

15 October 2018

**UNMARKETABLE PARCEL SALE FACILITY (UPSF)**

Dear Shareholder,

**This is an important letter concerning your shareholding in Clean Seas Seafood Limited.**

I am writing on behalf of the Board of Directors to advise you that Clean Seas Seafood Limited (CSS) is putting in place a share sale facility for holders whose shares have a total value of less than \$500 (unmarketable parcel) as at 9 October 2018, the Record Date.

CSS is offering this facility to assist holders of unmarketable parcels of shares to sell them at market value without brokerage costs or handling costs which could otherwise make the sale uneconomic or impractical. By facilitating the sale of Unmarketable Parcels, CSS will significantly reduce the costs associated with maintaining a large number of small holdings. In particular, CSS expects to reduce registry costs and the substantial costs associated with printing and mailing documentation to Shareholders.

Shareholders with Unmarketable Parcels are not obliged to sell their shares. However, they will need to opt out of the facility or their shares will be automatically sold for them.

**Unless you advise the CSS Share Registry by 5.00pm (AEDT) on Wednesday 28 November 2018 that you want to retain your shares, your shares will be sold and you will be sent the sale proceeds.**

The share sale facility is being operated in accordance with rule 149 of the Company's Constitution and the Australian Securities Exchange (ASX) Listing Rule 15.13.

**If you want to sell your shares under the facility - you need take no further action.**

Your shares will be sold on your behalf by CSS after 28 November 2018. You will not need to appoint a broker or pay the brokerage and handling costs associated with the sale of shares under the facility. Any tax consequences from the sale of your shares will be your responsibility.

**If you want to retain your shares - you must complete and return the enclosed Share Retention Form to Boardroom Pty Limited by 5.00pm (AEDT) on Wednesday 28 November 2018. The completed form can be delivered, mailed, emailed or faxed to Boardroom Pty Limited and full details for each method are provided on the Share Retention Form.**

If you do not return the Share Retention Form by the Closing Date, your shares will be sold.

If on the Closing Date the value of your shares has increased to more than \$500 (due to an increase in the Company's share price or the number of shares you hold), your shares will not be sold.

If you wish to increase your shareholding to a marketable parcel, you should contact your broker.

If you have a number of holdings which you wish to consolidate to comprise a marketable parcel, please contact the Registry on 1300 737 760 (within Australia) or 61 2 9290 9600 (outside Australia).

For further clarification, please refer to the additional information on the reverse of this letter or contact the Registry on 1300 737 760 (within Australia) or 61 2 9290 9600 (outside Australia).

**If you are in any doubt, or if you require information regarding possible taxation implications from participation in the facility, please consult your legal, financial or taxation adviser.**

Yours sincerely



**Terry O'Brien**  
Chairman

## **TERMS AND CONDITIONS OF UNMARKETABLE PARCEL SALE FACILITY (UPSF)**

These terms and conditions and the accompanying 'Share Retention Form' set out the terms and conditions by which the Unmarketable Parcel Sale Facility (UPSF) will operate.

### **1. WHAT IS THE UNMARKETABLE PARCEL SALE FACILITY?**

The Unmarketable Parcel Sale Facility (UPSF) allows CSS to sell shares on behalf of Shareholders who hold less than a marketable parcel (that is, less than A\$500 worth of CSS ordinary shares) on a particular date ("Unmarketable Parcel").

An UPSF can be implemented by listed companies in response to the disproportionately high registry and administrative costs incurred by the company from maintaining Unmarketable Parcels on its Shareholder register.

### **2. DOES CSS HAVE THE RIGHT TO SELL CSS SHARES?**

Yes, CSS is entitled under rule 149 of its Constitution and Australian Securities Exchange Listing Rule 15.13 to sell Unmarketable Parcels, unless the Shareholder elects to retain their shares.

Proceeds from the sale must be remitted to the Shareholder.

### **3. WHAT IF I DON'T WANT MY CSS SHARES TO BE SOLD?**

If you wish to retain your CSS shares, you **MUST** complete the 'Share Retention Form' and return it so that it is received by CSS's registry no later than 5.00pm (Sydney time) on 28 November 2018.

### **4. WHAT ARE THE COSTS OF HAVING CSS SHARES SOLD ON MY BEHALF?**

There is no brokerage or other transaction costs payable by Shareholders whose shares are sold under the UPSF. These costs will be paid by CSS.

Taxation consequences arising from the sale of your shares under the UPSF will be your responsibility.

### **5. WHAT IS THE LAST SALE PRICE AS AT RECORD DATE?**

The last sale price of CSS's shares on 9 October 2018 was \$0.058 per share.

### **6. WHEN WILL MY CSS SHARES BE SOLD?**

The Shares will be sold on the ASX within 21 days following the Share Retention Form closing date of 28 November 2018, subject to market conditions ("Sale Period").

### **7. WHAT WILL I RECEIVE FOR SHARES SOLD UNDER THE UPSF?**

For each share sold, you will receive an amount equal to the total proceeds from all shares sold under the UPSF, divided by the total number of shares sold under the UPSF.

**8. WHEN WILL THE PROCEEDS FROM THE SALE OF SHARES BE SENT TO SHAREHOLDERS?**

A cheque for your proceeds will be mailed to you as soon as practicable after completion of the Sale Period. Payment will be made in Australian dollars.

**9. IF I BUY OR SELL SHARES, WILL I RETAIN MY HOLDING?**

If you sell your shares, any balance remaining on the Share Register will be sold unless a Share Retention Form is received. If you purchase more shares and your registered holding is more than a marketable parcel by 5.00pm (AEDT) on 28 November 2018 then your shares will not be sold. For a purchase to be an effective notification that you wish to retain your shares, any additional shares must be registered by 5.00pm (AEDT) on 28 November 2018 under the same holder number (SRN or HIN) as set out in this letter.

**10. WILL THE PROPOSED CAPITAL CONSOLIDATION IMPACT THE UPSF?**

The Notice of Meeting for the 2018 AGM to be held in Adelaide on Tuesday 13 November includes Resolution 8 proposing that a Capital Consolidation be undertaken by Clean Seas Seafood Limited. Subject to this resolution being passed by Shareholders at the AGM, the Capital Consolidation will be implemented after the UPSF process has concluded. The proposed Capital Consolidation therefore will not impact the UPSF.

**11. WHERE CAN I OBTAIN FURTHER INFORMATION IN RELATION TO THE UPSF?**

If you have any questions concerning the contents of this letter, please contact our Registry, Boardroom Pty Limited, by telephone 1300 737 760 (within Australia) or 61 2 9290 9600 (outside Australia).

None of CSS or Boardroom Pty Limited, or any of their personnel, is or is to be taken to be giving any securities recommendation or investment advice in relation to the UPSF, nor do any of them have any obligation to do so.

You should consider seeking your own independent advice in relation to the UPSF.

**Subregister**

**SRN/HIN.**

## Share Retention Form

**IMPORTANT:** This is an important document and requires your immediate attention. Clean Seas Seafood Limited ('Company') is implementing a sale facility for holders of parcels of the Company's shares valued at less than \$500 ('Sale Facility'). Further details regarding the Sale Facility are set out in the letter to you from the Company dated 15 October 2018, which accompanies this form. If you do not want the parcel of shares in the Company referred to below sold under the Sale Facility, you must complete this form and return it so that it is received by the Company's share registry no later than 5.00pm (AEDT) on 28 November 2018. If you are in any doubt as to how to deal with this form, you should consult your professional adviser.

If your holding of the Company's shares increases to more than \$500 by on market purchases or otherwise, then your holding will not be sold under the Sale Facility.

### A Number of shares held as at Record Date

The number of shares that you held at 7pm (AEDT) on 9 October 2018.

### B Retention of shares

I/We refer to the letter from the company dated 15 October 2018 and hereby give notice that we would like to retain my/our shares.

### C Contact details (Enter your contact details below)

CONTACT NAME	TELEPHONE WORK	TELEPHONE HOME	EMAIL ADDRESS
	( )	( )	

### D Shareholder Signature

By signing and returning this form, I/we confirm that I/we understand that my/our shares will **NOT BE SOLD** under the Sale Facility.

**Individual or Securityholder 1**

Sole Director and Sole Company Secretary

**Securityholder 2**

Director

**Securityholder 3**

Director/Company Secretary

Day                      Month                      Year

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**This form must be received by no later than  
5.00pm (AEDT) on 28 November 2018**

LODGEMENT INSTRUCTIONS ARE ON THE REVERSE OF THIS FORM

# Additional information

## How to complete this form

- A. This is the number of shares that you held at 7pm on 9 October 2018.
- B. If you would like to retain your shares, please mark the box on the front of this form and return it to the Company's share registry in accordance with the lodgement instructions below. If this form is not received by 5.00pm (AEDT) on 28 November 2018, and you have not otherwise validly notified the Company that you wish to retain your shares, the Company will be entitled to sell your shares on your behalf. **IF YOU WOULD LIKE THE COMPANY TO SELL YOUR SHARES, YOU SHOULD NOT COMPLETE THIS FORM.**
- C. Enter your **contact details** so we may contact you regarding your form.
- D. The form **must** be signed. In the spaces provided. You must sign this form as follows:

**Individual:** Where the holding is in only one name, this form is to be signed by the securityholder.

**Joint Holding:** Where the holding is in more than one name, all the securityholders must sign.

**Power of Attorney:** To sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

## Lodgement of this Form

If you wish to retain your shares, this form must be completed and returned to the share registry by no later than 5.00pm (AEDT) on 28 November 2018. If you are returning your form by post, please allow sufficient time for collection and delivery by postal services. The postal rule does not apply, which means that to be valid your completed form must be received by no later than 5.00pm (AEDT) on 28 November 2018.

Mailing address	Delivery address	By Email	By Fax
Clean Seas Seafood Limited C/- Boardroom Pty Limited GPO Box 3993 SYDNEY NSW 2001	Clean Seas Seafood Limited C/- Boardroom Pty Limited Level 12 225 George Street SYDNEY NSW 2000	corporateactions@boardroomlimited.com.au	+61 2 9290 9655

## Consolidation of shareholdings

If you have more than one holding on the Company register, you should consider consolidating them. For further information regarding this, please contact Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

## Changes of Address Supported by your Signature(s)

If your address is not exactly as shown, please provide details below. This is only relevant for Issuer Sponsored registered holdings. CHES holders must notify your sponsoring broker for amendments to holdings on the CHES Subregister.

CHANGE OF ADDRESS DETAILS – ISSUER SPONSORED ONLY		
SIGN HERE FOR ADDRESS AMENDMENTS:		
Shareholder 1 (Individual) / Sole Director & Sole Company Secretary	Joint Shareholder 2 (Individual) / Director	Joint Shareholder 3 (Individual) / Director/Company Secretary (Delete one)

## Privacy Statement

Boardroom Pty Limited advises that Chapter 2C of the *Corporations Act 2001* (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form. Our privacy policy is available on our website <https://www.boardroomlimited.com.au/corp/privacy-policy>