24 September 2015
SPP Offer closing date	5.00 pm (AEST) on 13 October 2015
Issue of New Shares issued under SPP Offer	20 October 2015
Commencement of trading of New Shares on ASX	20 October 2015
Dispatch of holding statements	20 October 2015

The timetable is indicative only and SeaLink Travel Group Limited may, at its discretion, vary any of the above dates by sending a revised timetable to ASX.

Will any fees be payable to brokers in connection with the SPP?

SeaLink will pay a broker stamping fee ('**Broker Fee**') to stockbrokers (being those entities named as full service (advisory) brokers or non-advisory brokers on the ASX website) ('**Brokers**') equal to 1% (including GST) of the application amount of New Shares, to Brokers who submit a valid claim for a Broker Fee on successful applications from Eligible Shareholders for New Shares. The minimum Broker Fee per Broker (in aggregate) will be \$50, payable to Brokers who submit a valid claim for a Broker Fee on successful applications from Eligible Shareholders for New Shares.

The Broker Fee will be payable to any Broker who submits to Boardroom Pty Limited ('**Registry**') the Registry's broker fee claim form ('**Claim Form**') validly completed by no later than 5.00pm (AEST) on the day which is 5 business days after the closing date of the SPP. Claim Forms may be obtained from the Registry by contacting Boardroom Pty Limited on 1300 737 760.

SPP Terms and Conditions

1. SPP offer

- 1.1 SeaLink Travel Group Limited (**'SeaLink'**) offers Eligible Shareholders (defined in **paragraph 2** below) the opportunity to purchase up to \$15,000 worth of fully paid ordinary shares in SeaLink (**'New Shares'**) at an issue price per New Share of \$2.50 (**'Issue Price'**) under the Share Purchase Plan (**'SPP'** or **'SPP Offer'**), subject to and in accordance with the terms and conditions set out in this booklet.
- 1.2 In these terms and conditions, the 'SPP Offer' and 'SPP' means the offer in **paragraph 1.1**.
- 1.3 Only persons who are Eligible Shareholders may participate in the SPP. Participation in the SPP is optional. If you are an Eligible Shareholder, your rights under the SPP Offer and SPP are personal to you and cannot be transferred to another person.
- 1.4 Directors and employees of SeaLink who are Eligible Shareholders may participate in the SPP.
- 1.5 All references to \$ or dollars in this booklet are references to Australian dollars unless indicated otherwise.

2. Eligible Shareholders

- 2.1 Subject to the remaining paragraphs of this **paragraph 2**, an 'Eligible Shareholder' means a registered holder of SeaLink shares as at the Record Date (being 7:00pm AEST on 17 September 2015) whose address, as recorded in SeaLink's register of members, is in Australia or New Zealand.
- 2.2 SeaLink has determined that, because of foreign securities laws, it is not practical for shareholders with registered addresses outside Australia or New Zealand to participate in the SPP.
- 2.3 Shareholders who are U.S. Persons (as defined in Regulation S under the U.S. Securities Act of 1933, as amended (**'U.S. Person'**)) or who act for the account or benefit of a U.S. Person are not entitled to participate in the SPP. The New Shares to be issued under the SPP have not been and will not be registered under the U.S. Securities Act of 1933, as amended (**'U.S. Securities Act'**) or the securities laws of any state or other jurisdiction in the United States. The New Shares may not be offered, sold or otherwise transferred in the United States except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and the applicable securities laws of any state or other jurisdiction in the United States.
- 2.4 The ordinary shares in SeaLink Travel Group Limited being offered under the SPP are not being

offered or sold to the public within New Zealand other than to existing shareholders of SeaLink Travel Group Limited with registered addresses in New Zealand to whom the offer of such shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand). This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

- 2.5 Shareholders who are joint holders of shares are taken to be a single registered holder of shares for the purposes of determining whether they are an Eligible Shareholder, and the certification in the application form by one joint holder will be taken to have been given by all joint holders.
- 2.6 Where a custodian (as defined in ASIC Class Order 09/425) is a registered holder of SeaLink shares and holds SeaLink shares on behalf of one or more persons who is not in a U.S. Person, or acting for the account or benefit of a U.S. Person (**'Beneficiaries'**), the SPP Offer is made to the custodian and, subject to **paragraph 2.7**, the custodian has the discretion whether to extend the SPP Offer to the Beneficiaries. If a custodian applies for New Shares on behalf of a Beneficiary, SeaLink will not issue New Shares unless the custodian certifies the following in writing to SeaLink:

2.6.1 either or both of the following:

- (a) that the custodian holds the shares on behalf of one or more persons that are not custodians and are Beneficiaries (**'Participating Beneficiaries'**); or
- (b) that another custodian (**'Downstream Custodian'**) holds beneficial interests in shares on behalf of a Participating Beneficiary, and the custodian holds the shares to which those beneficial interests relate on behalf of the Downstream Custodian or another custodian,

on the Record Date and that each Participating Beneficiary has subsequently instructed the following persons:

- (c) where **sub-paragraph 2.6.1(a)** applies – the custodian; and

- (d) where **sub-paragraph 2.6.1(b)** applies – the Downstream Custodian, shares held by the custodian in relation to each Participating Beneficiary.
- to apply for New Shares on their behalf under the SPP;
- 2.6.2 the number of Participating Beneficiaries;
- 2.6.3 the name and address of each Participating Beneficiary;
- 2.6.4 in respect of each Participating Beneficiary:
- (a) where **sub-paragraph 2.6.1(a)** applies – the number of shares that the custodian holds on their behalf; and
- (b) where **sub-paragraph 2.6.1(b)** applies – the number of shares to which the beneficial interests relate;
- 2.6.5 in respect of each Participating Beneficiary:
- (a) where **sub-paragraph 2.6.1(a)** applies – the number or the dollar amount of New Shares they instructed the custodian to apply for on their behalf; and
- (b) where **sub-paragraph 2.6.1(b)** applies – the number or the dollar amount of New Shares they instructed the Downstream Custodian to apply for on their behalf;
- 2.6.6 there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$15,000:
- (a) the New Shares applied for by the custodian under the SPP in accordance with the instructions referred to in **sub-paragraph 2.6.5**; and
- (b) any other shares issued to the custodian in the 12 months before the application as a result of an instruction given by them to the custodian or the Downstream Custodian to apply for shares on their behalf under an arrangement similar to the SPP;
- 2.6.7 that a copy of this SPP booklet was given to each Participating Beneficiary; and
- 2.6.8 where **sub-paragraph 2.6.1(b)** applies – the name and address of each custodian who holds beneficial interests in the
- 2.7 To the extent that a custodian holds SeaLink shares on behalf of a Beneficiary resident outside Australia and New Zealand, it is the responsibility of the custodian to ensure that:
- 2.7.1 the custodian can extend the SPP Offer to the Beneficiary in compliance with all applicable foreign laws; and
- 2.7.2 acceptance complies with all applicable foreign laws.
- 2.8 Custodians must request a ‘Custodian Certificate’ when making an application on behalf of Participating Beneficiaries, and must apply using an Application Form (and not by BPAY). To request a Custodian Certificate or further information about the custodian application process, a shareholder should contact SeaLink’s share registry, Boardroom Pty Limited, on 1300 737 760 (from within Australia) or +61 9290 9600 (international) during Australian office hours. Applications received from custodians must be accompanied by a duly completed and signed Custodian Certificate or the application by the custodian will be rejected.
- 2.9 A shareholder or custodian will be ineligible to participate in the SPP if their participation would be in breach of ASIC Class Order 09/425.
- ### 3. Issue Price
- 3.1 The Issue Price per New Share is \$2.50, which is the same price at which shares were offered and issued to investors under SeaLink’s placement announced to ASX on 18 September 2015.
- 3.2 The current SeaLink share price can be obtained from the ASX and is listed in the financial and business section of major daily newspapers circulating in Australia.
- 3.3 Each person who applies to participate in the SPP accepts the risk that the market price of shares may change between the Record Date to determine eligibility to participate in the SPP, the date of the SPP Offer, the date on which the applicant makes a BPAY payment or sends in an application form and the date on which New Shares are issued to the applicant under the SPP. The effect of this is that the Issue Price may be higher or lower than the market price of shares at any given time and that shares could be bought on-market at a lower price than the Issue Price.
- ### 4. Application to Participate
- #### Applying for New Shares
- 4.1 Participation in the SPP is optional.

4.2 Eligible Shareholders may participate in the SPP by applying to purchase a parcel of New Shares in the following amounts, up to a maximum amount of \$15,000 per Eligible Shareholder:

4.2.1 \$2,000 – 800 New Shares.

4.2.2 \$5,000 – 2,000 New Shares.

4.2.3 \$7,500 – 3,000 New Shares.

4.2.4 \$10,000 – 4,000 New Shares.

4.2.5 \$15,000 – 6,000 New Shares.

4.3 If you are an Eligible Shareholder and wish to participate in the SPP, you must either:

4.3.1 subject to **paragraph 2.7**, make payment by BPAY in the appropriate amount in Australian dollars using your customer reference number (which is required to identify your holding) and the biller code, both of which are set out on your personalised Application Form, so that payment is received by SeaLink's share registry by no later than 5.00 pm (AEST) on 13 October 2015. If you make a payment by BPAY you do not need to send your completed Application Form as receipt of your BPAY payment will be taken by SeaLink as your application.; or

4.3.2 complete and submit your personalised Application Form in accordance with the instructions on it and make payment for the New Shares by enclosing a cheque, bank draft or money order for the appropriate amount in Australian dollars made payable to 'SeaLink Travel Group Limited Share Purchase Plan' and sending the cheque, bank draft or money order with the Application Form:

(a) in the enclosed reply paid envelope;
or

(b) by mail to:

Boardroom Pty Limited
GPO Box 3993
Sydney, NSW, 2001; or

(c) by delivery in person to:

Boardroom Pty Limited
Level 12
225 George Street
Sydney, NSW, 2000

so that they are received by SeaLink's share registry no later than to 5.00 pm (AEST) on 13 October 2015.

Receipts for payment will not be issued.

4.4 If an Eligible Shareholder has more than one holding, the Eligible Shareholder may not apply for New Shares with an aggregate value of more than \$15,000 under the SPP. Accordingly, an Eligible Shareholder may only make an application for the maximum amount with respect to one holding.

4.5 You should be aware that your own financial institution may implement earlier cut off times for electronic payments and you should take this into consideration when making payment of application monies via BPAY. Your financial institution may have a set limit on the amount that you can pay via BPAY. It is your responsibility to ensure that the amount you wish to pay via BPAY is received by SeaLink's share registry by 5.00 pm (AEST) on 13 October 2015.

SeaLink's discretion with regard to applications

4.6 SeaLink may accept or reject any application under the SPP, including where:

4.6.1 you are not making a BPAY payment, your Application Form is incorrectly completed, incomplete or the application is otherwise determined by SeaLink to be invalid;

4.6.2 you make your payment by cheque, bank draft or money order and the cheque, bank draft or money order is dishonoured or has otherwise not been completed correctly;

4.6.3 the amount of your BPAY payment or cheque, bank draft or money order is not equal to \$2,000, \$5,000, \$7,500, \$10,000 or \$15,000. If this occurs, SeaLink may either;

(a) refund in full your application monies and not allot any New Shares to you;
or

(b) allot you the number of New Shares that would have been allotted had you applied for the highest designated amount that is less than the amount of your payment and refund to you the excess of your application monies;

4.6.4 it appears that you are applying to purchase more than \$15,000 worth of New Shares in aggregate (including as a result of any shares you hold directly, jointly or through a custodian or nominee arrangement);

4.6.5 your Application Form, BPAY payment or cheque, bank draft or money order is received after 5.00 pm (AEST) on 13 October 2015;

- 4.6.6 payment of the application monies is not submitted in Australian currency or, if payment is made by cheque, bank draft or money order, the cheque, bank draft or money order is not drawn on an Australian financial institution; or
- 4.6.7 SeaLink reasonably believes that you are not eligible to participate in the SPP (subject to compliance with any applicable ASIC or ASX requirements).

Refund

4.7 If you are entitled to a refund of all or any of your application monies the refund will be paid to you, without interest, as soon as is practicable:

- 4.7.1 by direct credit to your nominated bank account (as recorded by SeaLink's share registry) or cheque; or
- 4.7.2 by returning your Application Form and cheque, bank draft or money order, if not processed, to your registered address as recorded in SeaLink's register of members.

4.8 No refunds pursuant solely to rounding will be provided.

5. Effect of making an Application

5.1 If you submit a BPAY payment or complete and return an Application Form together with a cheque, bank draft or money order:

- 5.1.1 you warrant that you are an Eligible Shareholder and are eligible to participate in the SPP;
- 5.1.2 you warrant that, if you have a registered address in New Zealand, you continued to hold SeaLink shares as at the opening of the SPP Offer on 24 September 2015;
- 5.1.3 you are deemed to have accepted the SPP Offer and you irrevocably and unconditionally acknowledge and agree to the terms and conditions of the SPP and the terms of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- 5.1.4 you acknowledge that your application will be irrevocable and unconditional;
- 5.1.5 you agree to pay the Issue Price per New Share up to the maximum of:
 - (a) the value you have selected on the Application Form; or

(b) the maximum value of your BPAY payment or cheque, bank draft or money order amount.

5.1.6 you certify and represent to SeaLink that you have not directly or indirectly, including through a custodian, applied for more than \$15,000 worth of New Shares;

5.1.7 you certify that the total of the application price for the following does not exceed \$15,000:

- (a) the New Shares the subject of your application;
- (b) any other shares issued to you under an arrangement similar to the SPP in the 12 months before the date of your application under the SPP;
- (c) any other New Shares which you have instructed a custodian to acquire on your behalf under the SPP; and
- (d) any other shares issued to a custodian under an arrangement similar to the SPP in the 12 months before the date of your application for New Shares as a result of an instruction given by you to the custodian or another custodian and which resulted in you holding beneficial interests in such shares, even though you may have received more than one offer or received offers in more than one capacity;

5.1.8 you accept the risk associated with any refund that may be sent to your address (as shown on SeaLink's register of members) or to your nominated bank account (as recorded by SeaLink's share registry);

5.1.9 you acknowledge that no interest will be paid on any application monies held pending the allotment of New Shares or subsequently refunded to you for any reason;

5.1.10 you acknowledge that neither SeaLink nor its share registry has provided any investment advice or financial product advice and that neither of them has any obligation to provide this advice in relation to your consideration as to whether or not to participate in the SPP;

5.1.11 you acknowledge that SeaLink (and each of its officers and agents) is not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;

- 5.1.12 you acknowledge that the New Shares to be issued under the SPP have not, and will not be, registered under the U.S. Securities Act or the securities laws of any other jurisdiction outside Australia or New Zealand and, accordingly, the New Shares to be issued under the SPP may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws;
- 5.1.13 you agree not to send this booklet or any other material relating to the SPP to any person in the United States or to any person who is, or is acting for the account or benefit of, a U.S. Person;
- 5.1.14 if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in transactions on the ASX where neither you nor any person acting on your behalf know, or have to reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States or a U.S. Person;
- 5.1.15 you agree to be bound by SeaLink's constitution;
- 5.1.16 you authorise SeaLink (and each of its officers and agents) to correct any error in, or omission from, the Application Form and complete the Application Form by inserting any missing details;
- 5.1.17 you acknowledge that SeaLink may at any time irrevocably determine that your application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective; and
- 5.1.18 you are responsible for any dishonour fees or other costs SeaLink may incur in presenting a cheque, bank draft or money order for payment that is dishonoured.

6. The New Shares

- 6.1 New Shares issued under the SPP will rank equally in all respects with existing shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements.
- 6.2 SeaLink will apply for the New Shares issued under the SPP to be quoted on the ASX.

7. No Transaction Costs

Eligible Shareholders who participate in the SPP will not pay any brokerage, commissions or other transaction costs in respect of the issue and allotment of New Shares. SeaLink will pay a Broker Fee as set out in **paragraph 12**.

8. Timetable

- 8.1 Subject to **paragraph 8.2**, the timetable for the key events relating to the SPP is as set out on the fourth page of this booklet ("**Timetable**").
- 8.2 SeaLink may, at its discretion, vary any of the dates in the Timetable or in these terms and conditions by lodging a revised timetable with the ASX.

9. Dispute Resolution

SeaLink may settle in any manner it thinks fit, any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application. Any determinations by SeaLink will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. SeaLink's rights may be exercised by its board or any delegate of the board.

10. Variation, Suspension and Termination

- 10.1 SeaLink may at its discretion and at any time:
- 10.1.1 vary, suspend or terminate the SPP. If SeaLink does this, it will make an announcement to the ASX. Failure to notify shareholders of variations to or the suspension or termination of the SPP will not invalidate the variation, suspension or termination; or
- 10.1.2 waive compliance with any provision of the SPP.
- 10.2 SeaLink reserves the right to issue no New Shares under the SPP or fewer New Shares under the SPP than applied for under the SPP at its complete discretion, including if SeaLink believes the issue of those New Shares would contravene these terms, ASIC requirements or policy, any law or any ASX Listing Rule.

11. ASIC Class Order 09/425 compliance

- 11.1 The SPP is offered in compliance with ASIC Class Order 09/425. ASIC Class Order 09/425 provides relief from the requirement for SeaLink to provide prospectus disclosure in relation to the SPP. This booklet is not a prospectus under the Corporations Record date for the Share Purchase Plan [17 September 2015 at 7.00pm Act](#).

11.2 ASIC Class Order 09/425 also provides relief to allow clients of second or subsequent level custodians to participate in the SPP. Any additional or varied ASIC requirements in the class order will apply to participation on behalf of such clients.

12. Broker Fee

SeaLink will pay a broker stamping fee (**'Broker Fee'**) to stockbrokers (being those entities named as full service (advisory) brokers or non-advisory brokers on the ASX website) (**'Brokers'**) equal to 1% (including GST) of the application amount of New Shares, to Brokers who submit a valid claim for a Broker Fee on successful applications from Eligible Shareholders for New Shares. The minimum Broker Fee (in aggregate) per Broker will

be \$50 payable to Brokers who submit a valid claim for a Broker Fee on successful applications from Eligible Shareholders for New Shares.

13. Governing Law

These SPP terms and conditions are governed by the laws in force in South Australia. Any dispute arising out of, or in connection with, these terms and conditions, or the SPP Offer, will be determined by the courts of South Australia. By accepting the SPP Offer, you agree to submit to the non-exclusive jurisdiction of the courts in South Australia. Other terms and conditions, rights and obligations of New Shares are contained in the constitution of SeaLink. The terms and conditions of the SPP prevail to the extent of any inconsistency with the Application Form.

Sample - Share Purchase Plan (SPP) - Application Form

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Record Date: 17 September 2015

Close Date: 5.00pm 13 October 2015

Issue Price \$2.50 per share

A Offer Choice

Indicate your choice below by marking one box only

I/we wish to purchase a parcel of New Shares to the dollar amount of:

Offer A
A\$2,000 (800 New
Shares)

Offer B
A\$5,000 (2,000 New
Shares)

Offer C
A\$7,500 (3,000 New
Shares)

Offer D
A\$10,000 (4,000 New
Shares)

Offer E
A\$15,000 (6,000
New Shares)

B Payment Details

Payment may only be made by BPAY or cheque (or bank draft or money order) and in Australian dollars. Cash will not be accepted and payments cannot be made at any bank. **Custodians cannot make payment by BPAY.**

Payment Option 1 - BPAY



Billers Code: N/A
Ref: N/A

Telephone & Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account.

More info: www.bpay.com.au

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- To pay via BPAY please contact your participating financial institution
- If paying by BPAY you do not need to return the Application Form
- If paying by BPAY the amount of your payment received divided by the Issue Price will be deemed to be the total number of New Shares you are applying for. If your BPAY payment is:
 - less than A\$2,000, SeaLink will not issue any New Shares to you and will refund your application money to you;
 - greater than A\$15,000, SeaLink may either (i) issue to you the number of New Shares that would have been issued to you had you applied for the highest designated amount and will refund the excess application money to you; or (ii) refund in full your application monies and not allot any New Shares to you; or
 - between A\$2,000 and A\$15,000 and is not one of the designated amounts, SeaLink may either (i) issue you the number of New Shares that would have been issued to you had you applied for the highest designated amount that is less than the amount of your BPAY payment, and will refund the excess application money; or (ii) refund in full your application monies and not allot any New Shares to you.

Payment Option 2 – Cheque, bank draft or money order

Record cheque details below

Drawer	Cheque Number	BSB Number	Account No.	Amount A\$

- Only cheques, bank drafts or money orders in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque or bank draft or money order must be made payable to 'SeaLink Travel Group Limited Share Purchase Plan' and crossed '**Not Negotiable**'.
- Please ensure that you submit the correct amount. Incorrect payments may result in your Application being rejected.
- If paying by cheque, bank draft or money order you must complete this Application Form and submit it together with your cheque, bank draft or money order before your Application will be accepted.

C Contact Details

Please provide a telephone number and contact name in case we need to contact you regarding your Application.

Home telephone number	Work telephone number	Contact name

D Applicant's Certification and Acknowledgements

By lodging this Application Form with your cheque (or bank draft or money order) or making a BPAY payment, you certify that the total application price for the following does not exceed A\$15,000:

- the New Shares the subject of your Application;
- any other New Shares applied for by you under the SPP;
- any other SeaLink shares issued to you under a similar arrangement in the 12 months before my/our Application;
- any other New Shares you have instructed a Custodian to acquire on your behalf under the SPP; and
- any other SeaLink shares issued to a Custodian under an arrangement similar to the SPP in the 12 months before your Application as a result of an instruction given by you to the Custodian or another Custodian and which resulted in you holding beneficial interests in those SeaLink shares.

You also acknowledge and confirm that you have read, understood and agreed to the terms and conditions of the SPP. SeaLink may settle in any manner it deems appropriate, any dispute or anomalies which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any applicant or application for New Shares. The decision of SeaLink will be conclusive and binding on all persons to whom the determination relates. SeaLink reserves the right to waive compliance with any provision of the SPP's terms and conditions. The Directors reserve the right to withdraw the offer of New Shares under the SPP, or reduce the amount of SPP Shares that may be subscribed for under the SPP in any manner, at any time prior to the issue date. Any excess application moneys will be refunded. No interest will be paid on any refunded application money.

By lodging this form with your cheque (or bank draft or money order) or making a BPay payment, you are also deemed to have agreed to the matters set out in section 5.1.1 to 5.1.18 of SeaLink's SPP booklet given to ASX on or about 24 September 2015. Unless otherwise defined, capitalised terms in this Application Form have the meanings given to them in the SPP booklet.

NO SIGNATURE IS REQUIRED ON THIS FORM

THIS OFFER IS NON-RENOUNCEABLE

BPAY payments or Application Forms and cheques must be received no later than 5.00 pm (AEST) on Tuesday, 13 October 2015 at:

MAILING ADDRESS
Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

DELIVERY ADDRESS
Boardroom Pty Limited
Level 12
225 George Street
SYDNEY NSW 2000

You should allow sufficient time for this to occur. The postal acceptance rule does not apply to the SPP.

E Information for Custodians

If you are a Custodian as defined in ASIC Class Order CO 09/425, you must complete this Application Form and a Custodian Certificate (which must be requested from the Company's share registrar) and submit both documents together with your cheque, (or bank draft or money order) before your Application will be accepted. If you have not received a copy, or require an additional copy, of the Custodian Certificate, please contact Boardroom Pty Limited on +61 (0)2 9290 9600. Applications received from Custodians that are not accompanied by the Custodian Certificate will be rejected.