**SEALINK TRAVEL GROUP LIMITED AND ITS CONTROLLED ENTITIES**
**ASX APPENDIX 4E (RULE 4.3A)**
**FOR THE YEAR ENDED 30 JUNE 2021**

## RESULTS FOR ANNOUNCEMENT TO THE MARKET

**ABN:** 49 109 078 257
**Previous corresponding period:**
30 June 2020

| | Statutory Results Consolidated SeaLink Period Ended 30 June 2021 | | | Underlying Results # Consolidated SeaLink Period Ended 30 June 2021 | | |
|---|---|---|---|---|---|---|
| **Results in brief** | **2021 $m** | **2020 $m** | **Change %** | **2021 $m** | **2020 $m** | **Change %** |
| Revenue from Ordinary Activities | 1,173.1 | 623.7 | 88.1% | 1,173.1 | 623.7 | 88.1% |
| **EBITDA *** | **161.0** | **62.9** | **156.0%** | **167.5** | **90.4** | **85.2%** |
| Depreciation | (62.7) | (39.6) | 58.3% | (62.7) | (39.6) | 58.3% |
| **EBITA** | **98.3** | **23.3** | **322.4%** | **104.8** | **50.8** | **106.1%** |
| Amortisation of customer contracts | (31.7) | (20.9) | 51.7% | (31.7) | (20.9) | 51.7% |
| **EBIT** | **66.6** | **2.4** | **2708.0%** | **73.1** | **29.9** | **144.1%** |
| Financing charges | (17.6) | (9.8) | 80.5% | (17.6) | (9.8) | 80.5% |
| **Net Profit before Tax** | **49.0** | **(7.4)** | **762.0%** | **55.5** | **20.2** | **174.9%** |
| Tax | (11.2) | (6.2) | 79.2% | (12.4) | (11.5) | 8.3% |
| **Profit after Tax and before Amortisation** | **69.5** | **7.3** | **857.3%** | **74.7** | **29.6** | **152.6%** |
| Profit after Tax | 37.8 | (13.6) | 377.1% | 43.0 | 8.7 | 395.6% |

| | 2021 | 2020 |
|---|---|---|
| *# Underlying Results adjusted for significant items for the period.* | | |
| *Acquisition and tender related costs ^* | *(5.0)* | *(16.1)* |
| *Insurance recovery - Vivonne Bay, Kangaroo Island* | *2.2* | *1.0* |
| *Impairment on investment (UWAI)* | *-* | *(1.6)* |
| *Impairment of assets/intangibles* | *(3.8)* | *(10.8)* |
| ***Total significant items*** | ***(6.5)*** | ***(27.5)*** |
| *Tax impact adjustment for significant items* | *1.3* | *5.3* |

** EBITDA - Earnings Before Interest, Tax, Depreciation & Amortisation. EBITDA, EBITA and EBIT are all non-IFRS measures.*
*^ Costs associated with the acquisition of Transit Systems Group and Go West Tours including stamp duty, legal, accounting, tax, other professional costs and foreign exchange movements related to deferred consideration. Abnormal tender costs associated with higher than normal tender activity during the period.*

| **Dividends** | **Amount** Cents per share | **Franked Amount** Cents per share |
|---|---|---|
| 2021 Fully Franked Final Dividend* | 9.0 | 9.0 |
| 2020 Fully Franked Final Dividend (paid 2 October 2020) | 4.5 | 4.5 |
| 2021 Fully Franked Interim Dividend (paid 31 March 2021) | 7.0 | 7.0 |
| 2020 Fully Franked Interim Dividend (previous corresponding period) | 6.5 | 6.5 |

*Record date for determining entitlements to 2021 final dividend is 3 September 2021. Payment date for the final dividend is 6 October 2021.

| **Net tangible assets** | **30 June 2021** | **30 June 2020** |
|---|---|---|
| Net tangible assets per ordinary share | 0.27 | 0.06 |

The report is based on the consolidated financial statements which have been audited by Ernst & Young. Additional Appendix 4E disclosure requirements can be found in the Directors' Report and the consolidated financial statements.

Signed 25 August 2021

**J.R. Ellison**

**Chair, SeaLink Travel Group Limited**

**SeaLink Travel Group Limited**
**Directors' report**
**30 June 2021**

## Directors
The Directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'Group' or 'SeaLink') consisting of SeaLink Travel Group Limited (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2021.

The names and details of the Company’s Directors in office during the financial year and until the date of this report are set out below. Directors have been in office for the entire period unless otherwise stated.

### Jeffrey R. Ellison (B. Acc, FCA, FAICD)
### Acting Chair (Appointed 1 July 2020)
### Chair (Appointed 23 February 2021)

Mr Ellison holds a Bachelor of Arts Degree in Accounting from the University of South Australia, is a Fellow of the Chartered Accountants Australia and New Zealand and the Institute of Company Directors. He previously held the position of Chief Executive Officer of SeaLink since 1997 and was appointed Managing Director in 2008. Mr Ellison retired as Managing Director and CEO on 16 January 2020 and following a month of transition as an Executive Director, became a non-executive director from 17 February 2020. He was subsequently appointed Acting Chair with effect from 1 July 2020 and Chair on 23 February 2021.

Mr Ellison is Deputy Chair of Tourism Australia and Chair of Hayborough Investment Partners Pty Ltd. Mr Ellison is a former Board member of the South Australian Tourism Commission, Tourism and Transport Forum Australia, the Adelaide Convention Centre and the South Australian Botanic Gardens and State Herbarium Board.

### Christopher D. Smerdon (MAICD) - Non-Executive Director

Mr Smerdon has extensive experience in the Information Technology and Cyber Security field having established and built companies with national and international operations. He is currently Managing Director of Vectra Corporation, a company that provides specialist Cyber Security services to organisations globally handling sensitive data, financial information and large volumes of credit card transactions. Clients include banks, telcos, payment gateways, airlines and utilities.

Mr Smerdon joined the Board in 2002 and is a member of the Company’s Audit and Risk Committee. Mr Smerdon has previously held directorships on both government and public company boards. Mr Smerdon is a Member of the Australian Institute of Company Directors.

### Andrea J.P. Staines OAM (MBA, B.Ec, FAICD) - Non-Executive Director

Ms Staines has extensive experience in the transport and tourism sector and is a former CEO of Qantas subsidiary, Australian Airlines (mk II), which she co-launched. Ms Staines is currently Deputy Chair of Australia Post and sits on the boards of UnitingCare Qld and ASX listed Acumentis.

Ms Staines has been a professional non-executive director for fifteen years, is a Fellow of the Australian Institute of Company Directors, and has held previous directorships with a range of entities including NZX listed Freightways, ASX listed Aurizon, QIC, Tourism Australia, North Queensland Airports and Australian Rail Track Corporation.

Ms Staines joined the Board in 2016 and is Chair of the Company’s People, Culture and Remuneration Committee. Ms Staines was a member of the Company’s Audit and Risk Committee until 23 July 2020.

### Terry J. Dodd - Non-Executive Director

Mr Dodd has extensive experience in business management and the marine industry. After qualifying as a commercial diver in the USA and working as a commercial diver in the onshore and offshore oil and gas industry, he successfully established a recreational diving business and a travel agency in North Queensland.

Mr Dodd is Managing Director and owner of Pacific Marine Group Pty Ltd, one of Australia's largest marine construction and commercial diving companies. Mr Dodd was previously Managing Director of Sunferries, a ferry transport business based in Townsville, prior to its sale to SeaLink in March 2011 when Mr Dodd joined the Board of SeaLink.

Mr Dodd is a member of the Company’s People, Culture and Remuneration Committee.

**Fiona A. Hele (B.Com, FCA, FAICD) - Non-Executive Director**

Ms Hele is a Non-Executive Director and an experienced Audit & Risk Chair with a strong commercial and finance background. Ms Hele is a Chartered Accountant with over 25 years' experience in both the private and public sectors specialising in strategic business advisory, mergers and acquisition, risk management and corporate governance.

Ms Hele is a Fellow of the Institute of Chartered Accountants, Australia and New Zealand, and a Fellow of the Institute of Company Directors.

Ms Hele is also a director of Adelaide Venue Management Corporation, Celsus Securitisation Pty Ltd and the South Australian Water Corporation. Past Directorships include the South Australian Tourism Commission and the Adelaide Fringe Festival.

Ms Hele joined the Board in 2016 and is Chair of the Company's Audit and Risk Committee.

**Neil E. Smith (MTM, B.Arts, FCILT) – Non-Executive Director**

Mr Smith was one of the founding shareholders and the former Chairman of the Transit Systems Group prior to the acquisition by SeaLink. He has over 30 years of commuter transport operations experience.

Mr Smith commenced his career within the Sydney bus industry, before acquiring a number of bus operations in rural NSW and then Queensland. In 1995, Mr Smith joined with Graham Leishman and Lance Francis to found Transit Systems and in 2013, was a founding shareholder of Tower Transit.

Mr Smith holds a Bachelor of Arts Degree and a Masters of Transport Management from the University of Sydney and is a Fellow of the Chartered Institute of Transport and Logistics.

**Lance E. Hockridge (FCILT, FIML, MAICD) – Non-Executive Director (Appointed 1 July 2020)**

Mr Hockridge has extensive international experience in the transportation, manufacturing and logistics sectors with a focus on safety, operational and financial transformation of businesses.

Mr Hockridge was previously the Managing Director and CEO of Aurizon Holdings Limited (2010 to 2016) following the demerger of Queensland Rail and QR National from a government owned railway to an ASX50 company. Other notable accomplishments as an executive include the oversight of BHP's global transport business, together with key roles in financial and operational reform in the heavy industrial sector and leading a major turnaround for BlueScope Steel's North American operations.

Mr Hockridge is also currently Chair of the Salvation Army Queensland Advisory Council, and an active advocate for diversity in the workforce.

Mr Hockridge became a member of the Audit and Risk Committee and People, Culture and Remuneration Committee in July 2020.

**Joint Company Secretary**
**Andrew Muir (B.Ec, MBA)**

Mr Muir (Chief Financial Officer) was appointed Company Secretary on 1 June 2018. Mr Muir has also held a number of similar financial positions with other ASX listed and private companies. Mr Muir holds a Bachelor of Economics and a Master of Business Administration from the University of Adelaide.

**Joint Company Secretary**
**Joanne McDonald (LLB, B.Ec, GAICD)**

Ms McDonald was appointed Company Secretary on 21 August 2018. Ms McDonald has over 25 years' experience in commercial and corporate law including company secretary for ElectraNet Pty Ltd and holding senior legal and commercial positions with other listed and statutory corporations. She holds a Bachelor of Laws (Hons) and Bachelor of Economics from the University of Adelaide as well as a graduate of the Australian Institute of Company Directors.

**Interest in the shares of the Company and related bodies Corporate**

| | Number of ordinary shares |
|---|---|
| As at the date of this report, the interests of the Directors in the shares of the Company were: | |
| N Smith | 30,444,556 |
| C Smerdon | 5,686,875 |
| T Dodd | 5,386,578 |
| J Ellison | 5,049,769 |
| F Hele | 38,172 |
| L Hockridge | 100,000 |
| A Staines | - |

**Principal activities**

During the financial year the principal continuing activities of the consolidated entity consisted of:
- domestic public bus transport operations
- international public bus transport operations
- domestic ferry services
- tourism cruises, charter cruises and accommodated cruising
- coach tours
- travel agency services and packaged holidays.

**Dividends**
Dividends paid during the financial year were as follows:

| | Consolidated | |
|---|---|---|
| | **2021 $'000** | **2020 $'000** |
| Interim fully franked dividend for the year ended 30 June 2021 paid 31 March 2021 of 7.0 cents (2020: 6.5 cents) per ordinary share | 15,288 | 9,459 |
| Final fully franked dividend for the year ended 30 June 2020 paid 2 October 2020 of 4.5 cents (2019: 8.5 cents) per ordinary share | 9,828 | 8,621 |
| | 25,116 | 18,080 |

SeaLink's Directors today declared a 9.0 cents per share fully franked final dividend payable on 6 October 2021 to shareholders registered on 3 September 2021. Total 2021 dividends of 16.0 cents represents a 50.0% return of net profit after tax and before amortisation to shareholders, which is in line with the Company's policy of returning 50% - 70% of underlying net profit after tax and before amortisation, subject to business needs and ability to pay. The interim dividend for the half-year ended 31 December 2020 was 7.0 cents per share.

The Board will continue to consider SeaLink's growth requirements, its current cash position, market conditions and the need to maintain a healthy balance sheet, when determining future dividends.

**Review of operations**

Strong results were recorded for SeaLink in FY21 notwithstanding the ongoing effects of COVID-19 on all of SeaLink's operations. The resilience of the largely contracted earnings base, combined with operational repositioning, concerted targeting of domestic tourism business and ongoing commitment of our people has yielded these outcomes for SeaLink.

SeaLink recorded a statutory Net Profit after Tax (NPAT) of $37.8m for twelve-month period ended 30 June 2021 compared to a Net Loss after Tax (NLAT) of $13.6m in the previous year.

Underlying Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) was $167.5m compared to an EBITDA of $90.4m for the June 2020 year. Underlying EBITDA has been adjusted for significant one-off items during the period.

The Company has prudently decided to move to the lower end of the stated dividend pay-out range of 50-70% of net profit after tax and before amortisation and has declared a final dividend of 9.0 cents per share, up from 4.5 cents in the prior comparable period. This brings the full year dividend to 16.0 cents per share, up from 11.0 cents per share last year.

SeaLink's achievements for the year were:

- Underlying NPATA of $74.7m, up 152.6% on prior year with total revenue of $1.17bn
- Delivered strong gross operating cashflow
- Transit Systems Group delivering synergies and benefits ahead of estimates at time of acquisition
- Retained the Singapore Bulim bus contract and awarded an additional contract (Sembawang-Yishun), both 5+2 year terms commencing in May 2021 and September 2021 respectively
- Commenced the (up to) 15 year contract as operator of Brisbane City Council's iconic CityCat, CityHopper and Cross River Ferry network in November 2020
- Renewed three significant bus contracts in Adelaide from July 2020, as well as adding the Outer North bus services contract. Also commenced operations in joint venture to operate the newly franchised Adelaide tram contract. All contracts have a term of 8+2 years
- Renewals of key strategic marine contracts in Townsville and Northern Territory
- Secured and commenced operating passenger ferry services from the Queensland mainland to Hayman Island
- Awarded the Katherine school bus contract which commenced operations in February 2021
- Strengthened the management structure with the internal promotion and appointment of Greg Balkin as Chief Operating Officer of Australian Bus operations and appointment of Rick Carpenter as Group Chief People and Culture Officer
- Ongoing asset base improvement with the launch of the new *MV Coolgaree Cat* vessel in Townsville, Queensland and *MV Parrabah* vessel in Bruny Island, Tasmania
- Expansion of electric bus fleet in NSW and UK and the electrification of depots in both NSW and London. In total 77 fully electric buses were ordered during the period
- Acquisition of Go West Tours business in Western Australia subsequent to year end opening up opportunities in the resources sector

SeaLink's underlying cashflow profile and the cash position at 30 June 2021 is strong with all financial covenants comfortably met and undrawn capacity, if required. Gearing (net interest-bearing debt to net debt + equity) at year end was 30.5% down from 31.1% at 30 June 2020, which is well within target gearing levels and positions us well for future investment and growth.

At the beginning of the year SeaLink had approximately 11% of its workforce eligible for the Australian Government's JobKeeper payments. The number of employees eligible for the JobKeeper 2.0 payment was reduced post September 2020 and further again in January 2021. The JobKeeper payment applied to all eligible employees within Australia in the twelve-month period to June 2021 totalled $11.9m (2020:$8.6m). In addition, SeaLink received Government support under similar employee focused schemes in both Singapore and London.

SeaLink continues to be focused on the needs of our customers and growing its contract portfolio through organic bidding opportunities, complemented by growth through acquisition. The Company is constantly seeking to maximise its organic revenue growth and profitability from its existing businesses, including the addition of new contracts, routes and products. We have an ongoing focus and commitment to margin enhancement initiatives, via pricing strategies as well as cost savings and efficiency gains.

We remain focussed on building a diverse geographic portfolio of contracted essential services and leveraging the strong market position we have in Australia serving the large number of iconic island destinations to which we operate.

**Review of operations - Australian Bus**

Throughout the year Australian Bus has remained focussed on addressing the COVID-19 related operational risk management requirements and the rapidly changing operating landscape across the various jurisdictions including large scale lockdowns and border closures.

Australian Bus has worked tirelessly with its government clients and customers to deliver essential services whilst maintaining a safe operating environment for employees and customers. It was pleasing that despite various COVID-19 related lockdowns during the period all Australian Bus business groups continued to maintain close to full scheduled contracted services and this is reflected in the trading results.

Government contracted revenues from public bus contract services has underpinned Australian Bus operations and the commitment of state governments to maintain services has provided certainty of employment for our 5,000+ strong workforce.

However, charter and advertising revenue was adversely impacted, offset to a degree by additional payments for extra bus services provided to accommodate social distancing on buses, as well as some large scale rail replacement work. The majority of contracted revenue is not linked to patronage levels so lower levels of patronage and fares did not present any material downward revenue pressure. Cost control measures across Australian Bus have delivered favourable results through improved procurement and work practices.

The operational environment was further complicated by the continual changes to special events due to border closures and restrictions on gatherings imposed by local health authorities which resulted in last minute changes to football fixtures and other large special events.

Safety remains a key focus across Australian Bus and we have been actively exploring new technologies to provide a safer operating environment for employees, customers, and other road users. This includes trialling collision avoidance systems and the fitment of vehicle telematics to buses.

The commencement of new 10 year contracts in Adelaide in July 2020 was a particular highlight for Australian Bus. All three existing bus contracts in Adelaide commenced a new contract term and the business successfully transitioned the new Outer North bus contract into the Group. Additionally our new Joint Venture, Torrens Connect (a JV with John Holland and UGL Rail), began operating as the first private operator of the Adelaide tram network. Territory Transit also commenced services under the Katherine School Bus contract in the Northern Territory in February 2021.

There is an ongoing high level of tendering activity for new bus contracts in Australia and processes are presently being run by governments in New South Wales, Victoria, and the Northern Territory.

The acquisition of Go West which completed on 1 July 2021 will add an additional 323 buses to Australian Bus. Go West provides an exciting opportunity to enter the resources sector from a transport operator perspective and considerable opportunities already exist to expand the operation into new jurisdictions. The acquisition also has the potential to provide integration opportunities with the existing Swan Transit business in Bunbury and Perth.

SeaLink is at the forefront of the move to zero emission public transport having placed Australia’s largest order of Battery Electric Buses (BEBs) which will bring the BEB fleet in Sydney to 55 in FY22. The successful completion of the Electric Bus Pilot (5 buses) in Sydney was the catalyst for the placement of an order for 31 BEBs for deployment in Region 6 and provides the platform to further expand the BEB fleet.

We have also placed Australia’s first order for two Hydrogen Fuel Cell Buses (HFCBs) with delivery expected in October 2021.

In terms of state by state performance, some of the highlights include:

**South Australia**
In July 2020, Torrens Transit successfully transitioned the Outer North Bus Contract and the Adelaide Tram Network under the Torrens Connect banner, in conjunction with our Joint Venture partners John Holland and UGL Rail. The successful transition of these two new contracts resulted in 330 employees,118 vehicles, two new sites and 24 trams joining the South Australian business.

The Adelaide Tram Network has delivered impressive first year performance with improved safety, on-time running and good customer satisfaction, all of which has been recognised publicly by the South Australian Government. The Adelaide operation is now very well placed with all bus contracts renewed for a minimum of eight years from July 2020, plus a further two-year extension period.

The full closure of the Gawler railway line in Adelaide for electrification works has provided significant additional operational activity and charter income for rail replacement services by Torrens Transit during the period.

We continue to explore options to install Solar Systems on the six Adelaide Bus Depots to reduce our carbon footprint and to effect savings in electricity over the term of the contracts, as well as exploring the potential to partner with the South Australian Government on the deployment of HFCBs in Adelaide.

**Western Australia**
All operational aspects of our Western Australian operations are performing well and with contract terms of between three and nine years, the business is well positioned.

Work is currently underway at the Joondalup Bus Depot in preparation for the deployment of four BEBs as part of the Western Australian Government’s push to move towards a zero-emission bus fleet in Perth. The first new BEB is built and currently undergoing manufacturer testing.

**New South Wales**
The Region 3 contract performed well during the period and considerable efficiency and cost improvements were realised in Region 6 on the back of service changes and group wide procurement initiatives.

When we took over the Region 6 Bus Contract in 2018, the Region was a very poor performing bus contract in Sydney with regard to On-time Running and very high levels of customer complaints. In just three years, we have been able to transform Region 6 into one of the best performing contract Regions in Sydney and achieved significant reductions in customer complaints.

We continue to work with Transport for NSW (“TfNSW”) on ways of improving performance. This includes Australia’s first introduction of Headway Managed services on the T80 in Sydney’s west, and Route 389 in the inner west and eastern suburbs, both of which are performing well.

The New South Wales business continues to lead the way in terms of leveraging new technologies to enhance the delivery of public transport. The two-year electric bus pilot in Region 6 was successfully completed on 30 June 2021. The BEBs performed exceptionally well which provided the confidence to NSW Government to invest in an additional 10 BEBs, these entered service in June 2021.

We have also worked closely with TfNSW on depot electrification opportunities including a proposal to introduce a fleet of 40 BEBs into Region 6, along with associated charging infrastructure, a stationary battery storage facility and a large-scale solar system.

**Victoria**
The Victorian bus operations have performed well despite the decline in revenue experienced by the school and charter operations during extended COVID-19 lockdowns. Contract revenue was not curtailed and even under Stage 4 restrictions in Melbourne, the business continued to deliver a near full service.

**Northern Territory**
The Katherine School Bus Contract commenced in February 2021 and has been operating well.

In June 2021, the Northern Territory Government released a Tender for the entire Darwin Bus Network which consists of four contracts including two general route service areas, a Rural Area (School Services) and a Special Needs and Seniors parcel. The Tender closes on 16 August 2021 and service commencement is anticipated to be 1 March 2022.

**Future Pipeline of Tender opportunities**
In Australia there is a significant pipeline of future bus tender opportunities. We have strengthened our business development team to ensure we have sufficient capacity and expertise to tender for all of these opportunities. We continue to lobby the benefits of competitive tendering in Queensland, Tasmania and the Australian Capital Territory, the last remaining public bus transport markets that are yet to move to modern contracting in Australia.

**Review of operations - International Bus**

**Singapore**
In September 2020, we were awarded the PT217 Contracts to operate two packages of public bus services in Singapore, following a competitive tender by the Land Transport Authority of Singapore (“LTA”). This contract covers both the existing operating area of 30 routes based at Bulim, and an incremental 27 routes, the Sembawang-Yishun package, based out of a new depot under construction for the LTA at Mandai. The PT217 Contracts cover the operation and maintenance of more than 700 buses, from two depots and five interchanges, and will be staffed by over 1,700 employees, resulting in a doubling in scale of Tower Transit Singapore’s current operations and its market share. We successfully transitioned to the new schedules required under the new contract for Bulim during late May 2021 and early June 2021, and transition for the Sembawang-Yishun is well advanced, with sufficient employment offers already accepted to run the services which are due to commence from 5 September 2021. Each of the PT217 contracts will be operated for an initial term of five years from the start of services with the option of a two-year extension exercisable at the LTA’s discretion. Total contract fees over the initial contract terms are estimated at more than $1 billion, with potential to earn additional variable performance incentives.

From an operational perspective in Singapore, Government Grants under the Jobs Support Scheme cushioned and neutralised the adverse financial impact due to COVID-19. Impacts included a decline in revenue from reduced operating mileage, increased rental rebates provided to interchange retail tenants and reduced advertising revenue, and on the cost side; higher operating expenses were incurred for enhanced cleaning and disinfecting costs for our buses, interchanges and depots as well as the provision of accommodation for a large number of Malaysian bus driving staff affected by the Malaysian border closure. Overall, underlying operating costs reduced due to tight cost control measures taken by management, and lower absenteeism levels.

The success in bidding for the Sembawang-Yishun package solidifies our strong position in Singapore and we are hopeful of further increasing our market share as tender results are demonstrated and more contracts are released by the LTA for future bidding.

**London**
Operational performance in London has been challenging. Contract tendering for Transport for London (“TfL”) routes continues to be tough in a very competitive market with bidding at tight contribution margins as competitors seek higher market share within a shrinking market.

During the year we submitted 16 bids which resulted in the retention of three routes, the loss of four and the acquisition of one from a competitor. The remainder being unsuccessful bids to acquire routes from competitors, a net adverse change of 67 vehicles from route churn, and a further 10 vehicles from route cutbacks specified by TfL on retained routes.

The year has been dominated by the continuing effects of COVID-19, involving protracted national lockdowns extended by the emergence of new virus variants. We move into the new financial year with an improving backdrop with the majority of the adult UK population having been given at least one inoculation. Despite the problems created by the pandemic, services continued to operate at 100% of that requested by TfL and operational performance was maintained. We are working constructively and proactively with the union, TfL and the industry to continue and enhance a full range of protections and working practices appropriate to the prevailing conditions to safeguard our staff.

The strategic review of the London business has been completed. Discussions are progressing with a number of parties regarding potential transactions that will yield scale efficiencies and a stronger ability to compete. London continues to be an important credential for the Group and the strategic options being pursued are targeted to deliver long term value for the business.

**USA**
In the USA we have continued to develop relationships with industry participants, clients, and our advisory network. After the low level of interest in corporate activity prevailing between March 2020 and end of June 2021 due to COVID-19, we are now observing increasing levels of engagement. We continue to see this as an attractive market in which to expand our public transport footprint.

The integration of the International Division of the Group has been very successful, and the benefits of experience gained from different operating environments along with cross-fertilisation of ideas, practices and procedures has not only improved the tactical delivery and effectiveness of services to clients, it was of particular benefit in crafting the Group’s response to COVID-19.

**Review of operations - Marine & Tourism**

The 2021 financial year has continued to challenge the Australian tourism industry with international borders closed and regular and unpredictable domestic border closures and lockdowns, forcing travel cancellations. Each time borders open and restrictions ease there has been strong demand from the domestic interstate travel markets, however, the continued volatility in travel restrictions is causing increased concern and uncertainty for customers about future interstate travel. Fortunately for most of the Marine and Tourism businesses, the intrastate local travel demand has been very strong, which has assisted in delivering positive results and maintaining employment opportunities for most of the team.

JobKeeper provided essential employment support for the July – September 2020 quarter allowing us to maintain our travel and hospitality teams to be employed and engaged with the business. From October 2020, activity levels and trading had improved such that most business units were not eligible for JobKeeper 2.0 due to the criteria to remain in the scheme not being met (our forecast consolidated global annual revenue exceeded $1 billion and a reduction in revenue of greater than 50% was required).

The businesses that have continued to be most challenged by restrictions and international border closures are Captain Cook Cruises in New South Wales and Western Australia, and our touring products in South Australia and on Fraser Island, Queensland. These businesses offer cruising and sightseeing experiences that rely heavily on international tourists rather than the local holiday market. Another key challenge we continue to face along with many other businesses in Australia is the lack of workers available, particularly in hospitality roles which have relied heavily on international working holiday visa employees.

Each business has been extremely agile, focussing on business efficiency opportunities and developing new product experiences to suit the domestic market. New partnerships have been formed with large travel organisations, who historically have focussed primarily on outbound travel. These relationships have created new markets and generated new revenue streams which will continue after the international border opens. This strong demand has seen increasing yields, that we have maximised by the appointment of a dedicated General Manager Commercial, brought into the business to focus on revenue management opportunities.

The ‘travel vouchers’ initiative by many of the State Tourism Organisations has driven local sales with strong revenue results. We have continued to invest in extensive marketing and maximise co-operative marketing funding opportunities to drive demand through our national consumer brand ‘Brilliant Travels’ which has continued to deliver increasing returns for business units.

During the period we were successful in bidding for renewal or extension of a number of contracts including the Palm Island and Magnetic Island contracts for another seven years, a five-year extension of the Moggill ferry contract, a 12-month extension of the Lane Cove service on Sydney Harbour and Ambulance Service in South East Queensland, and a five-year contract in the Northern Territory for the Groote Eylandt ferry and bus service.

In addition, a new contract for the operation of the ferry service to Hayman Island was awarded to SeaLink for a period of three years from September 2020 and we successfully transitioned and commenced the (up to) 15-year Brisbane RiverCity Ferry contract in November 2020. The Brisbane RiverCity Ferry Contract is the second largest public passenger ferry service in Australia and has added an additional 31 passenger ferries to the operational fleet. The Brisbane City Council Ferry Network is an icon of Brisbane and positions us well for future government contract services such as the Sydney Ferry Contract and international opportunities, should they arise.

Investment in our fleet continued with the arrival of a new vessel (*MV Coolgaree Cat*) to operate the Palm Island service, a second new ferry (*MV Parrabah*) for the Bruny Island service and a work boat for Brisbane River. Construction continued on the new dining vessel for Sydney Harbour which is scheduled to arrive late 2021, providing a fantastic opportunity for our Sydney business to re-launch a new and exciting product. Construction of two passenger/vehicle ferries for the Southern Moreton Bay Islands service and a passenger ferry for the Magnetic Island service also commenced in the period.

The Bruny Island vessel, *MV Parrabah,* was launched in April 2021 with a naming ceremony in partnership with the Southeast Tasmanian Aboriginal Corporation. There has also been a strong focus on reducing under-utilised and aged assets and we have successfully sold five of our vessels during the period.

This year has seen the relationship between the Marine & Tourism and Australian Bus businesses consolidate and strengthen with new opportunities and synergies identified. Australian Bus has provided much needed employment opportunities for many of the Marine & Tourism team in Sydney and Perth and the SeaLink coach depot in Adelaide has been consolidated within a Torrens Transit depot. SeaLink coaches/drivers have also been used on large rail replacement charter contracts and our access to advertising space on the side and back of buses has seen the launch of an international advertising campaign for all of our brilliant destinations.

The Directors would like to thank our employees, customers, suppliers and shareholders for their ongoing support and commitment over the past year. The hard-working talented people at SeaLink are central to our ongoing future growth and success.

**Risk management**

The SeaLink Group Risk Management Framework supports the proactive management of material business and other risks facing SeaLink in its operations.

Material risks are reported to and reviewed by the Board, the Audit and Risk Committee and Group Executive Risk Committee as part of risk reporting processes. 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 achievement of SeaLink's strategic objectives and future financial performance is subject to various risks that arise from the activities and operations of the Group including the following material risks that could affect results and performance (this is not an exhaustive list nor in order of materiality):

*Serious Injury or Fatality (Safety)*

As an experienced transport and tourism operator, SeaLink understands the safety risks inherit 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. All of the bus operations within the Group's business units have achieved or are working towards certification to ISO 45001 2018 - Occupational Health and Safety Management System.

*Competitive Landscape/ Economic Growth*

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. SeaLink has a strong focus on cost control and productivity improvement and our services are efficient and offer competitive value to our customers.

*Changes in Government Policy and Regulatory Environment*
SeaLink is exposed to risks of and opportunities from 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. SeaLink incorporates consideration of changes in regulatory requirements and government policies into its corporate and financial plans and forecasts.

*Operating Risks*
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 and technology failure. 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.

*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. SeaLink has in place HR strategies, polices and remuneration packages to attract, retain and motivate our people, whilst ensuring succession planning is in place for key staff. We are also experienced at industrial relations management and take into consideration changes in the labour market in our financial planning and contractual arrangements.

*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. Information on how SeaLink manages financial risks is included in note 27 to the Financial Statements.

*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. 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. All of the bus operations within the Group's business units have achieved or are working towards certification to ISO 55001 - 2014 Asset Management System.

*Cyber and Information Security*
SeaLink, like any business, faces 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. 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.

*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. 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. All of the bus operations within the Group's business units have achieved or are working towards certification to ISO 14001 - 2015 Environmental Management System.

*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.

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 our business strategies and risk management processes. Efficiency of operations are an integral part of the Group's regular 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.

**Environmental regulation**
The Group's operations are subject to various Australian Commonwealth, State and Territory environmental regulations as well as certain environmental regulations applicable to London and Singapore. The types of key activities subject to these regulations relate to emissions reporting, storage of fuels and hazardous substances, regulatory controls on water quality, marine parks, noise, and other impacts of operating transport.

Each Division has an environmental management framework and supporting environmental management systems to manage these risks, maintain standards and ensure compliance with applicable regulatory and licence requirements. Environmental performance is monitored by site and business division and information about the Group's performance is reported to and reviewed by divisional management, Group Executive management and the Board Audit and Risk Committee. All of the bus operations within the Group's business units have achieved or are working towards certification to ISO14001:2015. Marine safety systems applicable to our marine businesses also apply a systematic approach to managing environmental impacts of our marine businesses.

**Significant changes in the state of affairs**
There were no significant changes in the state of affairs of the Group during the financial year.

**Matters subsequent to the end of the financial year**
A fully franked dividend of 9.0 cents per share was declared by SeaLink's Directors on 25 August 2021, representing a total payment of $19,655,914 to be paid 6 October 2021 based on the current number of ordinary shares.

On 5 May 2021, SeaLink announced it had entered into a binding agreement (subject to conditions precedent) to acquire Western Australia based Go West Tours ('Go West') for an enterprise value of $84.7m, plus an earn out component of up to $25m. In addition, SeaLink purchased strategic property assets comprising three depots for $3.8m (together the 'Acquisition').

Subsequent to balance date, SeaLink obtained control of Go West with cash settlement occurring on 1 July 2021. This cash settlement was funded from a combination of existing cash reserves and a drawdown of undrawn senior debt facilities. During the period, $2.9m of one off transaction related costs were expensed. Some additional transaction costs relating to stamp duty, advisor fees and financing costs were incurred on settlement and will be reflected in the full year accounts for FY22.

Go West is one of the largest specialist bus operators servicing the WA resources sector and provides a platform for growth into the attractive resources transportation market, complementing and enhancing SeaLink's established Australian bus operations.

Given the timing of the Acquisition, it has been impractical to complete the initial accounting for the business combination. As such SeaLink cannot make disclosures relating to the fair value of assets and liabilities acquired and the contribution of any intangible assets including goodwill. As the acquisition date is after 30 June 2021, there has not been any contribution of revenue or profit of Go West recorded for the period.

From July 2021, persistent border and travel restrictions have been in place in Australia. This is affecting the most populated parts of the country. Until such time as travel restrictions are eased, it is likely that suppressed travel demand for some Marine & Tourism product will be experienced in some businesses.

Apart from the dividend declared as disclosed in the Directors Report, no other matter or circumstance has arisen since 30 June 2021 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

### Meetings of directors
The number of meetings of the Company's Board of Directors ('the Board') and of each Board committee held during the year ended 30 June 2021, and the number of meetings attended by each director were:

| | Board Meetings Attended | Audit and Risk Committee Attended | People, Culture & Remuneration Committee Attended |
|---|---|---|---|
| **Number of meetings held:** | **14** | **4** | **4** |
| J Ellison (Board Chair) | 14 | - | - |
| C Smerdon | 14 | 3 | - |
| T Dodd | 14 | - | 4 |
| A Staines | 12 | - | 4 |
| F Hele | 14 | 4 | - |
| N Smith | 14 | - | - |
| L Hockridge | 14 | 4 | 4 |

Held: represents the number of meetings held during the time the director held office or was a member of the relevant committee. To the extent that directors who are not members of the relevant Committee attend Committee meetings as guests from time to time their attendance is not recorded in the table above.

### Committee Membership
During the reporting period the Company had an Audit and Risk Committee and a People, Culture and Remuneration Committee. Members acting on the committees of the Board during the year:

| Audit and Risk Committee | People, Culture and Remuneration Committee |
|---|---|
| F Hele (Chair) | A Staines (Chair) |
| C Smerdon | T Dodd |
| L Hockridge | L Hockridge |

*From 1 July 2021 the Committee Membership has remained the same.*

### Shares under option
At 30 June 2021, there were 550,070 (2020: 299,130) options/performance rights outstanding to acquire ordinary shares in the Company. No options to acquire shares or interests in the Company or a controlled entity were granted since the end of the financial year.

*Shares issued as a result of the exercise of options*
During the year, no options were exercised by employees.

### Indemnity and insurance of officers
The Company has indemnified the directors and executives of the Company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Company paid a premium in respect of a contract to insure the directors and executives of the Company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

The Company is party to Deeds of Indemnity in favour of each of the Directors, referred to in this report who held office during the year and certain officeholders of the Company. The indemnities operate to the full extent permitted by law and are not subject to a monetary limit. SeaLink is not aware of any liability having arisen, and no claims have been made, during or since the financial year ending 30 June 2021 under the Deeds of Indemnity.

### Indemnity and insurance of auditor
To the extent permitted by law, the Company has agreed to indemnify its auditors, Ernst & Young Australia, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify Ernst & Young during or since the financial year.

**Proceedings on behalf of the Company**
No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

**Non-audit services**
There were no non-audit services provided during the financial year by the auditor (2020:Nil).

**Rounding of amounts**
The Company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

**Auditor's independence declaration**
A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

**Letter from the Chair of the People, Culture and Remuneration Committee**

Dear Shareholder,

I am pleased to present our Remuneration Report for the financial year ended 30 June 2021, which summarises SeaLink's remuneration framework, governance and outcomes for Key Management Personnel (Executives and Non-Executive Directors) ('KMP').

**Our Year**

The overall business performance of SeaLink in FY21 has been pleasing, and a significant achievement in what has been an extremely challenging year for both business and society as a whole, dealing with the global COVID-19 pandemic.

During the year, SeaLink continued the operational and cultural integration of the Transit Systems Group business, a business approximately twice the size of the original SeaLink business, the acquisition of which was completed in January 2020.

The management team has successfully navigated SeaLink through the challenges of FY21, delivering excellent financial and operating results. The results for this year (described in more detail in other sections of the directors' report) include increasing statutory net profit after tax to $37.8 million for the year ended 30 June 2021, achieving record underlying EBITDA of $167.5 million and increasing earnings per share and dividends.

The remuneration outcomes outlined in this Report reflect the strong operational and financial performance of the business.

**Some specifics**

It was pleasing to note the delivery of improved safety outcomes across the larger Group and progress made on initiatives to integrate and strengthen the consistency of safety measurement and management.

A number of our Australian tourism and coach business units qualified for JobKeeper for various periods of time during the reporting period due to severe downturns in business unit revenues. The Australian JobKeeper scheme was introduced to support employees by keeping jobs open and connecting them to their workplaces during the COVID-19 pandemic. The JobKeeper payments which were received were used for the purpose of retaining people in employment during these unprecedented times. The JobKeeper amounts received did not alter the incentive or remuneration outcomes in FY21.

**We have responded to feedback regarding the 2020 Remuneration Report**

Whilst last year's Remuneration Report received strong support (88.5% in favour) at the 2020 AGM, the People, Culture and Remuneration Committee and the Board have listened carefully to the feedback received regarding this Report. Based on this feedback and ongoing engagement with key stakeholders during FY21, we have included greater disclosure of KPIs (where not commercially sensitive) to provide greater clarity and transparency.

**KMP Changes**

Throughout FY21 we had two members join SeaLink's Executive Leadership Team (ELT). Greg Balkin commenced in September 2020 as Chief Operating Officer – Australian Bus, after many years in other operating roles within the former Transit Systems Group business. Rick Carpenter commenced in April 2021 as Group Chief People and Culture Officer. This was a new position in the ELT, as SeaLink strengthens its capability and consistency in this space with the significant increase in Company size and complexity since the Transit Systems Group acquisition.

There were also some changes among the Non-Executive Directors. Jeffrey Ellison was appointed as Acting Chair of the Board in July 2020 and appointed as Chair of the Board in February 2021. Separately, the depth and composition of the Board was enhanced with the appointment of Lance Hockridge also in July 2020.

Signed

Andrea Staines

A Staines OAM
Chair, People, Culture & Remuneration Committee, SeaLink Travel Group Limited
Date: 25 August 2021

**SeaLink Travel Group Limited**
**Audited Remuneration report**
**30 June 2021**

This Remuneration Report forms part of the Directors' Report and sets out the remuneration framework and arrangements of SeaLink Travel Group Limited ('Group' or 'SeaLink') for the Key Management Personnel ('KMP') of the consolidated entity, for the purposes of the *Corporations Act 2001* and Accounting Standards for the financial year ended 30 June 2021.

This information has been audited as required by Section 308 (3A) of the *Corporations Act 2001*.

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## 1. KEY MANAGEMENT PERSONNEL (KMP)

The KMP for the purposes of this Report are those having the authority and responsibility for planning, directing and controlling major activities of the Group, directly or indirectly, including any Director (whether Executive or otherwise) of SeaLink. The term Executive includes the Group Chief Executive Officer and other Executives of the Group. The following persons set out in the table below were KMP for the reporting period 1 July 2020 to 30 June 2021:

Table 1.1: KMP from 1 July 2020 to 30 June 2021

| **Non-Executive Directors (NEDs)** | | |
|---|---|---|
| J Ellison | Chair | Appointed Acting Chair 1 July 2020 and Chair on 23 February 2021 |
| T Dodd | Non-Executive Director | |
| C Smerdon | Non-Executive Director | |
| A Staines | Non-Executive Director | |
| F Hele | Non-Executive Director | |
| N Smith | Non-Executive Director | |
| L Hockridge | Non-Executive Director | Appointed 1 July 2020 |
| **Executives** | | |
| C Feuerherdt | Group Chief Executive Officer | |
| A Muir | Chief Financial Officer & Joint SeaLink Secretary | |
| G Legh | Chief Development Officer | |
| C Beaumont | Chief Operating Officer – International Bus | Retired 30 June 2021 |
| W Toh | Managing Director - Singapore | |
| D Gauci | Chief Operating Officer – Marine & Tourism | |
| G Balkin | Chief Operating Officer – Australian Bus | Commenced 1 September 2020 |
| R Carpenter | Chief People and Culture Officer | Commenced 12 April 2021 |

Mr Ellison was appointed acting Chair of the Board of SeaLink ("Board') on 1 July 2020 having previously held the roles of Deputy Chair (February 2020 to June 2020), Managing Director from 2008 to 2020 and Chief Executive Officer from 1997 to 2008. On 23 February 2021, Mr Ellison was appointed Chair of the Board.

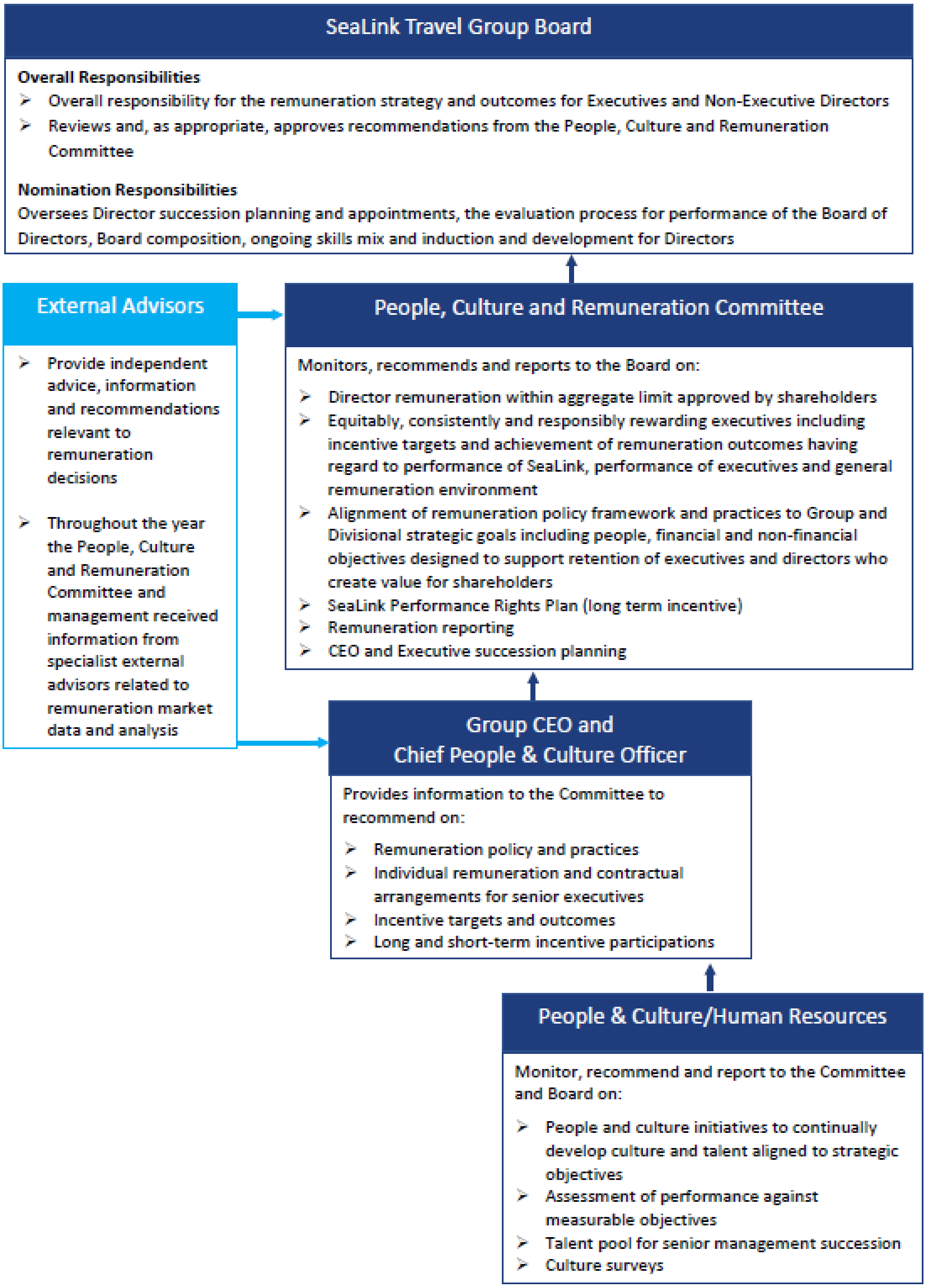
On 1 September 2020, Mr Greg Balkin was promoted to the role of Chief Operating Officer of the Australian Bus Division having previously held General Manager positions within the Transit Systems Group business since 2011. Mr Rick Carpenter joined SeaLink in the role of Chief People and Culture Officer on 12 April 2021.

From 1 July 2021, Mr Charlie Beaumont has retired and Mr Paul Cox and Mr Samuel Ribeiro, existing senior executives within our International operations (who are not KMP in the reporting period) have taken on Mr Beaumont's responsibilities.

## 2. REMUNERATION GOVERNANCE FRAMEWORK

SeaLink's remuneration governance framework is illustrated below. While the Board retains ultimate responsibility, SeaLink's remuneration policy is implemented through the People, Culture and Remuneration Committee.

Chart 2.1: SeaLink Remuneration Governance Framework



The People, Culture and Remuneration Committee operates under a Charter that outlines its structure and responsibilities. The Charter is available on the SeaLink corporate website (www.sealinktravelgroup.com.au/corporate-governance). Membership of the Committee during the period 1 July 2020 to 30 June 2021 was comprised of the following three independent Non-Executive Directors (NEDs) and chaired by an independent NED for the whole year:

| | |
|---|---|
| Ms A Staines OAM | Independent Non-Executive Director (Committee Chair) |
| Mr T Dodd | Independent Non-Executive Director |
| Mr L Hockridge | Independent Non-Executive Director (from 1 July 2020) |

The People, Culture and Remuneration Committee met regularly throughout the year. The Group Chief Executive Officer, Chief Financial Officer and Chief People and Culture Officer attend certain Committee meetings by invitation, where management input is required. However, the Group Chief Executive Officer is not present during discussions related to their own remuneration arrangements.

During the financial year ended 30 June 2021, there were no remuneration recommendations received from external advisers as defined in 9B of the Corporations Act 2001. Throughout the year, the People, Culture and Remuneration Committee and SeaLink management received information about remuneration practices, market trends and general information related to remuneration market data and analysis from external advisors such as Korn Ferry, Mercer and AON. In addition, SeaLink engaged Godfrey Remuneration Group (GRG), remuneration consultants, and Singaporean lawyers to procure and provide expert tax and legal advice in relation to the offer of its Long-Term Incentive Program to residents of Singapore.

## 3. OVERVIEW OF FINANCIAL PERFORMANCE

Strong financial results were recorded for SeaLink in FY21 notwithstanding the ongoing effects of COVID-19 on all of SeaLink's operations. The resilience of the largely contracted earnings base, combined with operational repositioning, concerted targeting of domestic tourism business and the ongoing commitment of our people has yielded these outcomes.

SeaLink recorded a record statutory Net Profit after Tax (NPAT) of $37.8 million for twelve-month period ended 30 June 2021 compared to a statutory Net Loss after Tax (NLAT) of ($13.6) million in the previous year.

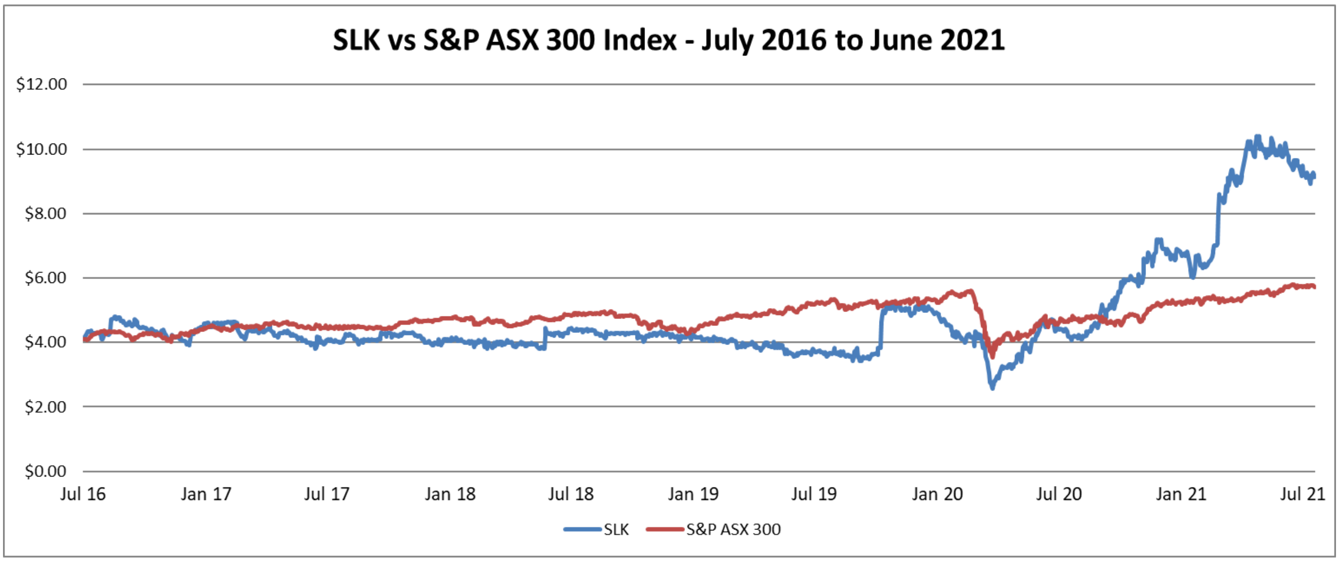
Underlying Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA), another record was achieved at $167.5 million compared to an EBITDA of $90.4 million for the June 2020 year. Underlying EBITDA has been adjusted for significant one-off items during the period.

SeaLink has prudently decided to move to the lower end of the stated dividend pay-out range of 50-70% of underlying net profit after tax and before amortisation and has declared a final dividend of 9.0 cents per share, up from 4.5 cents in the prior comparable period. This brings the full year dividend to 16.0 cents per share, up from 11.0 cents per share last year.

Table 3.1: SeaLink' financial performance as measured by statutory Net Profit After Tax and before Amortisation (NPATA) from continuing operations, earnings per share, gross dividends paid, dividend paid per share and share price at year end

| | 30 June 2017 | 30 June 2018 | 30 June 2019 | 30 June 2020 | 30 June 2021 |
|---|---|---|---|---|---|
| Revenue ($m) | 201.4 | 209.4 | 251.4 | 646.5 | 1,211.7 |
| NPATA ($m) | 25.4 | 21.1 | 22.5 | 7.3 | 69.5 |
| Gross Dividend Paid ($'m) | 13.7 | 14.7 | 15.2 | 18.1 | 25.1 |
| Earnings Per Share (cents) | 23.6 | 19.3 | 21.3 | (8.2) | 17.3 |
| Dividend Paid Per Share (cents) | 14.0 | 14.5 | 15.0 | 11.0 | 16.0 |
| Share Price ($) | 4.07 | 4.43 | 3.81 | 4.42 | 9.41 |

Chart 3.2: SeaLink's share price performance since 1 July 2016 relative to S&P ASX300:




The Compound Annual Growth Rate (CAGR) of SeaLink's share price during the 2016-2021 period was 18.3% compared with the CAGR of the S&P ASX 300 which was 7.0%.

## 4. REMUNERATION FRAMEWORK

### *Remuneration Framework and Details for Executives*

*(i) Objectives*

SeaLink's approach to remunerating and rewarding Executives ensures that:

- Remuneration is at levels that are competitive with market rates to attract, motivate and retain high calibre candidates;
- Parity exists for similar roles to maintain stability within the Executive group; and
- Executives are incentivised to drive and sustain long term growth and increase shareholder value.

The objective of SeaLink's Executive Remuneration Framework is to ensure it aligns Executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board ensures that Executive reward satisfies the following key criteria for good reward governance practices:

- Competitiveness and reasonableness;
- Acceptability to shareholders;
- Performance linkage / alignment of Executive compensation; and
- Transparency.

The reward framework for Executives is designed to align Executive reward to shareholders' interests. The Board have considered that it should seek to enhance shareholders' interests by:

- having economic profit as a core component of the reward framework design;
- focusing on sustained growth in shareholder wealth, consisting of growth in dividends and in earnings per share and delivering constant or increasing return on assets as well as focusing Executives on key non-financial drivers of value; and
- attracting, motivating and retaining high calibre Executives.

*(ii) Components*

The Executive remuneration and reward framework has three components:

- fixed remuneration;
- short-term performance incentives (STI); and
- long-term performance incentives (LTI).

The combination of these comprises the Executive's total remuneration.

SeaLink has taken advice on market remuneration practices and considered the appropriate level of fixed and "at risk components" for Executive remuneration. The Committee will review the current mix, market practice and levels of Executive remuneration again during FY22 as part of our ongoing commitment to ensuring SeaLink's remuneration practices are transparent, fit for purpose and exhibit a strong alignment between value creation, Executive reward and shareholders' interests. While it is encouraged, there is no requirement for KMP to hold shares in SeaLink.

***Group Executives Potential Remuneration Mix***

The approximate mix of fixed and at-risk components (STI and LTI) of potential remuneration of the Group CEO based on current remuneration mix for FY21 is shown below based on achievement of maximum stretch opportunities.

Chart 4.1: Potential Remuneration Mix FY2021 – Group CEO

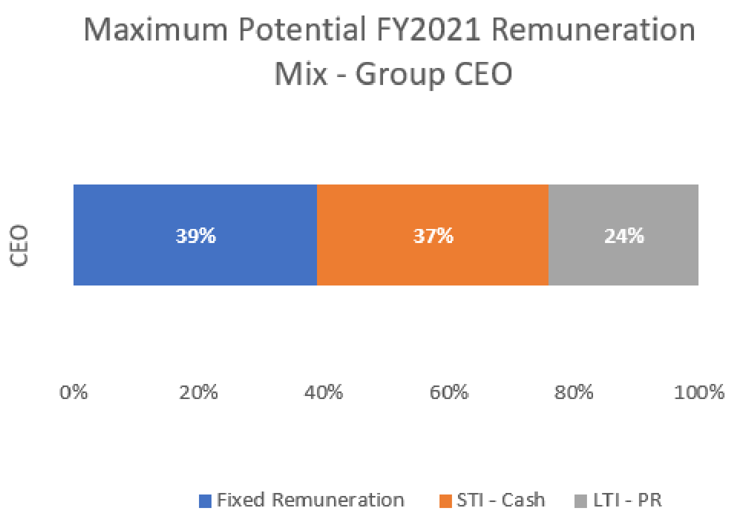



Table 4.2: Executive Potential Remuneration Mix FY2021 – Other KMP

| The remuneration mix of other KMP potential opportunities ranges in FY21 as follows*: | Maximum Stretch |
|---|---|
| Fixed Remuneration | 39% to 75% |
| STI-Cash | 11% to 37% |
| LTI-PR* | 13% to 24% |

**Note (a) Executives located in UK were not eligible in FY21 to participate in the LTI-PR subject to amending the plan for the UK resident KMP*
*(b) CPCO not eligible for STI and LTI components until FY22*

### *Fixed Remuneration*

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, is reviewed annually by the People, Culture and Remuneration Committee on behalf of the Board. This is based on individual responsibility and contribution, business unit performance, the overall performance of the consolidated entity and comparable market remuneration taking into account the scale of the SeaLink's business and responsibilities. Executives may receive their fixed remuneration in the form of cash and other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to SeaLink and provides additional value to the Executive.

### *STI Program/Plan*

The short-term performance incentives ('STI') program is designed to align the targets of SeaLink and operating business units with the performance hurdles of Executives. STI payments are granted to Executives based on specific annual financial and operational targets and key performance indicators ('KPI's') being achieved which include stretch targets and both financial and non-financial goals. These goals are chosen to drive outcomes and behaviours that support the safe operation and delivery of SeaLink' objectives and lead to the creation of long term growth in shareholder value. KPI's include financial and operational performance, safety, customer satisfaction and leadership contribution to achieve the overall Group strategic goals and values. STI payments are "at-risk" cash components paid to Executives when agreed stretch targets have been met, they are discretionary and do not form part of the employment contract.

### *Short Term Performance Incentives*

SeaLink measures KPIs covering financial and non-financial measures, at both Group and Business Unit levels. For each KPI, a target and stretch objective is set. Some of the Group CEO goals are cascaded to Executives to further align all KMP on delivering Group wide value for shareholders.

Group Net Profit After Tax and before Amortisation (NPATA) and business unit Earnings Before Interest and Tax (EBIT) are the primary financial measures against which management and the Board assess the short-term financial performance of the Group.

For KMP, STI remuneration paid varies by Executive depending on the influence on the Group and the Business Unit, achievement of defined business goals, achievement of specific business unit EBIT targets as well as the extent to which the Group achieved the Board-approved budget for the year.

Table 4.3 Executive Short Term Incentive Program FY21

<table>
<tr><td>How is it paid?</td><td>STI awards are paid in cash.</td></tr>
<tr><td>What is the performance period and how much can the Executive earn?</td><td>The effective maximum STI opportunity during this period is a range of between 10%-100% of Base Salary per annum as applicable for each Executive. The actual outcome depends on the Executive's performance level of achievement against each key performance indicator (KPI).</td></tr>
<tr><td>How is performance measured?</td><td>The Board sets and assesses the KPIs applicable to the Group CEO and approves the KPIs for direct reports to the Group CEO. The Group CEO sets and assesses the KPIs for other Executives.<br>The KPIs set Group and individual objectives that are financial and non-financial and align to both SeaLink's Strategic Plan and the Group's values.<br>For FY21, the rationale for choosing the measures are outlined in the table below. The STI performance measures were chosen as they reflect the key drivers of short-term performance and also provide a framework for delivering sustainable, long-term value to SeaLink and its shareholders.<br><br>Financial Measures: up to 50%
<table>
<tr><th>Performance Areas & Weightings</th><th>Rationale for choosing this measure</th></tr>
<tr><td>Group Profit Incentive:<br>CEO, CDO & CFO = 50%<br>All Other KMP = 20%<br><br>Divisional or Business Unit Profit Incentive:<br>All Other KMP = 30%</td><td>Financial measures focus senior executives on constantly working towards improving not only the efficiency of our team, but the financial success of SeaLink and producing strong financial performance and value creation for our shareholders.</td></tr>
</table>
</td></tr>
</table>

| | | |
|---|---|---|
| | **Non- Financial Measures up to 50%** | |
| | **Performance Areas & Weightings** | **Rationale for choosing this measure** |
| | **Safety**<br>**All KMP = 10%** | Ensure that the health and safety of employees and customers is of the highest importance and our workplace supports achievement by our people. |
| | **People**<br>**CDO = 5%**<br>**All Other KMP = 8%** | |
| | **Customer**<br>**CDO = 5%**<br>**All Other KMP = 8%** | Our success is underpinned by delivering and exceeding our customer's expectations in order to continue to attract customers and renew contracts for the success of our business. Our strategy requires Executives to focus on our customers thereby delivering long term business success. |
| | **Technology and Innovation**<br>**CDO = 5%**<br>**All Other KMP = 8%** | Innovation, operational excellence and growth are all priority focus areas that will contribute to our success both now and in the future. Consistently working towards improving the business across these areas has and will continue to support delivering strong results for shareholders and create long term sustainable value. |
| | **Operational Excellence**<br>**CDO = 15%**<br>**All Other KMP = 8%** | |
| | **Growth**<br>**CDO = 20%**<br>**All Other KMP = 8%** | |
| **Gate** | There is a specific safety KPI that applies to safety performance and accounts for 10% of the total STI award. Should any serious employee injury or fatality occur during a given year, the safety component will automatically result in a 0% outcome for this KPI. | |
| **How is STI assessed?** | The Chair of the Board reviews the Group CEO's performance against the performance targets and objectives set for that year. The Group CEO assesses the performance of the Executive team as he has direct oversight of their work. The performance assessment of the Group CEO and direct reports to the Group CEO are reviewed by the People, Culture and Remuneration Committee and approved by the Board. | |
| **What happens to STI awards when an Executive ceases employment?** | If the Executive's employment is terminated for cause, no STI will be paid.<br>If the Executive resigns before the end of the performance period or release of full year financial accounts for the relevant performance period, the STI may be granted on a pro rata basis in relation to the period of service completed, subject to the discretion of the Board and conditional upon the individual performance of the Executive and taking into consideration the interests of SeaLink and its shareholders. | |
| **Is there an overriding performance condition or clawback provision?** | Yes. The Board has the discretion to not pay or reduce the amount of the STI otherwise payable, taking into consideration the interests of SeaLink and its shareholders.<br>In the event of a critical or serious safety incident, the Board will assess all available information relating to the incident and apply discretion where appropriate.<br>In the event of serious misconduct or a material misstatement in SeaLink's financial statements, the Board may cancel the STI payment and may also clawback STI payments paid in previous financial years, to the extent this can be done in accordance with the law. | |
| **Are any STI payments deferred?** | STI awards in FY21 did not have a deferral component. | |

### *Long Term Incentive Plan*

To align the interests of Executives with the creation of long-term shareholder value, SeaLink generally awards its KMP long-term incentives (LTI) in the form of Performance Rights (PR). PRs are granted at no cost to the Executive and only vest if SeaLink meets a number of performance hurdles. If a KMP resigns before the PR have vested then any unvested rights are forfeited, unless and to the extent otherwise determined by the Board. The LTI plan is discretionary and does not form part of the employment contract. Vesting conditions for PR are determined by the Board annually as part of each invitation with the conditions selected for PR being intended to create alignment with indicators of shareholder value creation over the measurement period.

## Table 4.4 Executive Long Term Incentive Rights Plan FY2021

| | |
|---|---|
| **How is the award delivered?** | Awards are in the form of Performance Rights (PR) over ordinary shares in SeaLink for no consideration. The PR carry neither rights to dividends or voting. |
| **How often are awards made and was an award made in FY21?** | Awards are made annually at the discretion of the Board and were made to KMP and others in FY21. |
| **What is the quantum of the award and what allocation methodology is used?** | The quantum of PR granted to an Executive is determined by the Executive's Base Salary; the applicable multiplier; and the face value of SeaLink shares, calculated as the 10-day volume weighted average price (VWAP) at the date of release of full-year results for the financial year prior to the year of grant of PR.<br>For FY21 the Group CEO's maximum potential PR award is approximately 60% of Base Salary. |
| **What are the performance conditions?** | Overarching Gate: SeaLink's TSR must be positive.<br>There are two tranches of PR with the following weighting of performance conditions, referred to as vesting conditions:<br>***Tranche 1:*** EPS Compound Annual Growth Rate (CAGR): earnings per share (EPS) compound annual growth rate, a 50% weighting.<br>***Tranche 2:*** Indexed Total Shareholder Return (iTSR): Total Shareholder Return (TSR) measured against companies in the ASX 300, a 50% weighting.<br>There is also a service condition that is met if employment with SeaLink is continuous for the period commencing on or around the grant date until the date the PR vest. Tranche 2 iTSR Performance Rights are subject to a gate of the Company's TSR being positive over the Measurement Period. If this gate is not met, the PR in the Tranche will be forfeited. |
| **What is EPS CAGR?** | EPS CAGR is the compound annual growth rate in SeaLink's earnings per common share, calculated on a fully diluted basis from continuing operations. |
| **What is TSR and iTSR?** | TSR is the return shareholders would earn if they held a notional number of shares over a period of time. iTSR measures the growth in share price together with the value of dividends during the period, assuming that all of those dividends are re-invested into new shares. This growth is measured against the ASX 300 TR Index for PR awarded in FY20 and FY21. |
| **Why were the performance conditions selected?** | The performance conditions and the structure of the tranches were selected by the Board through a process of consultation with external advisers, review of market trends and approaches, and SeaLink's strategic objectives. The Board reviews the performance conditions annually to determine the appropriate hurdles based on SeaLink's strategy and prevailing market practice and conditions.<br>Service based conditions are used to encourage retention.<br>Following its annual review of the most appropriate measures to align the interests of shareholders and management, the Board selected the following performance conditions for FY21:<br>• TSR as an external measure of long-term return performance with the strongest link to shareholder returns<br>• EPS CAGR as a measure of incentivising growth to reflect long term growth yields for shareholders |
| **What is the performance period?** | The LTI performance period for SeaLink is three financial years commencing 1 July of each applicable financial year. |

<table>
<tr><td>What level of relative EPS and iTSR performance is required for the Rights to vest?</td><td>
Tranche #1 of the PR will only vest where the EPS CAGR performance is as follows:
<table>
<tr><th>EPS CAGR (annualised) of SeaLink</th><th>Percentage of Performance Rights that vest</th></tr>
<tr><td>Less than 10%</td><td>Nil</td></tr>
<tr><td>10%</td><td>50% of rights vest</td></tr>
<tr><td>Greater than 10% but less than 12%</td><td>Between 50% and 100% rights vest</td></tr>
<tr><td>12% and above</td><td>100% of rights vest</td></tr>
</table>
Note the Board has discretion to normalise EPS results by making adjustments to normalise results as it may see fit in evaluating this calculation.
Tranche #2 of the PR will only vest where the TSR performance of SeaLink relative to the ASX Accumulation Index selected (ASX300 TR index selected for PR granted in FY20 and FY21) measured over the performance period is as follows.
<table>
<tr><th>TSR of SeaLink relative to ASX300 Total Return (TR) Index</th><th>Percentage of Performance Rights that vest</th></tr>
<tr><td>Less than Index TSR</td><td>Nil</td></tr>
<tr><td>Performance equal to the Index TSR</td><td>50% of rights vest</td></tr>
<tr><td>Greater than Index TSR but less than 10% above Index TSR</td><td>Between 50% and 100% rights vest</td></tr>
<tr><td>Greater than Index TSR + 10%</td><td>100% of rights vest</td></tr>
</table>
SeaLink intends to employ an independent organisation to calculate the TSR ranking at the time of potential vesting of any LTI to ensure an objective assessment of the relative TSR comparison.
</td></tr>
<tr><td>What happens to Performance Rights granted under the LTI Plan when an Executive ceases employment?</td><td>If the Executive's employment is terminated for cause, or due to resignation, all unvested PR will lapse, unless the Board determines otherwise. In all other circumstances, unless the Board decides otherwise, a pro-rata portion of the Executive's PR, calculated in accordance with the proportion of the performance period that has elapsed, will remain on foot, subject to the performance condition as set by the Board. If and when the PR vest, shares will be allocated in accordance with the Plan rules and any other condition of the grant.</td></tr>
<tr><td>Can SeaLink clawback LTI awards?</td><td>
In the event of serious misconduct or a material misstatement in the SeaLink's financial statements, the Board may:
<ul>
<li>Reset the vesting conditions and/or alter the performance period applying to the award;</li>
<li>Deem all awards which have not vested to have lapsed or been forfeited; and /or</li>
<li>Deem all or any shares following vesting of an award to have lapsed or been forfeited.</li>
</ul>
Where shares have been allocated to an Executive and have been subsequently sold, require the Executive to repay the net proceeds of such a sale to the extent this can be done in accordance with the relevant laws.
</td></tr>
<tr><td>What happens in the event of a change in control?</td><td>In the event of a change in control, the Board will exercise its discretion, and determine the treatment of the unvested awards.</td></tr>
</table>

## 5. REMUNERATION OUTCOMES

### *Fixed Remuneration*

There were no increases in fixed remuneration of Non-Executive Directors during FY21.

During the period, Executives received an increase of 1.5% to base salary effective from 1 December 2020 (increases were delayed from 1 July 2020 due to market conditions).

### *STI Outcomes*

Table 5.2 identifies the performance measures, relevant weightings and outcomes for FY21 short term incentives for Executive KMP. Table 5.1 expands on that information in relation to the Group CEO.

Despite dynamic and challenging conditions arising due to COVID-19 impacts throughout the reporting period, strong financial performance was achieved for the Group at levels above the stretch/maximum set for the financial Group measure applicable to all KMP. At the Divisional level there was some variation in achievement of financial targets with most divisions achieving above stretch target other than the London bus business.

In order for the safety related incentive to be awarded, the gateway of no workplace employee fatality or serious injury (permanent impairment) occurring in any part of the group during the reporting period must be achieved. The safety gate was achieved for FY21 and award of the individual safety targets set for each KMP were then assessed with the results as set out in the tables below.

Individual KMP non-financial STI targets for FY21 were set to achieve initiatives and target outcomes identified in our strategic plans aligned to delivering long term growth and shareholder value. Important growth opportunities were achieved along with continued focus on stakeholder relations and tender pipeline opportunities. Key goals achieved during the period include acquisition of Go West Tours, exceeding targets for integration synergies, technology related projects such as data analytics, use of technology to improve safety for our employees and customers, measured operational efficiencies, strengthening our People and Culture systems and expertise along with leadership and maintaining employee wellbeing throughout COVID-19 affected times. A particular focus has been keeping our employees connected with the workplace and feeling part of the SeaLink team through new methods of communication and engagement such as App-based communication platforms.

Some specific STI financial and commercial targets remain commercially sensitive so have not been reported in detail here. During the year, the only discretion applied by the Board to impact any incentive award outcomes related to approving payment of short term incentives during the period prior to release of audited financial results to Mr Beaumont, the retiring Chief Operating Officer of the International Bus Division. Mr Beaumont retired from the business at the end of the performance period and is no longer employed at time of release of SeaLink's full year financial results.

### Table 5.1: Group CEO FY2021 Performance Objectives and Outcomes

| Type of performance measure and weighting | KMP Performance measure | Target/s | FY21 Performance | Level of Achievement/Outcome (% of Maximum) |
|---|---|---|---|---|
| **Group Financial** 50% of total STI | Group NPATA (50%) | Group Profit between 95%-115% of target = 0% - 100% outcome | Stretch Target Achieved | 100% |
| **Non-Financial** 50% of total STI | Safety (10%) | Safety Gate: No employee fatality or serious injury (permanent impairment) during period<br><br>Specific target initiatives related to integration and strengthening consistency of safety measurement and structures to deliver improved safety outcomes across the larger group | Gateway threshold met<br><br>All Targets Achieved | 100% |
| | People (8%) | Delivery of key people related projects for improved governance and organisational performance. | All Targets Achieved | 100% |
| | Customer (8%) | Strategic customer service and engagement related targets. | Not all Targets Achieved | 95% |
| | Technology and Innovation (8%) | Delivery of key projects aligned to the Group strategic plan including improved data analytics, use of telematics, and new/alternative technologies. | Not all Targets Achieved | 80% |
| | Operational Excellence | Delivery of targeted | Not all Targets Achieved | 67% |

| Type of performance measure and weighting | KMP Performance measure | Target/s | FY21 Performance | Level of Achievement/Outcome (% of Maximum) |
|---|---|---|---|---|
| | (8%) | operational efficiencies aligned to integration synergies and cost reduction initiatives | | |
| | Growth (8%) | Delivery of key strategic projects aligned to plans for shareholder value creation and EPS growth. | All Targets Achieved | 100% |

### Table 5.2: STI remuneration payable to KMP for the current reporting period - STI Achieved FY21

The following table outlines the percentage of each target STI achieved (and forfeited) in relation to each KMP for FY21.

| Executive | Target STI Opportunity | Max STI Opportunity | FINANCIAL | | | NON-FINANCIAL | | | % of Maximum STI Awarded | STI Awarded |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Weighting % | Achieved % | Forfeited % | Weighting % | Achieved % | Forfeited % | | |
| C Feuerherdt | $475,798 | $792,997 | 50% | 100% | 0% | 50% | 90% | 10% | 95% | $756,202 |
| A Muir | $173,250 | $288,750 | 50% | 100% | 0% | 50% | 88% | 12% | 94% | $271,425 |
| G Legh | $181,807 | $303,013 | 50% | 100% | 0% | 50% | 100% | 0% | 100% | $303,013 |
| G Balkin | $55,575 | $97,500 | 50% | 100% | 0% | 50% | 86% | 14% | 93% | $90,480 |
| D Gauci | $59,157 | $103,785 | 50% | 100% | 0% | 50% | 86% | 14% | 93% | $96,935 |
| C Beaumont | $29,129 | $51,261 | 50% | 40% | 60% | 50% | 100% | 0% | 70% | $36,042 |
| W Toh | $65,961 | $130,055 | 50% | 100% | 0% | 50% | 100% | 0% | 100% | $130,055 |
| R Carpenter* | Nil | Nil | Nil | N/A | N/A | Nil | N/A | N/A | N/A | Nil |

** Commenced 12 April 2021.*

***LTI Outcomes***

There were no Long-Term Incentive Performance Rights which vested during the period 1 July 2020 to 30 June 2021.

## 6. EXECUTIVE CONTRACTS

### Table 6.1: CEO and Executive KMP employment termination conditions

| **Contract Term** | **CEO** | **Other Executives** |
|---|---|---|
| **Contract Type** | Permanent | Permanent |
| **Notice Period by SeaLink** | 6 Months | 2-4 Months |
| **Notice Period by Executive** | 6 Months | 2-4 Months |
| **Termination Payment** | All Executives have termination benefits that are within the limit allowed by the Corporations Act 2001 without securityholder approval. Specifically, in the case where the Executive is not employed for the full period of notice, a payment in lieu of notice may be made. The payment in lieu of notice is based on fixed remuneration, unless other arrangements are required to align with applicable local employment legislation and rules. | |

***Remuneration Framework and Details for Non-Executive Directors (NEDs)***

*(i) Objectives*

The key objectives of SeaLink's NED Remuneration Framework are to:

- secure and retain talented and qualified Directors – fee levels are set with regard to time commitment and workload, experience and expertise, risk and responsibility of the role, and market benchmarking of listed companies with a similar market capitalisation;
- promote independence and impartiality – fee levels do not vary according to the performance of the Group; and
- align Director and shareholder interests – SeaLink encourages its NEDs to build a long-term stake in the Group and Directors can acquire shares through acquisition on market during permitted trading windows.

*(ii) Details*

NED fees are reviewed annually by the People, Culture and Remuneration Committee. The People, Culture and Remuneration Committee may, from time to time, receive advice from independent remuneration consultants to ensure NED fees and payments are appropriate and in line with the market.

NEDs do not receive share options, other incentives or retirement benefits and there are no additional fees for chairing or serving on a sub-committee of the Board.

NEDs are entitled to be reimbursed for all business-related expenses.

The remuneration of NEDs consists of Director fees, inclusive of statutory superannuation, which are currently set as follows, on an annualised basis:

- The Chair receives $220,000; and
- All other NEDs receive $120,000.

There were no increases in fixed remuneration of NEDs during FY21. An increase of 2.0% in NED fees is proposed for FY22 which includes the 0.5% increase in Superannuation Guarantee Charge.

In accordance with SeaLink's Constitution and ASX Listing Rules, the aggregate amount paid to all NEDs must not exceed the maximum determined and approved by shareholders in a General Meeting. The most recent determination of the maximum aggregate remuneration ('pool') for NEDs was at the General Meeting of shareholders held on 18 December 2019, where the shareholders approved a pool of $1.25 million.

Table 6.2: NED remuneration for the years ended 30 June 2020 and 30 June 2021

| Non-Executive Director | Year | Director Fee | Short Term Incentive | Non Monetary Benefits | Other | Super | Long Term Benefit LSL | Perform. Rights/ Options | Total |
|---|---|---|---|---|---|---|---|---|---|
| J Ellison* | 2021 | 200,913 | - | - | - | 19,087 | - | - | 220,000 |
| | 2020 | 36,401 | - | - | - | 3,458 | - | - | 39,859 |
| A McEvoy | 2021 | - | - | - | - | | - | - | - |
| | 2020 | 148,118 | - | - | - | 14,717 | - | 45,667 | 207,856 |
| A Staines | 2021 | 109,589 | - | - | - | 10,411 | - | - | 120,000 |
| | 2020 | 76,307 | - | - | - | 7,249 | - | - | 83,556 |
| C Smerdon | 2021 | 109,589 | - | - | - | 10,411 | - | - | 120,000 |
| | 2020 | 76,307 | - | - | - | 7,249 | - | - | 83,556 |
| T Dodd | 2021 | 109,589 | - | - | - | 10,411 | - | - | 120,000 |
| | 2020 | 76,307 | - | - | - | 7,249 | - | - | 83,556 |
| F Hele | 2021 | 109,589 | - | - | - | 10,411 | - | - | 120,000 |
| | 2020 | 76,307 | - | - | - | 7,249 | - | - | 83,556 |
| L Hockridge** | 2021 | 109,589 | - | - | - | 10,411 | - | - | 120,000 |
| | 2020 | - | - | - | - | - | - | - | - |
| N Smith | 2021 | 120,000 | - | - | - | - | - | - | 120,000 |
| | 2020 | 45,391 | - | - | - | - | - | - | 45,391 |

** Appointed Chair 1 July 2020; **Appointed 1 July 2020.*

### Table 6.3: Executive remuneration for the years ended 30 June 2020 and 30 June 2021

| Executive | Year | Salary | Short Term Incentive | Non-Monetary Benefits | Other | Super | Long Term Benefit LSL | Perform. Rights | Total |
|---|---|---|---|---|---|---|---|---|---|
| **C Feuerherdt *** | 2021 | 788,149 | 756,202 | 43,544 | | 25,000 | 39,773 | 372,395 | 2,025,063 |
| | 2020 | 299,757 | 504,000 | 23,781 | 787 | 7,990 | 69,307 | 196,272 | 1,101,894 |
| **D Gauci** | 2021 | 360,892 | 96,935 | - | - | 25,000 | 9,368 | 51,064 | 543,259 |
| | 2020 | 353,299 | 34,000 | - | - | 25,000 | 7,948 | 26,693 | 446,940 |
| **G Balkin **** | 2021 | 355,294 | 90,480 | 33,674 | | 21,694 | 22,895 | 22,896 | 546,934 |
| | 2020 | - | - | - | - | - | - | - | - |
| **C Beaumont ***** | 2021 | 343,258 | 36,042 | - | 262,028 | 33,151 | - | - | 674,479 |
| | 2020 | 165,486 | 43,660 | - | - | 9,929 | - | - | 219,075 |
| **A Muir** | 2021 | 416,322 | 271,425 | - | - | 25,000 | 18,330 | 88,473 | 819,550 |
| | 2020 | 311,360 | 246,400 | - | - | 25,432 | 4,400 | 40,040 | 627,631 |
| **G Legh *** | 2021 | 436,880 | 303,013 | 20,448 | - | 21,694 | 8,458 | 186,198 | 976,690 |
| | 2020 | 197,880 | 175,000 | 14,690 | - | 5,251 | 34,666 | 98,136 | 525,623 |
| **W Toh *** | 2021 | 453,105 | 130,055 | - | - | 11,234 | - | 10,567 | 604,960 |
| | 2020 | 222,427 | 64,521 | - | - | 13,191 | - | - | 300,139 |
| **R Carpenter ****** | 2021 | 80,769 | - | | | 6,250 | 101 | - | 87,121 |
| | 2020 | - | - | - | - | - | - | - | - |

** Became a KMP 16 January 2020; **Became a KMP 1 September 2020; *** Retired 30 June 2021; ****Appointed and became a KMP 12 April 2021.*

## 7. OPTIONS, SHAREHOLDINGS AND PERFORMANCE RIGHTS OF KMP

### Table 7.1: Options held by KMP in previous and current reporting years

| Year End 30 June 2020 | Balance 1 July 2019 | Grant Date | Awarded/ (Forfeited) | Exercised | Balance 30 June 2020 | Fair Value per Option at Award Date | Expiry Date | Intrinsic Value of Options Exercised/Sold |
|---|---|---|---|---|---|---|---|---|
| **Directors** | | | | | | | | |
| A McEvoy | 100,000 | 25/10/2016 | 100,000 | 26/10/2019 | - | $4.11 | | $411,000 |
| **Total** | **100,000** | | | | - | | | |

| Year End 30 June 2021 | Balance 1 July 2020 | Grant Date | Awarded/ (Forfeited) | Exercised | Balance 30 June 2021 | Fair Value per Option at Award Date | Expiry Date | Intrinsic Value of Options Exercised/Sold |
|---|---|---|---|---|---|---|---|---|
| **Directors** | | | | | | | | |
| - | - | - | - | - | - | - | - | - |
| **Total** | | | | | | | | |

Table 7.2: Shareholdings held by KMP in previous and current reporting years

| Year end 30 June 2020 | Balance 1 July 2019 | Exercise of Options | Acquired / (Sold) | Balance 30 June 2020 # | Amount Paid per Share on Option Exercise |
|---|---|---|---|---|---|
| **Directors** | | | | | |
| A McEvoy | 19,579 | 100,000 | 17,326 | 136,905 | - |
| J Ellison | 5,524,769 | - | 225,000 | 5,749,769 | - |
| T Dodd | 4,786,578 | - | 1,000,000 | 5,786,578 | - |
| F Hele | 10,000 | - | 18,172 | 28,172 | - |
| A Staines | - | - | - | - | - |
| N Smith | - | - | 33,444,556 | 33,444,556 | |
| C Smerdon | 6,104,500 | - | 382,375 | 6,486,875 | - |
| **Other KMP** | | | | | |
| C Feuerherdt | - | - | 5,744,171 | 5,744,171 | - |
| D Gauci | 18,000 | - | 13,250 | 31,250 | - |
| C Beaumont ** | - | - | 223,418 | 223,418 | |
| A Muir | - | - | 100,000 | 100,000 | - |
| G Legh ** | - | - | 40,000 | 40,000 | |
| W Toh ** | - | - | 30,000 | 30,000 | |
| P Victory * | 77,125 | - | 32,010 | 109,135 | - |
| C Benson * | 9,324 | - | 9,461 | 18,785 | - |
| J McDonald * | - | - | 6,000 | 6,000 | - |
| B Martlew * | 4,500 | - | - | 4,500 | - |
| M Niemann * | 10,000 | - | 2,500 | 12,500 | - |
| **Total** | **16,564,375** | **100,000** | **41,288,239** | **57,952,614** | **-** |

** Ceased to be KMP on 16 January 2020; ** Became a KMP on 16 January 2020.*
*# The balance reflects the number of shares held as at 30 June 2020 or the date on which the Executive ceased to hold the KMP position. Refer to Section 1 for further information.*

| Year end 30 June 2021 | Balance 1 July 2020 | Exercise of Options | Acquired / (Sold) | Balance 30 June 2021 # | Amount Paid per Share on Option Exercise |
|---|---|---|---|---|---|
| **Directors** | | | | | |
| J Ellison | 5,749,769 | - | (700,000) | 5,049,769 | - |
| T Dodd | 5,786,578 | - | (400,000) | 5,386,578 | - |
| F Hele | 28,172 | - | 10,000 | 38,172 | - |
| A Staines | - | - | - | - | - |
| N Smith | 33,444,556 | - | (3,000,000) | 30,444,556 | - |
| L Hockridge | - | - | 100,000 | 100,000 | - |
| C Smerdon | 6,486,875 | - | (800,000) | 5,686,875 | - |
| **Other KMP** | | | | | |
| C Feuerherdt | 5,744,171 | - | (700,000) | 5,044,171 | - |
| D Gauci | 31,250 | - | - | 31,250 | - |
| C Beaumont * | 223,418 | - | (111,709) | 111,709 | - |
| A Muir | 100,000 | - | - | 100,000 | - |
| G Legh | 40,000 | - | - | 40,000 | - |
| W Toh | 30,000 | - | - | 30,000 | - |
| G Balkin ** | - | - | - | - | - |
| R Carpenter *** | - | - | - | - | - |
| **Total** | **57,664,789** | **0** | **(5,601,709)** | **52,063,080** | **-** |

** Ceased to be KMP on 30 June 2021; ** Became a KMP on 1 September 2020; *** Became a KMP on 12 April 2021*

All equity transactions with KMP have been entered into under terms and conditions no more favourable than those SeaLink would have adopted if dealing on an arm's length basis.

Performance Rights (PRs) are generally granted to Executive KMP as part of a LTI plan. When a participant ceases employment prior to the vesting of their PR or where the performance hurdle is not met, the PRs are forfeited, unless and to the extent that the Board determines otherwise. Should all conditions be met, one Ordinary Share is issued for each PR at no consideration.

There were a total of 244,904 PRs issued to Executive in the 12-month period to 30 June 2021 with 211,607 of those being issued to KMP. As at 30 June 2021, 499,368 PRs to KMP remained outstanding.

Table 7.3 – Performance Rights held by KMP in previous and current reporting

| Key Management Personnel | Date of grant | Performance Rights on Issue 30 June 2020 | Fair Value Per PR $ | Granted | Vested/ Exercised | Performance Rights on Issue 30 June 2021 | Vesting Date |
|---|---|---|---|---|---|---|---|
| C Feuerherdt | 12/06/2020 | 156,392 | 3.765 | - | - | 156,392 | 31/08/2022 |
| | 21/12/2020 | - | 5.252 | 100,604 | - | 100,604 | 31/08/2023 |
| **Total** | | **156,392** | | **100,604** | **-** | **256,996** | |
| **Total $** | | | | **528,370** | | | |
| A Muir | 12/06/2020 | 31,904 | 3.765 | - | - | 31,904 | 31/08/2022 |
| | 21/12/2020 | - | 5.252 | 27,666 | - | 27,666 | 31/08/2023 |
| **Total** | | **31,904** | | **27,666** | **-** | **59,570** | |
| **Total $** | | | | **145,302** | | | |
| G Legh | 12/06/2020 | 78,196 | 3.765 | - | - | 78,196 | 31/08/2022 |
| | 21/12/2020 | | 5.252 | 50,302 | - | 50,302 | 31/08/2023 |
| **Total** | | **78,196** | | **50,302** | **-** | **128,498** | |
| **Total $** | | | | **264,185** | | | |
| G Balkin | 21/12/2020 | - | 5.252 | 13,078 | - | 13,078 | 31/08/2023 |
| **Total** | | **-** | | **13,078** | **-** | **13,078** | |
| **Total $** | | | | **68,688** | | | |
| W Toh | 21/12/2020 | - | 5.252 | 6,036 | - | 6,036 | 31/08/2023 |
| **Total** | | **-** | | **6,036** | **-** | **6,036** | |
| **Total $** | | | | **31,701** | | | |
| D Gauci | 12/06/2020 | 21,269 | 3.765 | - | - | 21,269 | |
| | 21/12/2020 | - | 5.252 | 13,921 | - | 13,921 | 31/08/2023 |
| **Total** | | **21,269** | | **13,921** | **-** | **35,190** | |
| **Total $** | | | | **73,113** | | | |

** Disclosures required in the remuneration report by the Corporations Act, particularly the inclusion of accounting values for LTI PRs awarded but not vested, can vary significantly from the remuneration actually paid to Executives. This is because Accounting Standards require a value to be placed on a PR at the time it is granted to an Executive and then reported as remuneration even if ultimately the Executive does not receive any actual value, for example, because performance conditions are not met, and the PRs do not vest.*

Signed in accordance with a resolution of the Directors.

On behalf of the Directors

Andrea Staines

A Staines OAM
Chair, People, Culture & Remuneration Committee
SeaLink Travel Group Limited
Date: 25 August 2021

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## Auditor's Independence Declaration to the Directors of SeaLink TravelGroup Limited

As lead auditor for the audit of the financial report of SeaLink Travel Group Limited for the financial year ended 30 June 2021, I declare to the best of my knowledge and belief, there have been:

a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* inrelation to the audit; and

b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of SeaLink Travel Group Limited and the entities it controlled during the financial year.

Ernst + Young

Ernst & Young

David Sanders
Partner
25 August 2021

## General information

The financial statements cover SeaLink Travel Group Limited as a consolidated entity consisting of SeaLink Travel Group Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is SeaLink Travel Group Limited's functional and presentation currency.

SeaLink Travel Group Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Level 3, 26 Flinders Street, Adelaide SA 5000

A description of the nature of the Group's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 25 August 2021. The directors have the power to amend and reissue the financial statements.

**SeaLink Travel Group Limited**
**Statement of profit or loss**
**For the year ended 30 June 2021**

| | Note | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|---|
| **Revenue from contracts with customers** | 4 | 1,173,083 | 623,692 |
| Other income | 5 | 38,409 | 22,382 |
| Interest income | | 219 | 438 |
| **Expenses** | | | |
| Direct operating expenses: | | | |
| Direct wages | | (644,475) | (318,875) |
| Repairs and maintenance | | (75,272) | (37,095) |
| Fuel | | (87,911) | (44,165) |
| Commission | | (2,941) | (9,068) |
| Meals and beverage | | (9,059) | (10,982) |
| Tour costs | | (3,251) | (7,132) |
| Depreciation | | (30,560) | (20,915) |
| Depreciation - ROUA | | (32,100) | (18,654) |
| Other direct expenses | | (64,113) | (25,134) |
| Administration expenses: | | | |
| Indirect wages | | (91,659) | (58,878) |
| General and administration | | (59,709) | (37,497) |
| Marketing | | (4,347) | (4,868) |
| Financing charges | | (17,635) | (9,768) |
| Amortisation of customer contracts and permits | | (31,697) | (20,865) |
| Impairment on investment | | - | (1,637) |
| Business acquisition expenses | | (4,194) | (17,510) |
| Impairment of assets | | (3,799) | (10,797) |
| Total expenses | | (1,162,722) | (653,840) |
| **Profit/(loss) before income tax expense** | | 48,989 | (7,328) |
| Income tax expense | 6 | (11,188) | (6,244) |
| **Profit/(loss) after income tax expense for the year** | | 37,801 | (13,572) |
| Profit/(loss) for the year is attributable to: | | | |
| Non-controlling interest | | 3 | - |
| Owners of SeaLink Travel Group Limited | 24 | 37,798 | (13,572) |
| | | 37,801 | (13,572) |
| | | **Cents** | **Cents** |
| Basic earnings per share | 39 | 17.3 | (8.2) |
| Diluted earnings per share | 39 | 17.3 | (8.2) |

*The above statement of profit or loss should be read in conjunction with the accompanying notes*

**SeaLink Travel Group Limited**
**Statement of other comprehensive income**
**For the year ended 30 June 2021**

| | Consolidated | |
|---|---|---|
| | **2021** | **2020** |
| | **$'000** | **$'000** |
| **Profit/(loss) after income tax expense for the year** | 37,801 | (13,572) |
| **Other comprehensive income/(loss)** | | |
| *Items that may be reclassified subsequently to profit or loss* | | |
| Net change in the fair value of cash flow hedges taken to equity, net of tax | 2,271 | (1,746) |
| Foreign currency translation | (7,957) | (966) |
| Other comprehensive income/(loss) for the year, net of tax | (5,686) | (2,712) |
| **Total comprehensive profit/(loss) for the year** | 32,115 | (16,284) |
| Total comprehensive profit/(loss) for the year is attributable to: | | |
| Non-controlling interest | - | - |
| Owners of SeaLink Travel Group Limited | 32,115 | (16,284) |
| | 32,115 | (16,284) |

*The above statement of other comprehensive income should be read in conjunction with the accompanying notes*

**SeaLink Travel Group Limited**
**Statement of financial position**
**As at 30 June 2021**

| | Note | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|---|
| **Assets** | | | |
| **Current assets** | | | |
| Cash and cash equivalents | 7 | 103,497 | 119,903 |
| Trade and other receivables | 8 | 92,398 | 90,977 |
| Inventories | 9 | 14,308 | 13,881 |
| Other assets | 11 | 16,716 | 12,575 |
| Total current assets | | 226,919 | 237,336 |
| **Non-current assets** | | | |
| Property, plant and equipment | 12 | 373,375 | 361,764 |
| Right-of-use assets | 10 | 206,119 | 149,420 |
| Intangibles | 13 | 553,026 | 597,690 |
| Total non-current assets | | 1,132,520 | 1,108,874 |
| **Total assets** | | 1,359,439 | 1,346,210 |
| **Liabilities** | | | |
| **Current liabilities** | | | |
| Trade and other payables | 14 | 66,284 | 90,327 |
| Contract liabilities | 15 | 12,991 | 7,408 |
| Borrowings | 16 | 19,477 | - |
| Lease liabilities | 17 | 27,193 | 29,974 |
| Other financial liabilities/(assets) | 18 | 734 | 1,906 |
| Income tax | 6 | 13,170 | 18,546 |
| Employee benefits | 19 | 90,112 | 75,109 |
| Provisions | 20 | 35,259 | 36,173 |
| Other liabilities | 21 | 40,303 | 63,938 |
| Total current liabilities | | 305,523 | 323,381 |
| **Non-current liabilities** | | | |
| Borrowings | 16 | 284,845 | 302,642 |
| Lease liabilities | 17 | 133,120 | 74,409 |
| Other financial liabilities/(assets) | 18 | 2,292 | 4,364 |
| Deferred tax liabilities | 6 | 3,560 | 10,203 |
| Employee benefits | 19 | 9,606 | 7,590 |
| Other liabilities | 21 | 12,387 | 23,329 |
| Total non-current liabilities | | 445,810 | 422,537 |
| **Total liabilities** | | 751,333 | 745,918 |
| **Net assets** | | 608,106 | 600,292 |
| **Equity** | | | |
| Issued capital | 22 | 572,377 | 572,377 |
| Reserves | 23 | (8,862) | (3,991) |
| Retained profits | 24 | 44,588 | 31,906 |
| Equity attributable to the owners of SeaLink Travel Group Limited | | 608,103 | 600,292 |
| Non-controlling interest | 25 | 3 | - |
| **Total equity** | | 608,106 | 600,292 |

*The above statement of financial position should be read in conjunction with the accompanying notes*

**SeaLink Travel Group Limited**
**Statement of changes in equity**
**For the year ended 30 June 2021**

| Consolidated | Issued capital $'000 | Reserves $'000 | Retained profits $'000 | Non-controlling interest $'000 | Total equity $'000 |
|---|---|---|---|---|---|
| Balance at 1 July 2019 | 96,057 | (1,700) | 63,558 | - | 157,915 |
| Loss after income tax expense for the year | - | - | (13,572) | - | (13,572) |
| Other comprehensive income/(loss) for the year, net of tax | - | (2,712) | - | - | (2,712) |
| Total comprehensive income/(loss) for the year | - | (2,712) | (13,572) | - | (16,284) |
| *Transactions with owners in their capacity as owners:* | | | | | |
| Contributions of equity, net of transaction costs (note 22) | 476,320 | - | - | - | 476,320 |
| Share-based payments (note 40) | - | 421 | - | - | 421 |
| Dividends paid (note 26) | - | - | (18,080) | - | (18,080) |
| Balance at 30 June 2020 | 572,377 | (3,991) | 31,906 | - | 600,292 |

| Consolidated | Issued capital $'000 | Reserves $'000 | Retained profits $'000 | Non-controlling interest $'000 | Total equity $'000 |
|---|---|---|---|---|---|
| Balance at 1 July 2020 | 572,377 | (3,991) | 31,906 | - | 600,292 |
| Profit after income tax expense for the year | - | - | 37,798 | 3 | 37,801 |
| Other comprehensive income/(loss) for the year, net of tax | - | (5,686) | - | - | (5,686) |
| Total comprehensive profit/(loss) for the year | - | (5,686) | 37,798 | 3 | 32,115 |
| *Transactions with owners in their capacity as owners:* | | | | | |
| Share-based payments (note 40) | - | 815 | - | - | 815 |
| Dividends paid (note 26) | - | - | (25,116) | - | (25,116) |
| Balance at 30 June 2021 | 572,377 | (8,862) | 44,588 | 3 | 608,106 |

*The above statement of changes in equity should be read in conjunction with the accompanying notes*

**SeaLink Travel Group Limited**
**Statement of cash flows**
**For the year ended 30 June 2021**

| | Note | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|---|
| **Cash flows from operating activities** | | | |
| Receipts from customers | | 1,169,711 | 650,640 |
| Payments to suppliers and employees | | (1,054,407) | (579,896) |
| | | 115,304 | 70,744 |
| Interest received | | 219 | 438 |
| Other revenue | | 38,146 | 20,978 |
| Interest and other finance costs paid | | (17,635) | (9,768) |
| Income taxes refunded/(paid) | | (24,180) | 7,667 |
| Net cash from operating activities | 38 | 111,854 | 90,059 |
| **Cash flows from investing activities** | | | |
| Payment for purchase of business, net of cash acquired | 33 | (29,759) | (119,810) |
| Payments for property, plant and equipment | 12 | (41,700) | (29,458) |
| Proceeds from disposal of property, plant and equipment | | 1,897 | 2,958 |
| Net cash used in investing activities | | (69,562) | (146,310) |
| **Cash flows from financing activities** | | | |
| Proceeds from issue of shares | 22 | - | 154,000 |
| Repayment of debt from share capital raising | | - | (92,500) |
| Proceeds of refinancing | | - | 266,000 |
| Repayment acquired debt | | - | (100,300) |
| Payments for leases | | (33,298) | (37,818) |
| Share issue transaction costs | | - | (7,052) |
| Dividends paid | 26 | (25,116) | (18,080) |
| Net cash from/(used in) financing activities | | (58,414) | 164,250 |
| Net increase/(decrease) in cash and cash equivalents | | (16,122) | 107,999 |
| Cash and cash equivalents at the beginning of the financial year | | 119,903 | 11,904 |
| Effects of exchange rate changes on cash and cash equivalents | | (284) | - |
| Cash and cash equivalents at the end of the financial year | 7 | 103,497 | 119,903 |

*The above statement of cash flows should be read in conjunction with the accompanying notes*

## Note 1. Significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### New or amended Accounting Standards and Interpretations adopted

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period and relevant.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

### Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

*Historical cost convention*

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income and derivative financial instruments.

*Critical accounting estimates*

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

*Funding and liquidity*

The financial statements are prepared on a going concern basis. As at 30 June 2021, the Consolidated Statement of Financial Position reflected an excess of current liabilities over current assets of $78.6m (2020:$86.0m). The amount of the deficit is materially covered by the Company’s undrawn cash banking facilities of $79.0m (2020:$79.0m) as at 30 June 2021. The net impact of the Go West acquisition on undrawn cash banking facilities was a reduction of $44m, however the group has the option of funding capex through financing rather than operating cashflow (in 2021 all Australian capex was funded from operating cashflow). In addition there are amounts included in current liabilities which are not expected to be paid in the next 12 months, despite the accounting treatment requiring them to be disclosed as current liabilities, including leave liabilities and unearned income which historically have not all been paid out within 12 months. There is no indication the future operating cashflows of the business will be materially different to those achieved in this financial period and the company has other capital management options.

### Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the Group only. Supplementary information about the parent entity is disclosed in note 32.

### Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of SeaLink Travel Group Limited ('Company' or 'parent entity') as at 30 June 2021 and the results of all subsidiaries for the year then ended. SeaLink Travel Group Limited and its subsidiaries together are referred to in these financial statements as the 'Group'.

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

**Note 1. Significant accounting policies (continued)**

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss, statement of financial position and statement of changes in equity of the Group. Losses incurred by the Group are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the Group loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The Group recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

**Operating segments**
Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

**Foreign currency translation**
The financial statements are presented in Australian dollars, which is SeaLink Travel Group Limited's functional and presentation currency.

*Foreign currency transactions*
Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

*Foreign operations*
The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

**Revenue recognition**
The Group recognises revenue as follows:

*Revenue from contracts with customers*
Revenue from the transport of passengers, freight and accommodation is recognised at the time of delivery of the service to the customer. This is the time where the control is transferred and when each separate performance obligation in the customer contract is fulfilled given the short time services are provided (less than a day). This typically occurs on a departure date or booking date basis whereby customers who have paid for services have actually departed on those travel or accommodation services. The revenue is recognised in the month of the departure date.

Some of the ferry and freight transportation have a series of performance obligations, but as the duration of these are short term the impact from splitting these contract into “distinct services” does not have material impact.

Revenue in relation to retailing of travel services is recognised on a gross basis when customers have paid for their travel services.

**Note 1. Significant accounting policies (continued)**

Revenue is recognised at the amount that reflects the consideration to which the Group expects to be entitled in exchange for transferring goods or services to a customer, excluding GST and after deduction of trade discounts. Trade Receivables typically do not contain a significant financing component. The general credit terms are overall short and aligned with market terms.

Accounting estimates and judgements are made in order to determine time of delivery and account for income accruals when it is deferred. These accounting estimates and judgements are based on experience and continuous follow-up on services delivered.

*Delivery of services*
Revenue from bus contracts to provide services is recognised over time as the services are delivered based on agreed contractual rates for delivery of the defined services. If services are increased or decreased, a pre-determined contractual adjustment on a per kilometre basis is made against the contractual rates.

Contract revenue includes the revenue from any pre-operational phase, initial amount agreed in the contract plus any variations in contract work, claims and incentive payments, to the extent that it is probable that they will result in revenue and can be measured reliably.

*Interest*
Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

*Other revenue*
Other revenue is recognised when it is received or when the right to receive payment is established.

*Government grants*
Revenue for government grants is recognised when you have reasonable assurance that the obligations under the government grant will be satisfied. Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate.

JobKeeper and similar payments from governments received in the United Kingdom and Singapore have been accounted for in Other Income.

**Income tax**
The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:
- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

**Note 1. Significant accounting policies (continued)**

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

The parent entity and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation regime. The head entity and each subsidiary in the tax consolidated group continue to account for their own current and deferred tax amounts. The tax consolidated group has applied the 'separate taxpayer within group' approach in determining the appropriate amount of taxes to allocate to members of the tax consolidated group.

In addition to its own current and deferred tax amounts, the parent entity also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from each subsidiary in the tax consolidated group.

Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the tax consolidated group. The tax funding arrangement ensures that the intercompany charge equals the current tax liability or benefit of each tax consolidated group member, resulting in neither a contribution by the head entity to the subsidiaries nor a distribution by the subsidiaries to the parent entity.

**Current and non-current classification**
Assets and liabilities are presented in the Consolidated Statement of Financial Position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

**Cash and cash equivalents**
Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**Trade and other receivables**
Trade receivables are initially recognised at transaction price and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement between 30-60 days.

The consolidated entity has established a provision matrix that is based on it's historical loss experience, adjusted for forward looking factors specific for the debtors and the economic environment. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

**Customer acquisition costs**
Customer acquisition costs are capitalised as an asset where such costs are incremental to obtaining a contract with a customer and are expected to be recovered. Customer acquisition costs are amortised on a straight-line basis over the term of the contract.

Costs to obtain a contract that would have been incurred regardless of whether the contract was obtained or which are not otherwise recoverable from a customer are expensed as incurred to profit or loss. Incremental costs of obtaining a contract where the contract term is less than one year is immediately expensed to profit or loss.

**Note 1. Significant accounting policies (continued)**

**Inventories**
Stock on hand is stated at the lower of cost and net realisable value. Cost comprises of purchase and delivery costs, net of rebates and discounts received or receivable.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

**Derivative financial instruments**
Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

Derivatives are classified as current or non-current depending on the expected period of realisation.

*Cash flow hedges*
Cash flow hedges are used to cover the Group's exposure to variability in cash flows that is attributable to particular risks associated with a recognised asset or liability or a firm commitment which could affect profit or loss. The effective portion of the gain or loss on the hedging instrument is recognised in other comprehensive income through the cash flow hedges reserve in equity, whilst the ineffective portion is recognised in profit or loss. Amounts taken to equity are transferred out of equity and included in the measurement of the hedged transaction when the forecast transaction occurs.

Cash flow hedges are tested for effectiveness on a regular basis prospectively to ensure that each hedge is highly effective and continues to be designated as a cash flow hedge. If the forecast transaction is no longer expected to occur, the amounts recognised in equity are transferred to profit or loss.

If cashflow hedge accounting is discontinued, the amount that has been accumulated in OCI must remain in accumulated OCI if the hedged future cashflows are still expected to occur and released to profit or loss when the forecast transaction occurs. Otherwise the amount will be immediately reclassified to profit or loss as a reclassification adjustment.

**Property, plant and equipment**
Property, plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

| | |
|---|---|
| Buildings | 14-60 years |
| Leasehold improvements | 4-22 years |
| Plant and equipment | 3-30 years |
| Vessels | 5-25 years |
| Motor vehicles | 3-20 years |

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Leasehold improvements are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the Group. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

**Right-of-use assets (ROUA)**
A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

**Note 1. Significant accounting policies (continued)**

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the consolidated entity expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The Group has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

**Intangible assets**
Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

*Goodwill*
Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

*Customer contracts*
Customer contracts acquired in a business combination are amortised on a straight-line basis over the period of their expected benefit, being their estimated finite life of between 1 to 10 years.

**Impairment of non-financial assets**
Goodwill and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets including right of use assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

**Trade and other payables**
These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30-60 days of recognition.

**Contract liabilities**
Contract liabilities represent the Group's obligation to transfer goods or services to a customer and are recognised when a customer pays consideration, or when the Group recognises a receivable to reflect its unconditional right to consideration (whichever is earlier) before the Group has transferred the goods or services to the customer.

**Borrowings**
Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

**Note 1. Significant accounting policies (continued)**

**Lease liabilities**
A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset may fully written down after taking into account remaining lease term and any options to extend or terminate the agreement.

**Finance costs**
Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

**Provisions**
Provisions are recognised when the Group has a present (legal or constructive) obligation as a result of a past event, it is probable the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

**Employee benefits**

*Short-term employee benefits*
Liabilities for wages and salaries, including non-monetary benefits, annual leave, long service leave and accumulating sick leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled. Non-accumulating sick leave is expensed to profit or loss when incurred.

*Other long-term employee benefits*
The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on high quality corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

*Share-based payments*
Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Group receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

**Note 1. Significant accounting policies (continued)**

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the Binomial or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:

- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in the Statement of Profit or Loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the Group or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the Group or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

**Fair value measurement**

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

**Issued capital**

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**Dividends**

Dividends are recognised when declared during the financial year and no longer at the discretion of the Company.

**Business combinations**

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

## Note 1. Significant accounting policies (continued)

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the Group assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Where the business combination is achieved in stages, the Group remeasures its previously held equity interest in the acquiree at the acquisition-date fair value and the difference between the fair value and the previous carrying amount is recognised in profit or loss.

Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as an asset or liability is recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

### Earnings per share

*Basic earnings per share*
Basic earnings per share is calculated by dividing the profit attributable to the owners of SeaLink Travel Group Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

*Diluted earnings per share*
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

### Goods and Services Tax ('GST') and other similar taxes
Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

## Note 1. Significant accounting policies (continued)

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

**Rounding of amounts**
The Company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

**New Accounting Standards and Interpretations not yet mandatory or early adopted**
Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2021. The Group has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

## Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

*Coronavirus (COVID-19) pandemic*
COVID-19, which is a respiratory illness caused by a new virus, was declared a world-wide pandemic by the World Health Organisation in March 2020. COVID-19, as well as measures to slow the spread of the virus, have since had a significant impact on global economies and equity, debt and commodity markets.

The Group continues to assess the impact of the COVID-19 outbreak on demand for SeaLink’s products and services, customers and supply chain. The Governments’ restrictions on domestic and international borders, travel generally and on gatherings and social distancing measures have impacted SeaLink’s sales in FY21 and have the potential to impact them further in FY22, however, at present and given the uncertainty that exists, the financial impact cannot be reasonably estimated.

The Group has considered the impact of COVID-19 and other market volatility in preparing its financial statements.

While COVID-19 did not result in the identification of any further areas of judgement and critical accounting estimates in addition to those specifically disclosed below it did result in the application of additional judgement. Given the dynamic and evolving nature of COVID-19, limited experience of the economic and financial impacts of such a pandemic, changes to the estimates and outcomes that have been applied in the measurement of the Group’s assets and liabilities may arise in the future. Other than adjusting events that provide evidence of conditions that existed at the end of the reporting period, the impact of events that arise after the reporting period will be accounted for in future reporting periods.

As a consequence of COVID-19 and in preparing these financial statements, management:
- reviewed external market communications to identify other COVID-19 related impacts
- reviewed internal processes to ensure consistency in the application of the expected impact of COVID-19 across all asset classes
- assessed the carrying values of its assets and liabilities and determined the impact thereon as a result of market inputs and variables impacted by COVID-19
- considered the impact of COVID-19 on the Group’s financial statement disclosures.
- considered SeaLink's Marine and Tourism operating segment's eligibility for JobKeeper and implemented accordingly, separate from the remaining Australian Bus operating segment which was not considered eligible.

*Property, Plant & Equipment*
The Group has assessed the carrying value of its tangible assets at the reporting date for indicators of impairment and, where applicable, reviewed the measurement of the carrying value of such tangible assets. Such assessment incorporated a consideration of COVID-19.

## Note 2. Critical accounting judgements, estimates and assumptions (continued)

*Impairment of financial assets specifically trade receivables*
The Group has reviewed the expected credit losses for its trade receivables balances. AASB 9 requires forward-looking information (including macroeconomic information) to be considered both when assessing whether there has been a significant increase in credit risk and when measuring expected credit losses. There were no adjustments required to the carrying values of trade receivables from the impact of COVID-19 as at 30 June 2021.

*Impairment of non-financial assets*
Intangible assets comprise of goodwill and other intangible assets with both finite and indefinite lives. Consistent with the Group's accounting policies, it has evaluated the conditions specific to the Group and the assets subject to impairment to assess whether any impairment triggers that may lead to impairment have been identified. In doing this, the Group has reviewed the key assumptions in its previous annual impairment assessment to assess whether any changes to the assumptions within that impairment assessment would result in an impairment loss at 30 June 2021. Such assessment incorporated a consideration of COVID-19. (refer note 13)

*Risk management*
The Group's risk management framework continues to be applied and the CODM continue to monitor the impact of COVID-19 on the Group's risk profile. Non-financial risks emerging from global and local movement restrictions, liquidity, remote working by our staff, counterparties, clients and suppliers, are being identified, assessed, managed and governed through timely application of Group's risk management framework.

*Share-based payment transactions*
The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

*Fair value measurement hierarchy*
The Group is required to classify all assets and liabilities, measured at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being: Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and Level 3: Unobservable inputs for the asset or liability. Considerable judgement is required to determine what is significant to fair value and therefore which category the asset or liability is placed in can be subjective.

The fair value of assets and liabilities classified as level 3 is determined by the use of valuation models. These include discounted cash flow analysis or the use of observable inputs that require significant adjustments based on unobservable inputs.

*Estimation of useful lives of assets*
The Group determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

*Goodwill and other indefinite life intangible assets*
The Group tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 1. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

*Impairment of non-financial assets other than goodwill and other indefinite life intangible assets*
The Group assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

## Note 2. Critical accounting judgements, estimates and assumptions (continued)

*Income tax*
The Group is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on the Group's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

*Recovery of deferred tax assets*
Deferred tax assets are recognised for deductible temporary differences only if the Group considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

*Employee benefits provision*
As discussed in note 1, the liability for employee benefits expected to be settled more than 12 months from the reporting date are recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

*Business combinations*
As discussed in note 1, business combinations are initially accounted for on a provisional basis. The fair value of assets acquired, liabilities and contingent liabilities assumed are initially estimated by the Group taking into consideration all available information at the reporting date. Fair value adjustments on the finalisation of the business combination accounting is retrospective, where applicable, to the period the combination occurred and may have an impact on the assets and liabilities, depreciation and amortisation reported.

## Note 3. Operating segments

*Identification of reportable operating segments*
For management purposes the consolidated entity is organised into four operating segments. The principal products and services of each of these operating segments are as follows:

**Marine & Tourism** – operates vehicle and passenger ferry services, barging, coach tours and package holidays, lunch, dinner and charter cruises and accommodation facilities throughout Australia;

**Australian Bus** – operates metropolitan public bus services on behalf of governments in Sydney, Melbourne, Perth, Adelaide and Darwin;

**International Bus**– operates metropolitan public bus services on behalf of governments in London and Singapore; and

**Corporate (Head Office)** – provides finance, domestic and international sales and marketing, information and technology, business development, fleet management, health and safety and administration and risk management support.

These operating segments are based on the internal reports that are reviewed and used by the Board of Directors and Executive Committee (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

The CODM reviews EBITDA (earnings before interest, tax, depreciation and amortisation). The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements. Finance costs, finance income, and fair value gains and losses on financial assets are not allocated to the individual segments below as the underlying instruments are managed on a group basis.

Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to the individual segments below as the underlying instruments are managed on a group basis.

Capital expenditure consists of additions of property, plant and equipment, intangible assets and investment properties including assets from the acquisition of subsidiaries.

The information reported to the CODM is on a monthly basis.

## Note 3. Operating segments (continued)

*Intersegment transactions*
Transfer pricing between operating segments is on an arm's length basis in a manner similar to transactions with third parties and inter-segment revenues are eliminated on consolidation.

*Intersegment receivables, payables and loans*
Intersegment loans are initially recognised at the consideration received. Intersegment loans receivable and loans payable that earn or incur non-market interest are not adjusted to fair value based on market interest rates. Intersegment loans are eliminated on consolidation.

*Major customers*
During the year ended 30 June 2021 approximately 79.9% (2020: 64.7%) of the consolidated entity's external revenue was derived from sales to governments.

*Operating segment information*

| Consolidated - 2021 | Marine and Tourism $'000 | Australian Bus $'000 | International Bus $'000 | Corporate $'000 | Total $'000 |
|---|---|---|---|---|---|
| **Revenue** | | | | | |
| Sales to external customers | 215,146 | 702,100 | 255,837 | - | 1,173,083 |
| Interest received | 24 | 41 | 2 | 152 | 219 |
| **Total revenue** | 215,170 | 702,141 | 255,839 | 152 | 1,173,302 |
| | | | | | |
| **EBITDA** | 58,972 | 90,047 | 38,951 | (20,447) | 167,523 |
| Depreciation | (14,073) | (13,173) | (2,542) | (772) | (30,560) |
| Depreciation ROUA | (3,326) | (4,252) | (24,151) | (371) | (32,100) |
| Impairment of assets | (3,799) | - | - | - | (3,799) |
| Amortisation of customer contracts | (1,136) | (20,920) | (9,641) | - | (31,697) |
| Finance costs | (406) | (1,715) | (2,124) | (13,390) | (17,635) |
| Business acquisition expenses | - | - | - | (4,194) | (4,194) |
| Revaluation of deferred consideration | - | - | - | (769) | (769) |
| Insurance proceeds | 2,220 | - | - | - | 2,220 |
| **Profit/(loss) before income tax expense** | 38,452 | 49,987 | 493 | (39,943) | 48,989 |
| Income tax expense | | | | | (11,188) |
| **Profit after income tax expense** | | | | | 37,801 |
| | | | | | |
| **Assets** | | | | | |
| Segment assets | 299,278 | 659,662 | 358,012 | 42,487 | 1,359,439 |
| **Total assets** | | | | | 1,359,439 |
| | | | | | |
| **Liabilities** | | | | | |
| Segment liabilities | 90,090 | 153,680 | 166,524 | 337,479 | 747,773 |
| *Unallocated liabilities:* | | | | | |
| Deferred tax liability | | | | | 3,560 |
| **Total liabilities** | | | | | 751,333 |

**Note 3. Operating segments (continued)**

| **Consolidated - 2020** | Marine and Tourism $'000 | Australian Bus $'000 | International Bus $'000 | Corporate $'000 | Total $'000 |
|---|---|---|---|---|---|
| **Revenue** | | | | | |
| Sales to external customers | 213,937 | 277,111 | 132,644 | - | 623,692 |
| Interest received | - | - | - | 438 | 438 |
| **Total revenue** | 213,937 | 277,111 | 132,644 | 438 | 624,130 |
| | | | | | |
| **EBITDA** | 51,036 | 31,756 | 24,039 | (16,408) | 90,423 |
| Depreciation | (13,299) | (5,018) | (1,476) | (1,122) | (20,915) |
| Depreciation ROUA | (3,750) | (2,142) | (12,762) | - | (18,654) |
| Impairment of assets | (10,797) | - | - | (1,637) | (12,434) |
| Amortisation of customer contracts | (1,877) | (13,248) | (5,740) | - | (20,865) |
| Finance costs | (385) | (819) | (1,467) | (7,097) | (9,768) |
| Business acquisition expenses | - | - | - | (17,510) | (17,510) |
| Revaluation of deferred consideration | - | - | - | 1,395 | 1,395 |
| Insurance proceeds | - | - | - | 1,000 | 1,000 |
| **Profit/(loss) before income tax expense** | 20,928 | 10,529 | 2,594 | (41,379) | (7,328) |
| Income tax expense | | | | | (6,244) |
| **Loss after income tax expense** | | | | | (13,572) |
| | | | | | |
| **Assets** | | | | | |
| Segment assets | 370,434 | 560,547 | 284,624 | 130,605 | 1,346,210 |
| **Total assets** | | | | | 1,346,210 |
| | | | | | |
| **Liabilities** | | | | | |
| Segment liabilities | 111,686 | 122,099 | 126,033 | 370,374 | 730,192 |
| *Unallocated liabilities:* | | | | | |
| Deferred tax liability | | | | | 15,726 |
| **Total liabilities** | | | | | 745,918 |

*Geographical information*

| | **Sales to external customers** | | **Geographical non-current assets** | |
|---|---|---|---|---|
| | **2021 $'000** | **2020 $'000** | **2021 $'000** | **2020 $'000** |
| Australia | 917,246 | 491,048 | 826,429 | 851,872 |
| Singapore | 123,212 | 58,919 | 154,824 | 128,419 |
| United Kingdom | 132,625 | 73,725 | 151,267 | 128,583 |
| | 1,173,083 | 623,692 | 1,132,520 | 1,108,874 |

The geographical non-current assets above are exclusive of, where applicable, financial instruments and deferred tax assets.

Comparatives for geographical non-current assets have been restated following a review of intangible and other assets forming part of the TSG acquisition in 2020.

## Note 4. Revenue from contracts with customers

| | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|
| Goods transferred at a point in time | 199,266 | 187,256 |
| Services transferred over time | 973,817 | 436,436 |
| Revenue from contracts with customers | 1,173,083 | 623,692 |

## Note 5. Other income

| | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|
| Net foreign exchange gain | - | 1,395 |
| Gain on disposal of property, plant and equipment | 263 | 9 |
| Other income | 38,146 | 20,978 |
| Other income | 38,409 | 22,382 |

The majority of other income earned relates to support received to assist in offsetting the impact of COVID-19 in Australia, UK and Singapore.

## Note 6. Income tax

| | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|
| *Income tax expense* | | |
| Current tax | 20,030 | 14,266 |
| Deferred tax - origination and reversal of temporary differences | (8,519) | (7,606) |
| Adjustment recognised for prior periods | (118) | (287) |
| - s40-880 (off balance sheet) | (205) | (129) |
| Aggregate income tax expense | 11,188 | 6,244 |
| Deferred tax included in income tax expense comprises: | | |
| Increase in deferred tax assets | (8,519) | (7,606) |
| *Numerical reconciliation of income tax expense and tax at the statutory rate* | | |
| Profit/(loss) before income tax expense | 48,989 | (7,328) |
| Tax at the statutory tax rate of 30% | 14,697 | (2,198) |
| Tax effect amounts which are not deductible/(taxable) in calculating taxable income: | | |
| Impairment of assets | 1,140 | 1,200 |
| Impairment of investment | - | 491 |
| Share-based expenses | 271 | 126 |
| Non-taxable income | (4,085) | (3,882) |
| Acquisition costs | - | 4,586 |
| Net capital gain | - | 6,247 |
| Tax effect of other non-assessable foreign expenses | (772) | - |
| NANE dividends | - | 77 |
| s40-880 | (204) | (129) |
| Other non-deductible expenses | 1,563 | 13 |
| | 12,610 | 6,531 |
| Adjustment recognised for prior periods | (118) | (287) |
| Current year tax losses not recognised | 146 | - |
| Difference in overseas tax rates | (1,450) | - |
| Income tax expense | 11,188 | 6,244 |

| | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|
| *Amounts charged/(credited) directly to equity* | | |
| Deferred tax assets | 973 | (748) |

## Note 6. Income tax (continued)

| | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|
| *Deferred tax liability* | | |
| Deferred tax liability comprises temporary differences attributable to: | | |
| Amounts recognised in profit or loss: | | |
| Tax losses | 5,898 | 1,760 |
| Allowance for expected credit losses | 57 | 101 |
| Employee benefits | 25,132 | 20,040 |
| Leases | 13,527 | 13,370 |
| Provisions | 3,694 | 3,694 |
| Property, plant and equipment | (22,986) | (17,327) |
| Customer contracts and other intangible assets | (28,464) | (35,071) |
| Finance costs | (133) | 535 |
| Other | (1,193) | 814 |
| | (4,468) | (12,084) |
| Amounts recognised in equity: | | |
| Derivative financial instruments | 908 | 1,881 |
| Deferred tax liability | (3,560) | (10,203) |
| Movements: | | |
| Opening balance | (10,203) | (3,196) |
| Credited to profit or loss | 8,519 | 7,606 |
| Credited/(charged) to equity | (973) | 748 |
| Additions through business combinations (note 33) | - | (15,361) |
| Other | (903) | - |
| Closing balance | (3,560) | (10,203) |

| | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|
| *Provision for income tax payable* | | |
| Provision for income tax payable | 13,170 | 18,546 |

## Note 7. Cash and cash equivalents

| | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|
| *Current assets* | | |
| Cash on hand | 476 | 469 |
| Cash at bank | 66,886 | 77,645 |
| Cash on deposit | 36,135 | 41,789 |
| | 103,497 | 119,903 |

## Note 8. Trade and other receivables

| | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|
| *Current assets* | | |
| Trade receivables | 73,420 | 71,841 |
| Less: Allowance for expected credit losses | (194) | (356) |
| | 73,226 | 71,485 |
| Other receivables | 19,172 | 19,492 |
| | 92,398 | 90,977 |

*Allowance for expected credit losses*

Trade receivables are non-interest bearing and are generally on 30-60 day terms. An allowance is made for trade receivables and other receivables as the Group applies a simplified approach in calculating expected credit losses (ECLs). Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The ageing of the receivables and allowance for expected credit losses provided for above are as follows:

| | Expected credit loss rate | | Carrying amount | | Allowance for expected credit losses | |
|---|---|---|---|---|---|---|
| Consolidated | 2021 % | 2020 % | 2021 $'000 | 2020 $'000 | 2021 $'000 | 2020 $'000 |
| Not overdue | - | - | 89,827 | 82,731 | - | - |
| 0 to 1 month overdue | - | - | 1,199 | 7,458 | - | - |
| 1 to 2 months overdue | - | - | 1,138 | 131 | - | - |
| 2 to 3 months overdue | 16.50% | - | 280 | (139) | 46 | - |
| Over 3 months overdue | 100.00% | 30.89% | 148 | 1,152 | 148 | 356 |
| | | | 92,592 | 91,333 | 194 | 356 |

Movements in the allowance for expected credit losses are as follows:

| | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|
| Opening balance | 356 | 12 |
| Additional provisions recognised | - | 205 |
| Additions through business combinations | - | 139 |
| Receivables written off during the year as uncollectable | (162) | - |
| Closing balance | 194 | 356 |

## Note 9. Inventories

| | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|
| *Current assets* | | |
| Goods held for resale - at cost | 1,768 | 2,051 |
| Less: Provision for impairment | (31) | (31) |
| | 1,737 | 2,020 |
| Fuel at cost | 2,934 | 2,250 |
| Spare parts at cost | 10,278 | 10,017 |
| Less: Provision for impairment | (641) | (406) |
| | 14,308 | 13,881 |

## Note 10. Right-of-use assets

| | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|
| *Non-current assets* | | |
| Land and buildings - right-of-use | 118,780 | 118,684 |
| Less: Accumulated depreciation | (11,770) | (5,392) |
| | 107,010 | 113,292 |
| Motor vehicles - right-of-use | 114,898 | 47,175 |
| Less: Accumulated depreciation | (15,789) | (11,047) |
| | 99,109 | 36,128 |
| | 206,119 | 149,420 |

*Reconciliations*
Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

| **Consolidated** | Land and buildings $'000 | Motor vehicles $'000 | Total $'000 |
|---|---|---|---|
| Balance at 1 July 2019 | - | - | - |
| Additions (including 1 July 2019 takeup) | 15,162 | 1,066 | 16,228 |
| Additions through business combinations (note 33) | 105,816 | 46,926 | 152,742 |
| Exchange differences | (2,044) | (1,266) | (3,310) |
| Transfers in/(out) | - | 2,414 | 2,414 |
| Depreciation expense | (5,642) | (13,012) | (18,654) |
| Balance at 30 June 2020 | 113,292 | 36,128 | 149,420 |
| Additions | 6,158 | 87,694 | 93,852 |
| Disposals | (4,867) | (14) | (4,881) |
| Revaluation increments | - | 224 | 224 |
| Revaluation decrements | (83) | - | (83) |
| Exchange differences | 758 | 29 | 787 |
| Transfers in/(out) | - | (1,100) | (1,100) |
| Depreciation expense | (8,248) | (23,852) | (32,100) |
| Balance at 30 June 2021 | 107,010 | 99,109 | 206,119 |

**Note 10. Right-of-use assets (continued)**

Current year additions include the hire purchase financed electric bus fleet in the UK $20.2m and renewal of all the ROU bus leases under the new and retained bus contracts in Singapore $58.6m. Prior year additions included $14.6m of ROUA opening balance take up on adoption of AASB 16.

**Note 11. Other assets**

| | Consolidated 2021 $'000 | 2020 $'000 |
|---|---|---|
| *Current assets* | | |
| Prepayments | 12,203 | 10,824 |
| Other deposits | 3,981 | - |
| Customer acquisition costs | 532 | 1,751 |
| | 16,716 | 12,575 |

Customer acquisition costs relate to the new Singapore bus contract commencing in September 2021 which will be amortised over the life of the contract. Other deposits relate to the Go West acquisition completed on 1 July 2021.

**Note 12. Property, plant and equipment**

| | Consolidated 2021 $'000 | 2020 $'000 |
|---|---|---|
| *Non-current assets* | | |
| Land and buildings - at cost | 83,715 | 81,052 |
| Less: Accumulated depreciation | (6,185) | (5,172) |
| | 77,530 | 75,880 |
| Leasehold improvements - at cost | 7,286 | 4,918 |
| Less: Accumulated depreciation | (3,271) | (409) |
| | 4,015 | 4,509 |
| Plant and equipment - at cost | 36,933 | 26,468 |
| Less: Accumulated depreciation | (18,590) | (8,827) |
| | 18,343 | 17,641 |
| Motor vehicles - at cost | 151,338 | 134,281 |
| Less: Accumulated depreciation | (24,229) | (9,759) |
| | 127,109 | 124,522 |
| Vessels - at cost | 200,241 | 186,179 |
| Less: Accumulated depreciation | (65,557) | (56,756) |
| Less: Accumulated impairment | (5,249) | (6,797) |
| | 129,435 | 122,626 |
| Capital works in progress - at cost | 16,943 | 16,586 |
| | 373,375 | 361,764 |

**Note 12. Property, plant and equipment (continued)**

*Reconciliations*
Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

| **Consolidated** | Land & buildings $'000 | Leasehold improve $'000 | Plant & equipment $'000 | Motor vehicles $'000 | Right-of-use assets $'000 | Vessels $'000 | CWIP $'000 | Total $'000 |
|---|---|---|---|---|---|---|---|---|
| Balance at 1 July 2019 | 41,866 | 519 | 10,410 | 9,120 | 2,414 | 130,887 | 6,180 | 201,396 |
| Additions | 651 | 392 | 1,746 | 3,400 | - | 570 | 22,699 | 29,458 |
| Additions through business combinations (note 33) | 36,109 | 4,670 | 9,148 | 116,687 | - | - | 90 | 166,704 |
| Disposals | (537) | - | (73) | (607) | - | (1,732) | - | (2,949) |
| Exchange differences | (1,888) | (843) | (33) | (132) | - | - | - | (2,896) |
| Impairment of assets | - | - | - | - | - | (6,797) | - | (6,797) |
| Transfers in/(out) | 590 | 42 | 683 | 2,234 | (2,414) | 9,011 | (12,383) | (2,237) |
| Depreciation expense | (911) | (271) | (4,240) | (6,180) | - | (9,313) | - | (20,915) |
| Balance at 30 June 2020 | 75,880 | 4,509 | 17,641 | 124,522 | - | 122,626 | 16,586 | 361,764 |
| Additions | 1,156 | 418 | 4,928 | 14,802 | - | 1,803 | 18,593 | 41,700 |
| Disposals | - | (6) | (49) | (320) | - | (1,259) | - | (1,634) |
| Exchange differences | 917 | (7) | 144 | (11) | - | - | - | 1,043 |
| Write off of assets | - | - | (38) | - | - | - | - | (38) |
| Transfers in/(out) | 623 | - | 969 | 1,549 | - | 16,195 | (18,236) | 1,100 |
| Depreciation expense | (1,046) | (899) | (5,252) | (13,433) | - | (9,930) | - | (30,560) |
| Balance at 30 June 2021 | 77,530 | 4,015 | 18,343 | 127,109 | - | 129,435 | 16,943 | 373,375 |

At 30 June 2021 four vessels are under construction and one bus was under contract to be purchased in Australia and three buses are under contract internationally.

At 30 June 2020 three vessels were under construction, seventy-two buses and four vehicles were under contract to be purchased in Australia and thirty-seven buses and six vehicles are under contract internationally. Additionally we had committed to an electrification project for the buses internationally.

During the period a review of the carrying value of certain under utilised vessels across the fleet was undertaken, primarily those relating to lunch and dining experiences, no impairment was recognised (2020: $6.8m, this was a COVID-19 related impairment).

Refer to note 16 for further information on assets pledged as security for financing arrangements.

## Note 13. Intangibles

| | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|
| *Non-current assets* | | |
| Goodwill - at cost | 465,203 | 473,620 |
| Less: Accumulated impairment | (7,799) | (4,000) |
| | 457,404 | 469,620 |
| Customer contracts - at cost | 141,771 | 143,065 |
| Less: Accumulated amortisation | (56,365) | (26,191) |
| | 85,406 | 116,874 |
| Other intangible assets - at cost | 4,089 | 4,064 |
| Less: Accumulated amortisation | (1,909) | (1,568) |
| | 2,180 | 2,496 |
| Customer relationships - Sita Coaches | 8,700 | 8,700 |
| Less: Accumulated amortisation | (664) | - |
| | 8,036 | 8,700 |
| | 553,026 | 597,690 |

*Reconciliations*

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

| **Consolidated** | Goodwill $'000 | Customer contracts $'000 | Other intangibles $'000 | Customer relationships $'000 | Total $'000 |
|---|---|---|---|---|---|
| Balance at 1 July 2019 | 47,800 | 2,770 | 2,813 | - | 53,383 |
| Additions through business combinations (note 33) | 425,820 | 134,652 | - | 8,700 | 569,172 |
| Impairment of assets | (4,000) | - | - | - | (4,000) |
| Amortisation expense | - | (20,548) | (317) | - | (20,865) |
| Balance at 30 June 2020 | 469,620 | 116,874 | 2,496 | 8,700 | 597,690 |
| Exchange differences | (8,417) | (751) | - | - | (9,168) |
| Impairment of assets | (3,799) | - | - | - | (3,799) |
| Amortisation expense | - | (30,717) | (316) | (664) | (31,697) |
| Balance at 30 June 2021 | 457,404 | 85,406 | 2,180 | 8,036 | 553,026 |

The impairment of $3.8m against goodwill relates to KI Odysseys and Captain Cook Cruises WA which was recognised following the review undertaken by management for impairment. (2020: The impairment of $4.0m against goodwill relates to Fraser Island.) See commentary below.

## Note 13. Intangibles (continued)

### Impairment Testing
Goodwill acquired through business combinations have been allocated to the following cash-generating units:

| | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|
| KI Odysseys | - | 209 |
| SeaLink - Queensland | 6,420 | 6,420 |
| Captain Cook Cruises WA | - | 3,590 |
| SeaLink - South East Queensland | 30,081 | 30,081 |
| Fraser Island | 3,500 | 3,500 |
| Transit - NSW | 59,727 | 59,727 |
| Transit - WA & NT | 158,245 | 158,245 |
| Transit - SA | 58,256 | 58,256 |
| Transit - Victoria (Sita) | 44,659 | 44,659 |
| Tower Transit - Singapore | 96,516 | 104,933 |
| | 457,404 | 469,620 |

The business combinations assessment was finalised in the Group's interim report for the half year ended 31 December 2020 and included a reduction to Transit - NSW goodwill of $1.8m relating to additional revenue recognised and reduction of Tower Transit - London CGU goodwill to nil due to reclassification of borrowings related to the international group and changes to deferred tax balances. The balance of the adjustments related to deferred tax balances for the Australian Transit CGU's as part of the Australian consolidated tax group so were allocated proportionately between them. Refer note 33 for further details.

The recoverable amount of the consolidated entity's goodwill has been determined by a value-in-use calculation using a discounted cash flow model. The cashflow projections are based on annual financial budgets approved by senior management and the Board, extrapolated using the growth rates below for a five-year period as approved by management together with a terminal value. The assumptions for determining the recoverable amount are based on past experience and senior management’s expectation for the future taking into consideration the impact of COVID-19, travel restrictions that exist and recent trading performance.

For all cash-generating units (CGUs) a terminal value growth rate of 2.5% has been used to determine the terminal value based on long range forecasts for CPI or comparable indices in the geographies we operate in. (2020: An EBITDA multiple of between 6 and 8 times year five earnings was used to calculate a CGUs terminal value).

Key assumptions are those to which the recoverable amount of an asset or CGU is most sensitive. The key general assumptions used in the discounted cash flow models and value in use calculations are the pre-tax discount rates and the projected revenue growth rates detailed below.

The pre-tax discount rates reflect management’s estimate of the time value of money and the consolidated entity’s weighted average cost of capital adjusted for, the risk free rate and the volatility of the share price relative to market movements.

| | Marine & Tourism % | Australian Bus % | International Bus % |
|---|---|---|---|
| Discount rate used in impairment calculations 2021 | 9.5% | 11.3% | 9.8% |
| Discount rate used in impairment calculations 2020* | 9.4% | - | - |

*No impairment calculations were undertaken for Australian Bus or International Bus in 2020 at a consolidated level given the proximity to acquisition date.

Management believe the projected revenue growth rates are prudent and justified given the current uncertainty of the market.

**Note 13. Intangibles (continued)**

*Marine & Tourism CGU's*
Marine & Tourism CGU's not significantly impacted by COVID-19 have had growth rates applied of 2%, this is based on historical experience and current operating trends within these CGUs

For those Marine & Tourism CGU's where the impact of COVID-19 has had a more noticeable effect on the business it has been assumed that revenues and expenses will return to pre-COVID-19 levels in year 2 of the forecast period at the earliest. At which point management has assumed subsequent growth rates of 2%.

This specific application to Marine & Tourism CGUs is outlined further below:

*KI Odysseys*
The KI Odysseys business is heavily reliant on international travellers. Passenger numbers are not expected to return to pre-COVID-19 levels until at least year 3 of the forecast period given the travel restrictions in place and international border closures. This is despite Australia being viewed favourably as a safe location to travel to. As a consequence, the carrying value of the KI Odysseys intangible cannot be supported and a $0.2m (2020: $Nil) impairment has been recognised against the goodwill associated with KI Odysseys. This reflects a full impairment of the carrying value of goodwill associated with the KI Odysseys business.

*SeaLink - Queensland*
Passenger numbers to Magnetic Island - An increase of 2% in traffic has been inbuilt into forecast sales based on strong domestic growth as well as a growing population base in Townsville.

*Captain Cook Cruises WA*
Rottnest Island services have been reasonably resilient throughout the year ending 30 June 2021 off the back of good intrastate demand and the business securing some daily commuter work for the employees of a number of service providers on the Island.

CCC WA's Swan River service offerings are focused toward the interstate and international tourism markets and as such have been significantly impacted by the closure of international borders and prolonged domestic border closures imposed by Western Australia. Consequently, CCC WA revenue is not expected to return to pre-COVID-19 levels until year 3 of the forecast period.

Management has therefore concluded that the $3.6m carrying value of the goodwill associated to Captain Cook Cruises WA cannot be supported and has been impaired accordingly. (2020: $Nil)

*SeaLink - South East Queensland*
An increase in revenue of 2% to reflect modest underlying traffic growth based on increased tourism flow to Stradbroke Island, CPI increases built into fixed contracts and growth in vessel charter rates.

*Fraser Island*
Despite strong performance from the intrastate and interstate markets, Fraser Island revenue is not expected to return to pre-Covid-19 levels until international travel resumes. This is projected to return in year 2 of the forecast period and from this point forward, revenue growth is anticipated as being 2%. A $4.0 million impairment was recognised against the carrying value of goodwill associated with Fraser Island in the period ending 30 June 2020. Based on the value in use calculations there is no further impairment in this period.

*Australian Bus and International Bus CGUs*
Contracted increases in revenue – all CGU's within the Australian Bus and International Bus Segments have had contracted revenue grow by at least 1.5%. This is based on the contracted nature of these businesses and the increases reflected in the contracts it has with its government clients.

**Sensitivity**
As disclosed in note 2, Management have made assumptions and estimates in respect of impairment testing of goodwill. Should these assumptions and estimates not occur the resulting goodwill carrying amount may decrease.

## Note 13. Intangibles (continued)

**Summary of goodwill impairment testing**
Management have reviewed the changes to the key assumptions in the model and based on those changes have assessed there would not be an impairment of goodwill for any of the Group's CGU's other than KI Odysseys and Captain Cook Cruises WA (2020:Fraser Island).

Management believes that other reasonable changes in the key assumptions on which the recoverable amount of each segment's goodwill is based would not cause the CGU's carrying amount to exceed its recoverable amount.

**Customer Contracts and Other intangibles (Permits and Customer Relationships)**
Customer contracts of $7.4m are associated with several government contracts for ferry services in the Southern Moreton Bay, Gladstone and Perth. As part of the Fraser Island acquisition in 2018, touring and access permits were acquired with a fair value of $3.2m.

As part of the Transit Systems Group acquisition in 2020, bus contracts in Australia and Singapore were acquired with a fair value of $134.7m. In addition $8.7m of intangible customer relationships were also recognised for Transit - Victoria (Sita).

During the period the Group recorded amortisation of $31.7m (2020: $20.9m) associated with customer contracts and permits with an associated reduction in the Deferred Tax Liability of $9.5m (2020: $6.3m).

All customer contracts are amortised over their estimated finite life and the amortisation period ranges between 1 and 10 years.

## Note 14. Trade and other payables

| | Consolidated | |
|---|---|---|
| | **2021** | **2020** |
| | **$'000** | **$'000** |
| *Current liabilities* | | |
| Trade payables | 36,201 | 32,936 |
| BAS payable | 8,591 | 13,469 |
| Other payables | 21,492 | 43,922 |
| | 66,284 | 90,327 |

Refer to note 27 for further information on financial instruments.

Trade creditors are non-interest bearing and are normally settled on 30-60 day terms.

## Note 15. Contract liabilities

| | Consolidated | |
|---|---|---|
| | 2021 | 2020 |
| | $'000 | $'000 |
| *Current liabilities* | | |
| Contract liabilities | 12,991 | 7,408 |

*Reconciliation*
Reconciliation of the written down values at the beginning and end of the current and previous financial year are set out below:

| | 2021 $'000 | 2020 $'000 |
|---|---|---|
| Opening balance | 7,408 | 7,087 |
| Deferred during the year | 74,377 | 321 |
| Recognised during the year | (68,794) | - |
| Closing balance | 12,991 | 7,408 |

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e. transfers control of the related goods or services to the customer).

*Unsatisfied performance obligations*
The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied at the end of the reporting period was $4,516,361,000 as at 30 June 2021 ($3,696,954,000 as at 30 June 2020) and is expected to be recognised as revenue in future periods as follows:

| | Consolidated | |
|---|---|---|
| | 2021 | 2020 |
| | $'000 | $'000 |
| Within one year | 1,032,455 | 976,117 |
| More than one year | 3,483,906 | 2,720,837 |
| | 4,516,361 | 3,696,954 |

## Note 16. Borrowings

| | Consolidated | |
|---|---|---|
| | 2021 | 2020 |
| | $'000 | $'000 |
| *Current liabilities* | | |
| Other loans | 19,477 | - |
| *Non-current liabilities* | | |
| Other loans | 18,845 | 36,642 |
| Commercial bills payable | 266,000 | 266,000 |
| | 284,845 | 302,642 |
| | 304,322 | 302,642 |

Refer to note 27 for further information on financial instruments.

## Note 16. Borrowings (continued)

*Total secured liabilities*
Other loans is vendor financing $38.3m (2020: $36.6m) which attracts an interest rate of 6.0% relating to Transit Systems Group's (TSG) acquisition of the Sita bus business in Victoria prior to SeaLink's acquisition of TSG. Repayments for the Sita vendor financing are due in equal instalments of $20m in April 2022 and April 2023. The restatement to present value at each balance date has no cash impact.

In 2020 Other loans also included a MRPS loan instrument which was reclassified in 2021 as part of finalisation of TSG business combinations relating to the funding of the International group. There was no cash impact of this reclassification.

The remaining borrowings are commercial bills under the Group's multi tranche facility negotiated immediately preceding the TSG acquisition in 2020.

Interest bearing loans and borrowings have a fair value of $304.3m (2020: $310.2m) and a carrying value of $304.3m (2020: $310.2m). During the year, no interest bearing borrowings were repaid from funds raised through cashflow from operations (2020: $228.1m). During the year nil funds (2020: $266m) were drawn down.

*Financing arrangements*
SeaLink entered into the following 3-5 year facilities with a panel of four financiers immediately preceding the TSG acquisition in 2020. Unrestricted access was available at the reporting date to the following lines of credit:

| | Consolidated | |
|---|---|---|
| | **2021** | **2020** |
| | **$'000** | **$'000** |
| Total facilities | | |
| Facility A - multi currency term loan | 230,000 | 230,000 |
| Facility B1 - revolving credit | 50,000 | 50,000 |
| Facility B2 - revolving credit | 65,000 | 65,000 |
| Facility C - revolving letter of credit | 125,500 | 125,000 |
| Vendor financing facility | 38,322 | 36,601 |
| Insurance bonds | 12,448 | - |
| | 521,270 | 506,601 |
| Used at the reporting date | | |
| Facility A - multi currency term loan | 230,000 | 230,000 |
| Facility B1 - revolving credit | 36,000 | 36,000 |
| Facility B2 - revolving credit | - | - |
| Facility C - revolving letter of credit | 85,825 | 88,647 |
| Vendor financing facility | 38,322 | 36,601 |
| Insurance bonds | 12,448 | - |
| | 402,595 | 391,248 |
| Unused at the reporting date | | |
| Facility A - multi currency term loan | - | - |
| Facility B1 - revolving credit | 14,000 | 14,000 |
| Facility B2 - revolving credit | 65,000 | 65,000 |
| Facility C - revolving letter of credit | 39,675 | 36,353 |
| Vendor financing facility | - | - |
| Insurance bonds | - | - |
| | 118,675 | 115,353 |

The facilities are provided on a floating rate basis referenced to the BBSY rate. As at year end, the balance of Facility A (fully drawn) $230m had an average rate of 1.57% (2020: 1.87%) and the balance of Facility B $36m had an average rate of 1.30% (2020:1.57%). All current facilities are at floating rates. Committed financing facilities A, B1 and B2 total $345m (2020: $345m) and were available to the consolidated entity at the end of the financial year. As at that date, $266m (2020: $266m) of these facilities were in use.

During the current year, there were no defaults or breaches.

**Note 16. Borrowings (continued)**

*Financing cash flows*
During the period no new borrowings were drawn down other than $8.4m additional letters of credit and the revaluation of the Sita Vendor loan, neither of which had cashflow impact. $33.3m (2020:$24.5m) repayments were made on leases and $25.1m (2020:$18.1m) of dividends were paid during the year.

*During the period the MRPS loan was reclassified as part of business combinations finalisation in December 2020, this had no cashflow impact.

*Assets pledged as security*
SeaLink and each borrower (which includes members of TSG), have provided security in respect of all of their respective assets and undertakings, including direct shares and units in entities within the TSG other than those which cannot be charged without third party consent and real property mortgages over its freehold real property (excluding the bus depot at Westbourne Park, UK) and certain leasehold property. Also registered mortgages over all vessels and buses in the fleet that are not leased, except for the Tasmanian vessels. Assets pledged as security (minus exclusions) total $321.7m (2020:$314.7m). SeaLink and certain guarantors (which includes members of the TSG) have provided a guarantee and indemnity to the Lenders in respect of the financing facilities.

Various guarantees / performance bonds have been provided as surety on a range of material operational contracts and lease contracts. Guarantees provided total $85.8m (2020: $91.3m), the decrease relates to the return of guarantees relating to expired contracts required to be held for 6 months after the end of a contract when new guarantees were already provided.

**Note 17. Lease liabilities**

| | Consolidated | |
|---|---|---|
| | **2021 $'000** | **2020 $'000** |
| *Current liabilities* | | |
| Lease liability - Current | 27,193 | 29,974 |
| *Non-current liabilities* | | |
| Lease liability - Non current | 133,120 | 74,409 |
| | 160,313 | 104,383 |

| | Consolidated | |
|---|---|---|
| | **2021 $'000** | **2020 $'000** |
| Opening balance | 104,383 | - |
| Additions (including 1 July 2019 takeup) | 92,097 | 18,441 |
| Additions through business combinations (note 33) | - | 123,651 |
| Exchange differences | 670 | (2,885) |
| Lease payments | (33,298) | (31,399) |
| Lease related interest | (3,539) | (3,425) |
| | 160,313 | 104,383 |

Short term lease payments of $2.6m were made during the period (2020: $1.2m)

Refer to note 27 for further information on financial instruments.

## Note 18. Other financial liabilities/(assets)

| | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|
| *Current liabilities/(assets)* | | |
| Interest rate swap contracts - cash flow hedges | 1,283 | 1,167 |
| Fuel price swap contracts - cash flow hedges | (549) | 739 |
| | 734 | 1,906 |
| *Non-current liabilities/(assets)* | | |
| Interest rate swap contracts - cash flow hedges | 2,292 | 4,284 |
| Fuel price swap contracts - cash flow hedges | - | 80 |
| | 2,292 | 4,364 |
| | 3,026 | 6,270 |

Refer to note 27 for further information on financial instruments.

## Note 19. Employee benefits

| | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|
| *Current liabilities* | | |
| Annual leave | 51,956 | 41,305 |
| Long service leave | 36,818 | 32,325 |
| Sick leave | 1,206 | 1,117 |
| Employee benefits | 132 | 362 |
| | 90,112 | 75,109 |
| *Non-current liabilities* | | |
| Long service leave | 9,606 | 7,590 |
| | 99,718 | 82,699 |

## Note 20. Provisions

| | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|
| *Current liabilities* | | |
| Deferred consideration | 25,744 | 25,005 |
| Other provisions | 9,515 | 11,168 |
| | 35,259 | 36,173 |

## Note 20. Provisions (continued)

*Movements in provisions*
Movements in each class of provision during the current financial year, other than employee benefits, are set out below:

| **Consolidated - 2021** | Motor claims $'000 | Make good $'000 | Bus parts $'000 | Deferred consideration $'000 | Other $'000 |
|---|---|---|---|---|---|
| Carrying amount at the start of the year | 4,749 | 3,077 | 3,067 | 25,005 | 275 |
| Additional provisions recognised | 1,941 | - | 92 | - | - |
| Payments | (2,236) | (927) | (641) | - | - |
| Exchange differences | 7 | 90 | 21 | 739 | - |
| Carrying amount at the end of the year | 4,461 | 2,240 | 2,539 | 25,744 | 275 |

## Note 21. Other liabilities

| | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|
| *Current liabilities* | | |
| Deferred consideration | - | 18,850 |
| Accrued expenses | 39,354 | 36,637 |
| Deferred revenue | 662 | 8,137 |
| Revenue received in advance | 69 | - |
| Subsidies and grants received in advance | 218 | 314 |
| | 40,303 | 63,938 |
| *Non-current liabilities* | | |
| Deferred consideration | 11,957 | 22,867 |
| Subsidies and grants received in advance | 430 | 462 |
| | 12,387 | 23,329 |
| | 52,690 | 87,267 |

There is one remaining instalment of deferred consideration due in August 2022 in relation to the acquisition of TSG.

## Note 22. Issued capital

| | Consolidated 2021 Shares | Consolidated 2020 Shares | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|---|---|
| Ordinary shares - fully paid | 218,399,048 | 218,399,048 | 572,377 | 572,377 |

**Note 22. Issued capital (continued)**

*Movements in ordinary share capital*

| Details | Date | Shares | $'000 |
|---|---|---|---|
| Balance | 1 July 2019 | 101,429,103 | 96,057 |
| Issue of shares | 17 October 2019 | 30,946,200 | 108,312 |
| Issue of shares | 5 November 2019 | 1,433,426 | 5,017 |
| Issue of shares | 6 November 2019 | 11,620,374 | 40,671 |
| Issue of shares as consideration | 16 January 2020 | 72,869,945 | 329,372 |
| Share raising costs | | - | (7,052) |
| Issue of shares | | 100,000 | - |
| Balance | 30 June 2020 | 218,399,048 | 572,377 |
| Balance | 30 June 2021 | 218,399,048 | 572,377 |

*Ordinary shares*
Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

*Share buy-back*
There is no current on-market share buy-back.

*Capital risk management*
The Group's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current Company's share price at the time of the investment. The Group is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

The Group is subject to certain financing arrangements covenants and meeting these is given priority in all capital risk management decisions. There have been no events of default on the financing arrangements during the financial year.

The capital risk management policy remains unchanged from the 30 June 2020 Annual Report.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including 'trade and other payables' and 'borrowings' as shown in the statement of financial position) less 'cash and cash equivalents' as shown in the statement of financial position. Total capital is calculated as 'total equity' as shown in the statement of financial position (including non-controlling interest) plus net debt.

## Note 22. Issued capital (continued)

The gearing ratio at the reporting date was as follows:

| | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|
| Current liabilities - trade and other payables (note 14) | 66,284 | 90,327 |
| Current liabilities - borrowings (note 16) | 19,477 | - |
| Non-current liabilities - borrowings (note 16) | 284,845 | 302,642 |
| Total borrowings | 370,606 | 392,969 |
| Current assets - cash and cash equivalents (note 7) | (103,497) | (119,903) |
| Net debt | 267,109 | 273,066 |
| Total equity | 608,106 | 600,292 |
| Total capital | 875,215 | 873,358 |
| Gearing ratio | 31% | 31% |

## Note 23. Reserves

| | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|
| Foreign currency reserve | (8,923) | (966) |
| Hedging reserve - cash flow hedges | (2,118) | (4,389) |
| Options reserve | 2,179 | 1,364 |
| | (8,862) | (3,991) |

*Foreign currency reserve*
The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars. It is also used to recognise gains and losses on hedges of the net investments in foreign operations.

*Hedging reserve - cash flow hedges*
The reserve is used to recognise the effective portion of the gain or loss of cash flow hedge instruments that is determined to be an effective hedge.

*Share-based payments reserve*
The reserve is used to recognise the value of equity benefits provided to employees and directors as part of their remuneration, and other parties as part of their compensation for services.

## Note 23. Reserves (continued)

*Movements in reserves*
Movements in each class of reserve during the current and previous financial year are set out below:

| Consolidated | Share option surplus $'000 | Cash flow hedging $'000 | Foreign currency $'000 | Total $'000 |
|---|---|---|---|---|
| Balance at 1 July 2019 | 943 | (2,643) | - | (1,700) |
| Revaluation - gross | - | (2,494) | (966) | (3,460) |
| Deferred tax | - | 748 | - | 748 |
| Share option expense | 421 | - | - | 421 |
| Balance at 30 June 2020 | 1,364 | (4,389) | (966) | (3,991) |
| Revaluation - gross | - | 3,244 | (7,957) | (4,713) |
| Deferred tax | - | (973) | - | (973) |
| Share option expense | 815 | - | - | 815 |
| Balance at 30 June 2021 | 2,179 | (2,118) | (8,923) | (8,862) |

## Note 24. Retained profits

| | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|
| Retained profits at the beginning of the financial year | 31,906 | 63,558 |
| Profit/(loss) after income tax expense for the year | 37,798 | (13,572) |
| Dividends paid (note 26) | (25,116) | (18,080) |
| Retained profits at the end of the financial year | 44,588 | 31,906 |

## Note 25. Non-controlling interest

The non-controlling interest relates to Torrens Connect Pty Ltd which is a majority owned subsidiary in the consolidated group under accounting standards however operationally is a joint venture entity used to service the Torrens Transit Tram contract in South Australia.

| | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|
| Retained profits | 3 | - |

## Note 26. Dividends

*Dividends*
Dividends paid during the financial year were as follows:

| | Consolidated | |
|---|---|---|
| | **2021** **$'000** | **2020** **$'000** |
| Interim fully franked dividend for the year ended 30 June 2021 paid 31 March 2021 of 7.0 cents (2020: 6.5 cents) per ordinary share | 15,288 | 9,459 |
| Final fully franked dividend for the year ended 30 June 2020 paid 2 October 2020 of 4.5 cents (2019: 8.5 cents) per ordinary share | 9,828 | 8,621 |
| | 25,116 | 18,080 |

*Franking credits*

| | Consolidated | |
|---|---|---|
| | **2021** **$'000** | **2020** **$'000** |
| Franking credits available at the reporting date based on a tax rate of 30% | 35,378 | 44,385 |
| Franking credits available for subsequent financial years based on a tax rate of 30% | 35,378 | 44,385 |

The above amounts represent the balance of the franking account as at the end of the financial year.

## Note 27. Financial instruments

***Financial risk management objectives***
The consolidated entity's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The consolidated entity's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the consolidated entity. The consolidated entity uses derivative financial instruments such as forward foreign exchange contracts to hedge certain risk exposures. Derivatives are exclusively used for hedging purposes, i.e. not as trading or other speculative instruments. The consolidated entity uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks, ageing analysis for credit risk and beta analysis in respect of investment portfolios to determine market risk.

Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the Group and appropriate procedures, controls and risk limits. Finance identifies, evaluates and hedges financial risks within the Group's operating units. Finance reports to the Board on a monthly basis.

***Market risk***

*Foreign currency risk*
The Group undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

In order to protect against exchange rate movements, the consolidated entity has entered into forward foreign exchange contracts. These contracts are hedging highly probable forecasted cash flows for the ensuing financial year. Management has a risk management policy to hedge 100% of purchases and 50% of anticipated foreign currency transactions for the subsequent 6 months.

**Note 27. Financial instruments (continued)**

The carrying amount of the Group's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows:

| Consolidated | Assets 2021 $'000 | Assets 2020 $'000 | Liabilities 2021 $'000 | Liabilities 2020 $'000 |
|---|---|---|---|---|
| US dollars | 14 | 14 | - | - |
| Pound Sterling | 15,647 | 14,484 | 69,015 | 49,300 |
| New Zealand dollars | 16 | 6 | - | - |
| Singapore dollars | 33,583 | 37,882 | 65,289 | 19,260 |
| | 49,260 | 52,386 | 134,304 | 68,560 |

The consolidated entity had net current liabilities denominated in foreign currencies of $12.3m (assets of $52.1m less liabilities of $64.4m) as at 30 June 2021 (2020: $25.5m being assets of $63.7m less liabilities of $89.2m). Based on this exposure, had the Australian dollar weakened by 5%/strengthened by 5% (2020: weakened by 5%/strengthened by 5%) against these foreign currencies with all other variables held constant, the consolidated entity's profit before tax for the year would have been $0.6m lower/$0.6m higher (2020: $1.3m lower/$1.3m higher) and equity would have been $0.4m lower/$0.4m higher (2020: $0.9m lower/$0.9m higher). The percentage change is the expected overall volatility of the significant currencies, which is based on management's assessment of reasonable possible fluctuations taking into consideration movements over the last 6 months each year and the spot rate at each reporting date. The net foreign exchange loss for the year ended 30 June 2021 was loss of ($1.1m) (2020: gain of $1.4m).

*Price risk*
The consolidated entity is not exposed to any significant price risk from fluctuations in fuel price as this is indexed in the bus contracts and passed through to the customer.

*Interest rate risk*
The consolidated entity's main interest rate risk arises from long-term borrowings. Borrowings obtained at variable rates expose the consolidated entity to interest rate risk. Borrowings obtained at fixed rates expose the consolidated entity to fair value interest rate risk. The policy is to maintain approximately 50% of current borrowings at fixed rates using interest rate swaps to achieve this when necessary.

As at the reporting date, the consolidated entity had the following average interest rate borrowings and interest rate swap contracts outstanding:

| Consolidated | 2021 Weighted average interest rate % | 2021 Balance $'000 | 2020 Weighted average interest rate % | 2020 Balance $'000 |
|---|---|---|---|---|
| Commercial bills - floating | 1.53% | 266,000 | 1.83% | 266,000 |
| Vendor financing - fixed | 6.00% | 38,322 | 6.00% | 36,601 |
| Net exposure to cash flow interest rate risk | | 304,322 | | 302,601 |

The consolidated entity has entered into a interest rate swap of $120m (2020: $120m) that effectively hedges approximately 50% (2020: 50%) of the company's exposure to fluctuations in interest rates.

An analysis by remaining contractual maturities is shown in Liquidity Risk management below.

**Note 27. Financial instruments (continued)**

For the consolidated entity the commercial bills outstanding, totalling $266m (2020: $266m) are interest only payment loans. Monthly cash outlays of approximately $0.3m (2020: $0.5m) per month are required to service the interest payments. An official increase in interest rates of 0.5% and decrease of 1.0% (2020: increase 0.5%, decrease 1.0%) basis points would have an adverse effect on profit before tax of $2.2m and positive effect of $4.4m respectively (2020: adverse effect on profit before tax of $1.3m and positive effect of $2.6m). The percentage change is based on the expected volatility of interest rates using market data and analysts forecasts. There are no minimum principal repayments due (2020: nil).

***Credit risk***
Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The Group obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The Group does not hold any collateral.

Customer credit risk is managed by each business unit subject to the Group’s established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on references, industry knowledge, ability to pay and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored with an analysis reported to the Board monthly. Material debtors are largely associated with government agencies and are reviewed by management taking into consideration the associated credit ratings and risk applicable to the relevant country for (international operations) or state within Australia and are generally considered relatively low risk.

Generally, trade and other receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 1 year.

There were no exposures that comprised more than 30% of trade receivables. Collection of this debt is generally not considered doubtful however some small provisions have been made for debts with the indicators of no reasonable recovery, mainly businesses impacted by COVID-19.

*Financial instruments and cash deposits*
Credit risk from balances with banks and financial institutions is managed by the Audit and Risk Committee in accordance with the Group’s policy. Investments of surplus funds are only placed with the Group's major bank.

***Liquidity risk***
Vigilant liquidity risk management requires the Group to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The consolidated entity manages liquidity risk using a liquidity planning tool and by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

The Group’s objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, interchangeable limits, finance leases and hire purchase contracts. The Group’s policy is to ensure that the core funding limits have no less than a 12 month maturity date. The Group assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. Access to sources of funding is sufficiently available and debt maturing within 12 months can be rolled over with existing or alternative lenders.

## Note 27. Financial instruments (continued)

*Financing arrangements*
Unused borrowing facilities at the reporting date:

| | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|
| Facility B1 - revolving credit | 14,000 | 14,000 |
| Facility B2 - revolving credit | 65,000 | 65,000 |
| Facility C - revolving letter of credit | 39,675 | 36,353 |
| | 118,675 | 115,353 |

Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time and have an average maturity of 2.5 years (2020: 3.5 years).

*Remaining contractual maturities*
The following tables detail the Group's remaining contractual maturity for its financial instrument liabilities. Except for leases, the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

| **Consolidated - 2021** | Weighted average interest rate % | 1 year or less $'000 | Between 1 and 5 years $'000 | Over 5 years $'000 | Remaining contractual maturities $'000 |
|---|---|---|---|---|---|
| **Non-derivatives** | | | | | |
| *Non-interest bearing* | | | | | |
| Trade payables | - | 36,201 | - | - | 36,201 |
| Other payables | - | 21,492 | - | - | 21,492 |
| BAS payables | - | 8,591 | - | - | 8,591 |
| Financial guarantee contracts (on demand) | - | 85,825 | - | - | 85,825 |
| Insurance bonds | - | 12,448 | - | - | 12,448 |
| | | | | | |
| *Interest-bearing variable* | | | | | |
| Commercial bills | 1.53% | 4,070 | 276,175 | - | 280,245 |
| | | | | | |
| *Interest-bearing - fixed rate* | | | | | |
| Hire purchase | 2.69% | 3,534 | 10,641 | 13,735 | 27,910 |
| Lease liability | 2.91% | 24,436 | 75,353 | 37,219 | 137,008 |
| Vendor financing | 6.00% | 20,000 | 20,000 | - | 40,000 |
| Total non-derivatives | | 216,597 | 382,169 | 50,954 | 649,720 |
| | | | | | |
| **Derivatives** | | | | | |
| Forward foreign exchange contracts net settled | - | 1,283 | 2,292 | - | 3,575 |
| Fuel price swaps net settled | - | (549) | - | - | (549) |
| Total derivatives | | 734 | 2,292 | - | 3,026 |

**Note 27. Financial instruments (continued)**

| Consolidated - 2020 | Weighted average interest rate % | 1 year or less $'000 | Between 1 and 5 years $'000 | Over 5 years $'000 | Remaining contractual maturities $'000 |
|---|---|---|---|---|---|
| **Non-derivatives** | | | | | |
| *Non-interest bearing* | | | | | |
| Trade payables | - | 32,936 | - | - | 32,936 |
| Other payables | - | 34,004 | - | - | 34,004 |
| BAS payables | - | 13,469 | - | - | 13,469 |
| Financial guarantee contracts (on demand) | - | 91,322 | - | - | 91,322 |
| *Interest-bearing variable* | | | | | |
| Commercial bills | 1.83% | 4,868 | 49,945 | 234,209 | 289,022 |
| *Interest-bearing - fixed rate* | | | | | |
| Lease liability | 2.97% | 30,864 | 38,160 | 36,079 | 105,103 |
| Vendor financing | 6.00% | 2,196 | 38,797 | - | 40,993 |
| Total non-derivatives | | 209,659 | 126,902 | 270,288 | 606,849 |
| **Derivatives** | | | | | |
| Interest rate swaps net settled | - | 1,167 | 4,284 | - | 5,451 |
| Fuel price swaps net settled | - | 739 | 80 | - | 819 |
| Total derivatives | | 1,906 | 4,364 | - | 6,270 |

Details about the financial guarantee contracts are provided in note 16. The amounts disclosed in the above tables are the maximum amounts allocated to the earliest period in which the guarantee could be called upon. The Group does not expect these payments to eventuate.

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

***Fair value of financial instruments***
Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

*Valuation techniques for fair value measurements categorised within level 2*
Derivative financial instruments have been valued using quoted market rates. This valuation technique maximises the use of observable market data where it is available and relies as little as possible on entity specific estimates.

The interest rate swap is categorised as a level 2 within the fair value hierarchy with the fair value determined using a present value valuation technique based on market inputs (including interest rates) which are actively traded and quoted through the Australian banking system.

The fuel forward contract is categorised as a level 2 within the fair value hierarchy with the fair value determined using a present value valuation technique based on market inputs (including commodity swap pricing) which are actively traded and quoted through the Australian banking system. The two product types we have under the fuel forward contract are PLATTS Sing Gas Oil 10ppm and ICE Gas Oil.

## Note 27. Financial instruments (continued)

The fair values of financial assets and liabilities, together with their carrying amounts in the statement of financial position, for the Group are as follows:

| Consolidated | 2021 Carrying amount $'000 | 2021 Fair value $'000 | 2020 Carrying amount $'000 | 2020 Fair value $'000 |
|---|---|---|---|---|
| *Assets* | | | | |
| Cash on hand | 476 | 476 | 469 | 469 |
| Cash at bank | 66,386 | 66,386 | 77,645 | 77,645 |
| Cash on deposit | 36,135 | 36,135 | 41,789 | 41,789 |
| Trade receivables | 73,226 | 73,226 | 62,682 | 62,682 |
| Other receivables | 19,172 | 19,172 | 19,781 | 19,781 |
| | 195,395 | 195,395 | 202,366 | 202,366 |
| *Liabilities* | | | | |
| Trade payables | 36,201 | 36,201 | 32,936 | 32,936 |
| Other payables | 21,492 | 21,492 | 34,004 | 34,004 |
| BAS payable | 8,591 | 8,591 | 13,469 | 13,469 |
| Commercial bills | 266,000 | 266,000 | 266,000 | 266,000 |
| Lease liability | 160,313 | 160,313 | 104,383 | 104,383 |
| Cash flow hedges | 3,026 | 3,026 | 6,270 | 6,270 |
| Vendor financing | 38,322 | 38,322 | 36,601 | 36,601 |
| | 533,945 | 533,945 | 493,663 | 493,663 |

The fair value of the financial assets and liabilities is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Management assessed that cash and short-term deposits, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

## Note 28. Key management personnel disclosures

*Directors*
The following persons were directors of SeaLink Travel Group Limited during the financial year:

Non-executive directors

| | | |
|---|---|---|
| J Ellison | Chair | Appointed Chair 1 July 2020 |
| T Dodd | Non-Executive Director | |
| C Smerdon | Non-Executive Director | |
| A Staines | Non-Executive Director | |
| F Hele | Non-Executive Director | |
| N Smith | Non-Executive Director | |
| L Hockridge | Non-Executive Director | Appointed 1 July 2020 |

## Note 28. Key management personnel disclosures (continued)

*Other key management personnel*
The following person also had the authority and responsibility for planning, directing and controlling the major activities of the Group, directly or indirectly, during the financial year:

CEO and Senior executives

| | | |
|---|---|---|
| C Feuerherdt | Group Chief Executive Officer | |
| A Muir | Chief Financial Officer & Joint SeaLink Secretary | |
| G Legh | Chief Development Officer | |
| C Beaumont | Chief Operating Officer - International | |
| W Toh | Managing Director - Singapore | |
| D Gauci | Chief Operating Officer - Marine & Tourism | |
| G Balkin | Chief Operating Officer - Australian Bus | Appointed 1 September 2020 |
| R Carpenter | Chief People and Culture Officer | Appointed 12 April 2021 |

*Compensation*
The aggregate compensation made to directors and other members of key management personnel of the Group is set out below:

| | Consolidated | |
|---|---|---|
| | **2021 $'000** | **2020 $'000** |
| Short-term employee benefits | 6,388 | 4,426 |
| Long-term benefits | 98 | 160 |
| Share-based payments | 732 | 375 |
| | 7,218 | 4,961 |

## Note 29. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by Ernst & Young, the auditor of the Company, and unrelated firms:

| | Consolidated | |
|---|---|---|
| | **2021 $'000** | **2020 $'000** |
| *Audit services - Ernst & Young* | | |
| Audit or review of the financial statements | 645 | 545 |
| *Audit services - unrelated firms* | | |
| Audit or review of the financial statements | 231 | 183 |
| *Other services - unrelated firms* | | |
| Other | 181 | 116 |
| | 412 | 299 |

## Note 30. Commitments

| | Consolidated | |
|---|---|---|
| | 2021 | 2020 |
| | $'000 | $'000 |
| *Capital commitments* | | |
| Committed at the reporting date but not recognised as liabilities, payable: | | |
| Vessels | 22,051 | 9,844 |
| Buses and motor vehicles | 2,501 | 59,989 |
| Other | 1,445 | 3,225 |

## Note 31. Related party transactions

*Parent entity*
SeaLink Travel Group Limited is the parent entity.

*Subsidiaries*
Interests in subsidiaries are set out in note 34.

*Key management personnel*
Disclosures relating to key management personnel are set out in note 28 and the remuneration report included in the directors' report.

*Transactions with related parties*
The following transactions occurred with related parties at arms length prices:

| | Consolidated | |
|---|---|---|
| | 2021 | 2020 |
| | $ | $ |
| Payment for goods and services: | | |
| Vectra Corporation Limited (associated with Mr C Smerdon) -Software licensing in relation to cyber security products. | - | 21,235 |
| Pacific Marine (associated with Mr T Dodd) - Provision of marine piling services. | 3,133 | 19,074 |
| ST Property Trust, ST Property Trust No. 2, Newton No. 2 Trust and Bridj Pty Ltd (associated with Mr N Smith) - | | |
| Rental for bus depots operated by Transit Systems Group in Australia and "on demand" software licencing costs. (2020 represents 5.5 month period post acquisition of TSG) | 2,845,187 | 1,671,649 |

*Receivable from and payable to related parties*
There were no trade receivables from or trade payables to related parties at the current and previous reporting date.

*Loans to/from related parties*
There were no loans to or from related parties at the current and previous reporting date.

*Terms and conditions*
All transactions were made on normal commercial terms and conditions and at market rates.

## Note 32. Parent entity information

Set out below is the supplementary information about the parent entity.

*Statement of profit or loss and other comprehensive income*

| | Parent | |
|---|---|---|
| | **2021** **$'000** | **2020** **$'000** |
| Profit after income tax | 11,690 | 18,081 |
| Total comprehensive income/(loss) | 11,690 | 18,081 |

*Statement of financial position*

| | Parent | |
|---|---|---|
| | **2021** **$'000** | **2020** **$'000** |
| Total current assets | 1,372 | - |
| Total assets | 785,308 | 739,937 |
| Total current liabilities | 18,366 | 17,216 |
| Total liabilities | 208,423 | 151,928 |
| Equity | | |
| Issued capital | 572,378 | 572,378 |
| Options reserve | 2,179 | 1,364 |
| Retained profits | 2,328 | 14,267 |
| Total equity | 576,885 | 588,009 |

The have been some reclassifications of prior year balances in the parent entity note to ensure comparability with current year.

*Guarantees entered into by the parent entity in relation to the debts of its subsidiaries*
The parent has entered into various cross-guarantees with it's subsidiaries to support borrowings across the Group. Refer note 36 for further details.

*Contingent liabilities*
The parent entity had no contingent liabilities as at 30 June 2021. [2020:Nil]

*Capital commitments - Property, plant and equipment*
The parent entity had no capital commitments for property, plant and equipment as at 30 June 2021. [2020:Nil]

*Significant accounting policies*
The accounting policies of the parent entity are consistent with those of the Group, as disclosed in note 1, except for the following:
- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Investments in associates are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

## Note 33. Business combinations

*Acquisition of Transit Systems Group*
On 16 January 2020, the Group acquired 100% of the voting shares of Transit Systems Pty Ltd, Tower Transit Group Ltd and their broader group of entities (including trusts) (“the Transit Systems Group”), a passenger transport group operating in the bus segment in exchange for cash consideration and SeaLink ordinary shares.

Finalisation of the purchase price accounting was completed in the 12-month measurement period, resulting in changes to the provisional fair values presented in the 30 June 2020 annual report. There was a net decrease of $7.6m to goodwill as a result of a change to the fair value adjustments to Right-of-use assets of the UK business, a change to pre-acquisition retained profits and reclassification of borrowings related to the international group and an adjustment to deferred tax on acquisition for both the Australian consolidated tax group and the UK operations.

In addition to the changes impacting goodwill $12.3m was reclassified from Property, plant and equipment to Right-use-assets and the Deferred tax asset of $36.7m was netted off against Deferred tax liabilities to align with group accounting policies.

| | Goodwill $'000 |
|---|---|
| **Provisional balance of goodwill on acquisition as at 30 June 2020** | **433,413** |
| Less adjustment to net borrowings, deferred tax and decrease in ROU asset related to UK Group | (3,908) |
| Less adjustments to Region 6 net reimbursements due | (1,940) |
| Less net group deferred tax adjustment and additional consideration | (1,745) |
| **Adjusted balance of goodwill on acquisition as at 30 June 2020** | **425,820** |

**Note 33. Business combinations (continued)**

Details of the TSG acquisition are as follows:

| | Fair value $'000 |
|---|---|
| Cash and cash equivalents | 13,390 |
| Trade receivables | 97,709 |
| Inventories | 10,207 |
| Prepayments | 9,873 |
| Property, plant & equipment | 166,704 |
| Right-of-use assets | 152,742 |
| Intangible assets (excl Goodwill) | 143,352 |
| Trade payables | (86,352) |
| Provision for income tax | (15,658) |
| Deferred tax liability | (15,360) |
| Employee benefits | (65,650) |
| Provisions | (10,221) |
| Interest bearing loans and borrowings | (178,236) |
| Lease liability | (123,651) |
| Net assets acquired | 98,849 |
| Goodwill | 425,820 |
| Acquisition-date fair value of the total consideration transferred | 524,669 |
| Representing: | |
| Cash paid or payable to vendor | 134,597 |
| SeaLink Travel Group Limited shares issued to vendor | 329,372 |
| Deferred cash consideration | 34,300 |
| Deferred consideration | 26,400 |
| | 524,669 |
| Acquisition costs expensed to profit or loss | 17,510 |
| Cash used to acquire business, net of cash acquired: | |
| Acquisition-date fair value of the total consideration transferred | 524,669 |
| Less: payments to be made in future periods | (60,700) |
| Less: shares issued by company as part of consideration | (329,372) |
| Net cash used | 134,597 |

The amounts disclosed above are final.

## Note 34. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1:

| Name | Principal place of business / Country of incorporation | Ownership interest 2021 % | Ownership interest 2020 % |
|---|---|---|---|
| Australia Inbound Pty Ltd | Australia | 100.00% | 100.00% |
| Avonward Pty Ltd | Australia | 100.00% | 100.00% |
| Big Red Cat Pty Ltd | Australia | 100.00% | 100.00% |
| BITS Assets Pty Ltd | Australia | 100.00% | 100.00% |
| BITS Ferry Services Pty Ltd | Australia | 100.00% | 100.00% |
| Captain Cook Cruises Pty Ltd | Australia | 100.00% | 100.00% |
| Curtis Island Assets Pty Ltd | Australia | 100.00% | 100.00% |
| Curtis Island Services Pty Ltd | Australia | 100.00% | 100.00% |
| Kangaroo Island Adventure Tours Pty Ltd | Australia | 100.00% | 100.00% |
| Kangaroo Island Odysseys Pty Ltd | Australia | 100.00% | 100.00% |
| Kangaroo Island SeaLink Pty Ltd | Australia | 100.00% | 100.00% |
| KBRV Resort Operations Pty Ltd | Australia | 100.00% | 100.00% |
| KBRV Services Pty Ltd | Australia | 100.00% | 100.00% |
| Magnetic Island Cruise Corporation Pty Ltd | Australia | 100.00% | 100.00% |
| Pacific Transit Pty Ltd | New Zealand | 100.00% | 100.00% |
| PDW Pty Ltd | Australia | 100.00% | 100.00% |
| RiverCity Ferries Pty Ltd | Australia | 100.00% | 100.00% |
| Sea Stradbroke Services Pty Ltd | Australia | 100.00% | 100.00% |
| SeaLink Ferries Pty Ltd | Australia | 100.00% | 100.00% |
| SeaLink Fraser Island Pty Ltd | Australia | 100.00% | 100.00% |
| SeaLink KI Ferries Pty Ltd | Australia | 100.00% | 100.00% |
| SeaLink Marina Pty Ltd | Australia | 100.00% | 100.00% |
| SeaLink Northern Territory Pty Ltd | Australia | 100.00% | 100.00% |
| SeaLink Queensland Pty Ltd | Australia | 100.00% | 100.00% |
| SeaLink Tasmania Pty Ltd | Australia | 100.00% | 100.00% |
| SeaLink Vessels Pty Ltd | Australia | 100.00% | 100.00% |
| Sita Coaches Pty Ltd | Australia | 100.00% | 100.00% |
| Sita Tours Pty Ltd | Australia | 100.00% | 100.00% |
| STG Properties Pty Ltd | Australia | 100.00% | 100.00% |
| Stradbroke Assets Pty Ltd | Australia | 100.00% | 100.00% |
| Stradbroke Ferries Pty Ltd | Australia | 100.00% | 100.00% |
| Sunferries Travel Pty Ltd | Australia | 100.00% | 100.00% |
| Swan Transit Canning Pty Ltd | Australia | 100.00% | 100.00% |
| Swan Transit Group Pty Ltd | Australia | 100.00% | 100.00% |
| Swan Transit Kalamunda Pty Ltd | Australia | 100.00% | 100.00% |
| Swan Transit Marmion Pty Ltd | Australia | 100.00% | 100.00% |
| Swan Transit Midland Pty Ltd | Australia | 100.00% | 100.00% |
| Swan Transit Pty Ltd | Australia | 100.00% | 100.00% |
| Swan Transit Services (South West) Pty Ltd | Australia | 100.00% | 100.00% |
| Swan Transit Services (South) Pty Ltd | Australia | 100.00% | 100.00% |
| Swan Transit Services Pty Ltd | Australia | 100.00% | 100.00% |
| Swan Transit South West Pty Ltd | Australia | 100.00% | 100.00% |
| Swan Transit Southern River Pty Ltd | Australia | 100.00% | 100.00% |
| Swan Transit Trust | Australia | 100.00% | 100.00% |
| Territory Transit Holdings Pty Ltd | Australia | 100.00% | 100.00% |
| Territory Transit Pty Ltd | Australia | 100.00% | 100.00% |
| The Living Classroom Pty Ltd | Australia | 100.00% | 100.00% |
| The Port Jackson & Manly Steamship Company Pty Ltd | Australia | 100.00% | 100.00% |
| The South Australian Travel Company Pty Ltd | Australia | 100.00% | 100.00% |
| Torrens Connect Pty Ltd* | Australia | 55.00% | 55.00% |
| Torrens Transit Group Pty Ltd | Australia | 100.00% | 100.00% |

## Note 34. Interests in subsidiaries (continued)

| Name | Principal place of business / Country of incorporation | Ownership interest 2021 % | 2020 % |
|---|---|---|---|
| Torrens Transit Pty Ltd | Australia | 100.00% | 100.00% |
| Torrens Transit Services (North) Pty Ltd | Australia | 100.00% | 100.00% |
| Torrens Transit Services Pty Ltd | Australia | 100.00% | 100.00% |
| Torrens Transit Trust | Australia | 100.00% | 100.00% |
| Tower Transit Asset Holdings Ltd | United Kingdom | 100.00% | 100.00% |
| Tower Transit Europe Pty Ltd | Australia | 100.00% | 100.00% |
| Tower Transit Group Ltd | United Kingdom | 100.00% | 100.00% |
| Tower Transit Holdings USA Inc. | United States of America | 100.00% | 100.00% |
| Tower Transit Ltd | United Kingdom | 100.00% | 100.00% |
| Tower Transit Operations Ltd | United Kingdom | 100.00% | 100.00% |
| Tower Transit Property Holdings Ltd | United Kingdom | 100.00% | 100.00% |
| Tower Transit Singapore Pte Ltd | Singapore | 100.00% | 100.00% |
| Tower Transit Training Singapore Pty Ltd | Australia | 100.00% | 100.00% |
| Transit (NSW) Group Pty Ltd | Australia | 100.00% | 100.00% |
| Transit (NSW) Liverpool Pty Ltd | Australia | 100.00% | 100.00% |
| Transit (NSW) Services Pty Ltd | Australia | 100.00% | 100.00% |
| Transit (NSW) Trust | Australia | 100.00% | 100.00% |
| Transit Systems (Victoria) Pty Ltd | Australia | 100.00% | 100.00% |
| Transit Systems MBF Pty Ltd | Australia | 100.00% | - |
| Transit Systems Melbourne Pty Ltd | Australia | 100.00% | - |
| Transit Systems NSW Pty Ltd | Australia | 100.00% | 100.00% |
| Transit Systems Pty Ltd | Australia | 100.00% | 100.00% |
| Transit Systems WA Pty Ltd | Australia | 100.00% | 100.00% |
| Transit Systems West Pty Ltd | Australia | 100.00% | 100.00% |
| Transit Systems West Services Pty Ltd | Australia | 100.00% | 100.00% |
| TravelLink Pty Ltd | Australia | 100.00% | 100.00% |
| TravelLink Technology Pty Ltd | Australia | 100.00% | 100.00% |
| TSA Ferry Group Pty Ltd | Australia | 100.00% | 100.00% |
| Vivonne Bay Outdoor Education Centre Pty Ltd | Australia | 100.00% | 100.00% |
| Vyscot Pty Ltd | Australia | 100.00% | 100.00% |

Torrens Connect Pty Ltd is a subsidiary member of the consolidated group for accounting purposes but operationally functions as a joint venture. Refer note 25.

## Note 35. Interests in joint ventures

SeaLink has a 50% non controlling interest in International Travel Technology Pty Ltd which was not trading at 30 June 2021.

## Note 36. Deed of cross guarantee

The parent has entered into various cross-guarantees with its subsidiaries to support borrowings across the Group. Pursuant to ASIC Corporations (Wholly-owned Companies) Instrument 2016/785, SeaLink Travel Group Limited and the following subsidiaries have entered into a Deed of Cross Guarantee on 3 June 2019: Kangaroo Island SeaLink Pty Ltd, Captain Cook Cruises Pty Ltd, SeaLink Queensland Pty Ltd, Curtis Island Assets Pty Ltd, Curtis Island Services Pty Ltd, TSA Ferry Group Pty Ltd, Stradbroke Ferries Pty Ltd, Stradbroke Assets Pty Ltd, Sealink Ferries Pty Ltd, KBRV Resort Operations Pty Ltd and SeaLink Fraser Island Pty Ltd.

On 9 June 2020 the following subsidiaries entered into a deed of assumption and also became parties to that Deed of Cross Guarantee: Transit Systems (Victoria) Pty Ltd (formerly Sita Bus Lines Pty Ltd), Sita Coaches Pty Ltd, Transit Systems Pty Ltd, Swan Transit Pty Ltd, Swan Transit Services Pty Ltd, Torrens Transit Pty Ltd, Torrens Transit Services Pty Ltd, Transit (NSW) Services Pty Ltd, Transit Systems West Pty Ltd, Transit Systems West Services Pty Ltd, Sita Tours Pty Ltd, Swan Transit Group Pty Ltd and Transit (NSW) Group Pty Ltd.

## Note 36. Deed of cross guarantee (continued)

On 25 June 2021, the following subsidiary entered into a deed of assumption and also became party to that Deed of Cross Guarantee: Transit NSW (Liverpool) Pty Ltd.

The effect of the deed is that SeaLink Travel Group Limited has guaranteed to pay any deficiency in the event of winding up any controlled entity or if they do not meet their obligations under the terms of overdrafts, loans, leases or other liabilities subject to the guarantee. The controlled entities have also given a similar guarantee in the event SeaLink Travel Group Limited is wound up or it does not meet its obligations under the terms of the overdrafts, loans, leases or other liabilities subject to the guarantee.

In reliance on ASIC Corporations (Audit Relief) Instrument 2016/784, subsidiary companies in the closed group (as described above) that are also large proprietary companies have complied with the terms of that instrument and relied on it for relief from individual auditing requirements for those companies as separate entities.

The statement of profit or loss and other comprehensive income and statement of financial position are substantially the same as the Group and therefore have not been separately disclosed.

## Note 37. Events after the reporting period

On 5 May 2021, SeaLink announced it had entered into a binding agreement (subject to conditions precedent) to acquire Western Australia based Go West Tours ('Go West') for an enterprise value of $84.7m, plus an earn out component of up to $25m. In addition, SeaLink purchased strategic property assets comprising three depots for $3.8m (together the 'Acquisition').

Subsequent to balance date, SeaLink obtained control of Go West with cash settlement occurring on 1 July 2021. This cash settlement was funded from a combination of existing cash reserves and a drawdown of undrawn senior debt facilities. During the period, $2.9m of one off transaction related costs were expensed. Some additional transaction costs relating to stamp duty, advisor fees and financing costs were incurred on settlement and will be reflected in the full year accounts for FY22.

Go West is one of the largest specialist bus operators servicing the WA resources sector and provides a platform for growth into the attractive resources transportation market, complementing and enhancing SeaLink's established Australian bus operations.

Given the timing of the Acquisition, it has been impractical to complete the initial accounting for the business combination. As such SeaLink cannot make disclosures relating to the fair value of assets and liabilities acquired and the contribution of any intangible assets including goodwill. As the acquisition date is after 30 June 2021, there has not been any contribution of revenue or profit of Go West recorded for the period.

From July 2021, persistent border and travel restrictions have been in place in Australia. This is affecting the most populated parts of the country. Until such time as travel restrictions are eased, it is likely that suppressed travel demand for some Marine & Tourism product will be experienced in some businesses.

Apart from the dividend declared as disclosed in the Directors Report, no other matter or circumstance has arisen since 30 June 2021 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

## Note 38. Reconciliation of profit/(loss) after income tax to net cash from operating activities

| | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|
| Profit/(loss) after income tax expense for the year | 37,801 | (13,572) |
| Adjustments for: | | |
| Depreciation and amortisation | 94,357 | 60,434 |
| Impairment | 3,799 | 10,797 |
| Share-based payments | 815 | 421 |
| Write off of assets | 35 | - |
| Net gain on disposal of non-current assets | (263) | (9) |
| Other revenue - non-cash | - | (1,395) |
| Finance costs - non-cash | 203 | - |
| Foreign currency differences | (215) | (966) |
| Change in operating assets and liabilities: | | |
| Decrease/(increase) in trade and other receivables | (1,421) | 19,087 |
| Decrease/(increase) in inventories | (427) | 1,247 |
| Decrease in income tax refund due | - | 5,684 |
| Decrease in deferred tax assets | - | 213 |
| Decrease/(increase) in prepayments | (1,379) | 3,312 |
| Decrease/(increase) in other operating assets | (2,762) | 489 |
| Increase/(decrease) in trade and other payables | (40,369) | 792 |
| Increase in contract liabilities | 5,583 | 321 |
| Increase/(decrease) in derivative liabilities | (1) | 1 |
| Increase/(decrease) in provision for income tax | (5,376) | 15,833 |
| Decrease in deferred tax liabilities | (7,616) | (7,819) |
| Increase in employee benefits | 17,019 | 4,209 |
| Increase/(decrease) in other provisions | (914) | 27,073 |
| Increase/(decrease) in other operating liabilities | 12,985 | (36,093) |
| Net cash from operating activities | 111,854 | 90,059 |

## Note 39. Earnings per share

| | Consolidated 2021 $'000 | Consolidated 2020 $'000 |
|---|---|---|
| Profit/(loss) after income tax | 37,801 | (13,572) |
| Non-controlling interest | (3) | - |
| Profit/(loss) after income tax attributable to the owners of SeaLink Travel Group Limited | 37,798 | (13,572) |

| | Number | Number |
|---|---|---|
| Weighted average number of ordinary shares used in calculating basic earnings per share | 218,399,048 | 165,498,000 |
| Adjustments for calculation of diluted earnings per share: | | |
| Options over ordinary shares | - | 32,000 |
| Performance rights | 430,345 | 24,000 |
| Weighted average number of ordinary shares used in calculating diluted earnings per share | 218,829,393 | 165,554,000 |

**Note 39. Earnings per share (continued)**

| | Cents | Cents |
|---|---|---|
| Basic earnings per share | 17.3 | (8.2) |
| Diluted earnings per share | 17.3 | (8.2) |

**Note 40. Share-based payments**

| | Consolidated | |
|---|---|---|
| | 2021<br>$'000 | 2020<br>$'000 |
| **Recognised share-based payment expenses** | | |
| Expense arising from options issued in 2017 | - | 47 |
| Expense arising from performance rights issued in 2020 | 375 | 421 |
| Expense arising from performance rights issued in 2021 | 440 | - |
| | 815 | 468 |

**Types of share option plans**

*Employee Share Option Plan "ESOP"*
Share options are generally granted to senior executives with more than 12 months service. The ESOP is designed to align participants interests with those of shareholders. When a participant ceases employment prior to the vesting of their share options, the share options are forfeited.

*Employee Performance Rights "EPRP"*
Performance rights are generally granted to senior executives with more than 12 months service. The EPRP is designed to align participants interests with those of shareholders. When a participant ceases employment prior to the vesting of their performance rights or where the performance hurdle is not met, the performance rights lapse. Should all conditions be met, one ordinary share is issued for each performance right at no consideration. The performance hurdle for the 2016 and 2017 issue is measured against a minimum share price quoted on the ASX. This future price hurdle targets a 10% compound growth rate from the share price at the date of issue of the performance rights.

For the 2020 and 2021 EPRP issue there are two tranches of Performance Rights with the following weighting:
a. 50% for earnings per share growth (Tranche 1).
b. 50% for Total Shareholder Return (TSR) measured against companies in the ASX 300 (Tranche 2).

For the 2020 and 2021 Performance Rights to vest in total, SeaLink must achieve the following conditions:

Tranche 1 - a target compound annual growth rate (CAGR) of earnings per share (EPS) of 10% for the three-year measurement period, commencing 1 July 2019 (2020 issue) and 1 July 2020 (2021 issue). A threshold CAGR over that three-year period of 10% will result in 50% of the Performance Rights vesting, with pro rata vesting for achievement for between 10% and 12% of CAGR for the three-year measurement period.

Tranche 2 - an Annualised Indexed TSR measured against the ASX300 Accumulation Index for the three-year measurement period, commencing 1 July 2019 (2020 issue) and 1 July 2020 (2021 issue). A threshold annualised TSR over that three year period meeting the Index will result in 50% of the Performance Rights vesting, with pro rata vesting of the remaining remainder of the tranche for achievement up to 10% above the Index TSR for the three-year measurement period.

The amount recognised as an expense is only adjusted when performance rights do not vest due to non-market-related conditions.

The fair value of the performance rights granted is estimated at the date of grant using a custom binomial lattice pricing model, taking into account terms and conditions upon which the performance rights were granted.

## Note 40. Share-based payments (continued)

| Effective date issued | 2020 Issue | 2021 Issue |
|---|---|---|
| Number of Performance Rights issued | 299,130 | 250,940 |
| Minimum hurdle share price | Nil | Nil |
| Dividend yield | 3.30% | 2.45% |
| Expected volatility (as per valuation) | 40.0% | 40.0% |
| Risk free interest rate | 0.30% | 0.1% |
| Expected life (years) | 2.0 | 2.5 |
| Valuation per performance right (Tranche 1) | \$3.303 | \$4.351 |
| Valuation per performance right (Tranche 2) | \$4.227 | \$6.153 |

Set out below are summaries of options granted under the plan:

| | Number of options 2021 | Weighted average exercise price 2021 | Number of options 2020 | Weighted average exercise price 2020 |
|---|---|---|---|---|
| Outstanding at the beginning of the financial year | - | \$0.00 | 100 | \$1.67 |
| Exercised | - | \$0.00 | (100) | \$0.00 |
| Outstanding at the end of the financial year | - | \$0.00 | - | \$0.00 |

Nil ordinary shares were issued during the year as a result of conversion of share options (2020: 100,000).

| Performance rights | Number (000's) 2021 | Weighted average exercise price | Number (000's) 2020 | Weighted average exercise price |
|---|---|---|---|---|
| Outstanding at the beginning of the year | 299 | n/a | 190 | n/a |
| Granted (under the Employee Performance Rights Plan) | 251 | \$Nil | 299 | \$Nil |
| Forfeited | - | \$Nil | (190) | \$Nil |
| Exercised | - | n/a | - | n/a |
| | 550 | | 299 | |

**SeaLink Travel Group Limited**
**Directors' declaration**
**30 June 2021**

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;

- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2021 and of its performance for the financial year ended on that date;

- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and

- at the date of this declaration, there are reasonable grounds to believe that the members of the Extended Closed Group will be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee described in note 36 to the financial statements.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors

Jeffrey R Ellison
Chair

25 August 2021

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# Independent Auditor's Report to the Members of SeaLink Travel GroupLimited

## Report on the Audit of the Financial Report

### Opinion

We have audited the financial report of SeaLink Travel Group Limited (the Company) and its subsidiaries (collectively the Group), which comprises the consolidated statement of financial position as at 30 June 2021, the consolidated statement of profit and loss, the consolidated statement of other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

a) giving a true and fair view of the consolidated financial position of the Group as at 30 June 2021 and of its consolidated financial performance for the year ended on that date; and

b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

### Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of materialmisstatement of the financial report. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial report.

Impairment of Intangible Assets

| *Why significant* | **How our audit addressed the key audit matter** |
|---|---|
| The Group carries a significant amount of goodwill and other intangible assets.<br><br>As stated in Note 13 to the financial statements, the carrying value of goodwill and other intangible assets are tested annually for impairment. The Group performed its annual impairment test and determined the recoverable amount on a value in use basis, of its individual cash generating units (CGUs) to which the goodwill was allocated. The Group's impairment assessment resulted in an impairment charge against goodwill of $3.8m in relation to the Captain Cook WA and KI Odysseys CGUs.<br><br>Goodwill impairment was considered a key audit matter because the assessment process required significant estimates, judgements, and assumptions. The Group makes assumptions in respect of future market and economic conditions such as economic growth, expected inflation rates, demographic developments, revenue and margin development. Key assumptions relating to the impairment test are disclosed in Note 13 to the financial statements.<br><br>At 30 June 2021 the Group's performance, the tourism industry and the economy as a whole continued to be impacted by the restrictions and economic uncertainty resulting from the COVID-19 pandemic, with significant impact to date and unpredictable impact on the tourism industry going forward.<br><br>Significant assumptions used in the impairment testing referred to above, such as the continuing impact of COVID-19 on the tourism industry are inherently subjective and in times of economic uncertainty the degree of subjectivity is higher than it might otherwise be. Changes in certain assumptions can lead to significant changes in the recoverable amount of these assets.<br><br>In this situation the disclosures in the financial report provide particularly important information about the assumptions made in the impairment testing and the market conditions at 30 June 2021. As a result, we consider the impairment testing of goodwill and other intangible assets and the related disclosures in the financial report to be particularly significant to our audit. For the same reasons we consider it important that attention is drawn to the information in Note 13 to the financial statements. | Our audit procedures included the following:<br>We considered the relationship between market capitalisation and net assets of the Group.<br>We agreed the projected cash flows for FY2022 used in the impairment model to Board approved budgets.<br>We tested the mathematical accuracy of the cash flow models.<br>We evaluated the Group's key assumptions, analysed the extent to which the outcome of the impairment test was sensitive to changes in key assumptions and assessed the historical accuracy of the Group's budgeting process.<br>We involved our valuation specialists to assess the discount rate, growth rates and terminal values used in the model for the identified higher risk CGUs. This included an assessment of the assumptions regarding recovery from COVID-19.<br>We considered multiple sensitivities in relation to the forecasts and key estimates and assumptions for the higher risk CGUs, including possible changes in revenues due to impacts from the COVID-19 pandemic on tourism, future growth rates, discountrates and assumptions regarding budget accuracy.<br>We compared the recoverable amount calculated within the value in use models to the carrying value recorded at 30 June 2021 and agreed the calculated impairment expense of $3.8m to the financial statements.<br>We assessed the adequacy of the disclosures in Note 13 to the financial statements. |

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## Information Other than the Financial Report and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the information included in the Company's 2021 Annual Report other than the financial report and our auditor's report thereon. We obtained the Directors' Report that is to be included in the Annual Report, prior to the date of this auditor's report, and we expect to obtain the remaining sections of the Annual Report after the date of this auditor's report.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

In connection with our audit of the financial report, our responsibility is to read the other information and,in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

## Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgment and maintain professional scepticism throughout the audit.

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We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or theoverride of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated to the directors, we determine those matters that were of most significance in the audit of the financial report of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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# Report on the Audit of the Remuneration Report

## Opinion on the Remuneration Report

We have audited the Remuneration Report included in the Directors' Report for the year ended 30 June 2021.

In our opinion, the Remuneration Report of SeaLink Travel Group Limited for the year ended 30 June 2021, complies with section 300A of the *Corporations Act 2001*.

## Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express anopinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Ernst + Young

Ernst & Young

David Sanders
Partner

Adelaide
25 August 2021