

4th October 2019

Ms Isabella Wong
Listings Advisor, Listing Compliance
ASX Compliance Pty Ltd
Exchange Centre
20 Bridge Street
Sydney NSW 2000

By Email: ListingComplianceSydney@asx.com.au

Dear Ms Wong

Appendix 3Y – Change of Director's Interest Notices

Clean Seas Seafood Limited (**Company**) acknowledges receipt of the letter from the ASX dated 2 October 2019 (**Letter**) regarding the Appendix 3Y relating to Mr David Head, a Director, and lodged by the Company on 27 September 2019 (**Notice**).

The Notice related to the issue of Share Rights and Shares converted from Share Rights to Mr David Head as part of his long term incentive remuneration.

In response to the questions raised in your letter, the Company advises as follows:

1. The Notice was late due to oversight whilst external confirmation was received in relation to the nominated entities (of Mr David Head) for the issue of securities referred to in the Company's Appendix 3B lodged with ASX on 12 September 2019.
2. The Company is satisfied that it has the necessary reporting and notification policies in place to ensure compliance with its disclosure obligations under ASX Listing Rules 3.19A and 3.19B. Directors have been reminded of their obligations to notify the joint Company Secretaries of any changes in securities holdings, and this will continue to be monitored as a standard agenda item at every Board meeting.
3. The Company believes its current practices are adequate and that the late lodgement of the Notice is an isolated oversight that occurred during a period of considerable corporate activity.

Yours sincerely



Robert Gratton
Company Secretary



2 October 2019

Mr Robert Gratton
Company Secretary
Clean Seas Seafood Limited
Level 10, 5 Queens Road
Melbourne VIC 3004

By Email

Dear Mr Gratton

Clean Seas Seafood Limited ('CSS'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. CSS's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 27 September 2019 for Mr David Head (the 'Notice');
2. Listing Rule 3.19A which requires an entity to tell ASX the following:

3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*

3. Listing rule 3.19B which states that:

'An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.'

The Notice indicates that a change in Mr Head's notifiable interest occurred on 30 August 2019. It appears that the Notice should have been lodged with ASX by 7 September 2019. Consequently, CSS may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Head may have breached section 205G of the *Corporations Act 2001* (Cth).

Please note that ASX is required to record details of breaches of the Listing Rules by listed entities for its reporting requirements.

ASX reminds CSS of its contract with ASX to comply with the Listing Rules. In the circumstances, CSS should make necessary arrangements to ensure it does not continue to breach the Listing Rules.

Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions having regard to Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does CSS have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?

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3. If the current arrangements are inadequate or not being enforced, what additional steps does CSS intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

Your response should be sent to me by e-mail at ListingsComplianceSydney@asx.com.au. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, no later than half an hour before the start of trading (i.e. before 9:30 am AEDT) on 7 October 2019

Under Listing Rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

Enquiries

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

Isabella Wong
Adviser, Listings Compliance (Sydney)