

ASX & Media Release

16 July 2025

Scheme of Arrangement Becomes Legally Effective

Further to the announcement made earlier today, Clean Seas Seafood Limited (ASX: CSS, OSE: CSS) ("**Clean Seas**", "**CSS**", "**the Company**") confirms that the office copy of the orders made by the Federal Court of Australia ("**Court**") approving the proposed Scheme of Arrangement ("**Scheme**") under which all the issued shares in Clean Seas will be acquired by Yumbah Aquaculture Limited ("**Yumbah**"), lodged yesterday with the Australian Securities and Investment Commission ("**ASIC**") pursuant to sub-section 411(10) of the *Corporations Act 2001* (Cth), has now been registered by ASIC.

An office copy of the Court orders lodged with ASIC is attached to this announcement.

The Scheme is now legally effective. Quotation of Clean Seas Shares on the OSE has been suspended and quotation on the ASX will be suspended from close of trading today as stipulated in the announcement made earlier today.

Scheme Shareholders will receive the Default Cash Consideration of \$0.14 per ordinary share in the capital of Clean Seas unless a Scheme Shareholder (other than Ineligible Shareholders) made a valid Election before the Election Deadline to receive the Yumbah Scrip Alternative of one (1) New Yumbah Share for every 2.8571 Clean Seas Shares held (together, "**Scheme Consideration**").

Scheme Shareholders will receive the Scheme Consideration on the Implementation Date (expected to be 24 July 2025) in respect of all Clean Seas Shares held as at the Scheme Record Date, being 7:00pm (Adelaide time) on 18 July 2025.

This announcement is authorised by Rob Gratton, Chief Executive Officer.

For further information on Clean Seas Seafood, please contact:

Rob Gratton, CEO
rob.gratton@cleanseas.com.au
+61 434 148 979



Federal Court of Australia

District Registry: South Australia Registry

Division: General

No: SAD54/2025

CLEAN SEAS SEAFOOD LIMITED ACN 094 380 435 and another named in the
schedule
Plaintiff

ORDER

JUDGE: Justice O'Sullivan

DATE OF ORDER: 15 July 2025

WHERE MADE: Adelaide

THE COURT ORDERS THAT:

1. Pursuant to s 411(4)(b) of the *Corporations Act 2001* (Cth) (**Act**), the scheme of arrangement between the plaintiff and the holders of fully paid ordinary shares in the capital of the plaintiff agreed to by the shareholders at the meeting held 8 July 2025, the terms of which were set out in Annexure A of the Orders of the Court made on 18 June 2025, is approved.
2. Pursuant to s 411(12) of the Act, the plaintiff be exempt from compliance with s 411(11) of the Act in relation to the Scheme.
3. Pursuant to r 39.34 of the *Federal Court Rules 2011* (Cth) these orders be entered immediately upon being made.
4. An office copy of these orders be lodged with the Australian Securities and Investments Commission by no later than 4.00 pm AEST on 16 July 2025.

Date orders authenticated: 15 July 2025


Registrar

Note: Entry of orders is dealt with in Rule 39.32 of the *Federal Court Rules 2011*.



Schedule

No: SAD54/2025

Federal Court of Australia

District Registry: South Australia Registry

Division: General

Interested Person

YUMBAH AQUACULTURE LTD ACN 082 219 636