

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

SeaLink Travel Group Limited (Company)

ABN

49 109 078 257

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- 1 +Class of +securities issued or to be issued

Fully paid ordinary shares in the Company (each a **New Share**)

- 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

Placement

18,642,724 New Shares were issued on Friday, 18 October 2019 pursuant to the terms of the underwritten Placement as announced to ASX by the Company on Tuesday, 8 October 2019.

Entitlement Offer

25,357,276 New Shares have been issued pursuant to the terms of the underwritten accelerated pro rata non-renounceable entitlement offer (**Entitlement Offer**) announced to ASX by the Company on Tuesday, 8 October 2019.

Of this number, 12,303,476 New Shares were issued on Friday, 18 October 2019 under the institutional offer component of the

Entitlement Offer (**Institutional Entitlement Offer**) and 13,053,800 New Shares were issued on Wednesday, 6 November 2019 under the retail component of the Entitlement Offer (**Retail Entitlement Offer**). Included in this figure are 1,433,426 New Shares that were allocated to sub-underwriters as a result of a shortfall in the Retail Entitlement Offer.

3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)

The New Shares are fully paid ordinary shares.

4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

Yes

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

5 Issue price or consideration

A\$3.50 per New Share (for both the Entitlement Offer and the Placement)

+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	To partially fund the acquisition of the Transit Systems Group, as announced to ASX by the Company on Tuesday, 8 October 2019.
6a	Is the entity an *eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the *securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	Not Applicable
6c	Number of *securities issued without security holder approval under rule 7.1	Not Applicable
6d	Number of *securities issued with security holder approval under rule 7.1A	Not Applicable
6e	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not Applicable
6f	Number of *securities issued under an exception in rule 7.2	Not Applicable
6g	If *securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the *issue date and both values. Include the source of the VWAP calculation.	Not Applicable

6h If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements

Not Applicable

6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements

Not Applicable

7 +Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

<p>The allotment date for the New Shares under the Placement and Institutional Entitlement Offer was Friday, 18 October 2019.</p> <p>The allotment date for the New Shares under the Retail Entitlement Offer was Wednesday, 6 November 2019.</p>

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	145,529,103	Fully paid ordinary shares

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	30,000	Performance rights with a zero exercise price

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Same as existing ordinary shares

Part 2 - Pro rata issue

11 Is security holder approval required?

No

+ See chapter 19 for defined terms.

12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the ⁺ securities will be offered	1 New Share for each 4 existing shares held as at the record date
14	⁺ Class of ⁺ securities to which the offer relates	Fully paid ordinary shares
15	⁺ Record date to determine entitlements	7:00pm (Sydney time) on Thursday, 10 October 2019
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Rounded up to the nearest whole number.
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	For the Retail Entitlement Offer, all countries except for Australia and New Zealand. For the Institutional Entitlement Offer and the Placement, refer to the investor presentation.
19	Closing date for receipt of acceptances or renunciations	The closing date for acceptance of the New Shares offered under the Institutional Entitlement Offer and Placement was Tuesday, 8 October 2019. The closing date for acceptance of the New Shares offered under the Retail Entitlement Offer was Tuesday, 29 October 2019.
20	Names of any underwriters	Macquarie Capital (Australia) Limited (ACN 123 199 548) Ord Minnett Limited (ACN 002 733 048) Taylor Collison Limited (ACN 008 172 450)

21	Amount of any underwriting fee or commission	<p>A management fee of 0.6% of the sum of the proceeds of the Institutional Entitlement Offer and the Placement, and an underwriting fee of 2.4% of the proceeds of the Institutional Entitlement Offer and the Placement.</p> <p>A management fee of 0.6% of the sum of the proceeds of the Retail Entitlement Offer, and an underwriting fee of 2.4% of the proceeds of the Retail Entitlement Offer.</p> <p>An additional discretionary incentive fee of 0.5% of the sum of the Entitlement Offer and the Placement may also be payable.</p>
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	<p>A Retail Offer Booklet and entitlement and acceptance form in respect of the Retail Entitlement Offer was sent to eligible retail shareholders on Tuesday, 15 October 2019.</p> <p>No prospectus or Product Disclosure statement will be produced.</p>
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable

+ See chapter 19 for defined terms.

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| 29 | Date rights trading will end (if applicable) | Not applicable |
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker? | Not applicable |
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | Not applicable |
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? | Not applicable |
| 33 | *Issue date | <p>The allotment date for the New Shares under the Placement and Institutional Entitlement Offer was Friday, 18 October 2019.</p> <p>The allotment date for the New Shares under the Retail Entitlement Offer was Wednesday, 6 November 2019.</p> |

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of *securities
(tick one)
- (a) *Securities described in Part 1
- (b) All other *securities
- Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities

held by those holders

- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
- 1 - 1,000
 - 1,001 - 5,000
 - 5,001 - 10,000
 - 10,001 - 100,000
 - 100,001 and over
- 37 A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

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39 +Class of +securities for which quotation is sought

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40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

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42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)

Number	+Class

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	101,229,103 (8 October 2018)
Add the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 200,000 (29 November 2018) 100,000 (25 October 2019) • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval 25,357,276 (New Shares issued under the Entitlement Offer, which are permitted to be included in the calculation of “A” for the purpose of determining the number of New Shares that may be issued under the Placement, pursuant to a waiver from ASX dated 24 September 2019) • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	0
“A”	126,886,379

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"	
"B"	0.15 <i>[Note: this value cannot be changed]</i>
Multiply "A" by 0.15	19,032,956
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> number of ⁺equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	18,642,724
"C"	18,642,724
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 <i>Note: number must be same as shown in Step 2</i>	19,032,956
Subtract "C" <i>Note: number must be same as shown in Step 3</i>	18,642,724
Total ["A" x 0.15] – "C"	390,232 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
<i>Multiply “A” by 0.10</i>	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
<i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“E”	

+ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
<p>"A" x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	
<p>Subtract "E"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	
<p>Total ["A" x 0.10] – "E"</p>	<p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.