

1. Introduction

- 1.1 Clean Seas Seafood Limited (“Clean Seas Seafood” or the “Company”) is committed to adopting the highest standards of corporate governance. In the context of this policy the Company includes the listed entity and any controlled entities.
- 1.2 Those standards require that the Board be structured so that it:
- a. has a proper and in-depth understanding of the Company's business;
 - b. is competent to deal with the range of issues facing the business;
 - c. can effectively review the performance of management; and
 - d. exercises independent judgment.
- 1.3 An important consideration in the structure of the Board is the independence of Directors (including the Chair) and similarly the independence of members of the Audit and Risk Management Committee and the Remuneration and Nominations Committee.
- 1.4 To describe a Director as “independent” carries with it a particular connotation that the Director is not aligned with the interests of management, a substantial security holder or other relevant stakeholder and can and will bring an independent judgment to bear on issues before the Board. It is an appellation that gives great comfort to security holders and not one that should be applied lightly.
- 1.5 The Board is conscious of the need to have independent Directors but must also ensure that Board members can add value in the context of the Company’s business. Therefore, the Board will seek to ensure that there are Directors who have a strong understanding the Company’s core business – in particular, primary production and specifically aquaculture.
- 1.6 The Company’s Policy on Independence of Directors has been developed by the Board after carefully considering recent corporate governance developments in Australia. In doing so, the Board has adopted the criteria for independence recommended by the Australian Securities Exchange Corporate Governance Council.
- 1.7 The Board will assess the independence of Directors of the Company pursuant to this Policy and as described below, the Board will have discretion to determine if a director is independent.

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2. Purpose

- 2.1 The purpose of this Policy is to establish the process for considering the independence of Directors. The Policy:
- a. specifies the materiality tests which the Board will use to assess the independence of each Director;
 - b. identifies the information that the Company will collect from Directors to enable the Board to assess the independence of Directors; and
 - c. outlines the basis of disclosure to shareholders of the assessment of the independence of Directors, including the disclosure of any relationships that may be perceived to affect the independence or objectivity of a director.

3. Test of independence

- 3.1 The test of independence that will be used by the Board of Clean Seas Seafood to determine the independence of Directors is:

“Is the Director free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgment to bear on issues before the board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party?”

- 3.2 This test has been adopted from the recommendations of the Australian Securities Exchange Corporate Governance Council.

4. Information collected by the Board to assess independence

- 4.1 In determining the independence of individual Directors the Board will consider all relevant information, facts and circumstances. It is not possible for this Policy to provide explicitly for all circumstances that will indicate a conflict of interest or a material relationship that might, or might be perceived to, materially interfere with the exercise of objective, unfettered and independent judgment. However, a Director will normally be considered to be independent if he or she falls outside the criteria set out in part 5 of this Policy.
- 4.2 A Director may still be considered by the Board to be independent if the Director does fall within one or more of the criteria specified in paragraph 5. The Board reserves its right to make an appropriate assessment and to disclose it as described in part 8 of this Policy.

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- 4.3 Directors must provide the Board with all information in relation to their interests or relationships relevant to independence. If there is a change in Director’s interests, positions, associations or relationships that could bear upon his or her independence, the Director must inform the Board or the Remuneration and Nominations Committee at the earliest opportunity.
- 4.4 The Board or the Remuneration and Nominations Committee should regularly assess the independence of each Director. That assessment should be made at least annually at or around the time that the Board or the Remuneration and Nominations Committee considers candidates for election to the Board. In the case of a change in a Director’s interests, positions, associations or relationships, the assessment should be made as soon as practicable after the Board or the Remuneration and Nominations Committee become aware of the change. If the Board determines that a director’s status as an independent director has changed, that determination should be disclosed in a timely manner to the market.
- 4.5 A candidate for election to the Board of the Company will disclose to the Company all interests, positions, associations or relationships that may bear on their independence. Those matters shall be disclosed to security holders in the materials given to them in support of their election.

5. Criteria relevant to assessing the independence of a Director

5.1 The criteria adopted by the Board which would indicate that a Director is not independent are:

Executive or Substantial Shareholder

- a. the Director is or has been employed in an executive capacity by the Company or any of its controlled entities and there has not been a period of at least 3 years between ceasing such employment and serving on the Board;
- b. the Director is a substantial shareholder in Clean Seas Seafood or an officer of, or otherwise associated, directly or indirectly, with a substantial shareholder in Clean Seas Seafood. *For the purpose of this policy, a person is a **substantial shareholder if they hold 5% or more of the shares entitled to vote in an entity** (section 9 of the Corporations Act 2001 (Cth));*
- c. the Director receives performance-based remuneration (including options or performance rights) from or participates in an employee incentive scheme of the Company.

Adviser

- d. the Director is, or has been within the last 3 years, a material professional adviser or consultant to the Company or any of its controlled entities, or an officer of, or otherwise associated with, someone with such a relationship. The Company’s auditor, principal financial and legal advisers are regarded as material advisers;
- e. the Director currently receives consulting, advisory or other fees other than in the capacity as a director. This includes payments to a family member or an entity in which the Director is a partner, member or officer if the entity provides legal, financial, consulting or other similar services to the Company;

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Material contractual relationship

- f. the Director is, or has been within the last 3 years, in a material supplier or customer relationship with the Company or any of its controlled entities, or is an officer of, or otherwise associated with, someone with such a relationship.

Close personal ties

- g. the Director has close personal ties with any person who falls within any of the categories of Directors described to be not independent as detailed in sections 5.1(a) to (f) above. These ties may be based on family, friendship or other social or business connections;

Long-term Director of the Company

- h. the Director has served on a Board of the Company (or a predecessor Company) for such a period that their independence from management and substantial holders may have been compromised. The Board recognises that the interests of the Company and its security holders are likely to be well served by having a mix of Directors, some with a longer tenure with a deep understanding of the entity and its business and some with a shorter tenure with fresh ideas and perspective. It also recognises that the Chairman of the Board will frequently fall into the former category rather than the latter;
- i. the mere fact that a director has served on the Board for a substantial period does not mean that the Director has become too close to management or a substantial holder to be considered independent. However, the Board regularly assesses whether that might be the case for any Director who has served in that position for more than 10 years.

Board's discretion

- j. the Board determines that the Director is not otherwise independent in character and judgment.

- 5.2 These criteria are guidelines for the Board to use in determining the independence of Directors.
- 5.3 A Director may be assessed by the Board to be independent even though one or more of the relationships referred to above exists if it is clear that the interest, position or relationship in question is not material and will not interfere with the director’s capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the Company as a whole. The Board reserves the right to make such an assessment and disclose it as described in paragraph 8.

6. Materiality thresholds

- 6.1 Ultimately the test of whether a relationship or business is "material" will be based on the nature, circumstances and activities of the Director having regard to these guidelines.
- 6.2 Materiality will be considered from the perspective of the Company, the persons or organisations with which the director has an association and from the perspective of the Director and will be determined on a case-by-case basis.

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- 6.3 Without limiting the Board’s discretion in this regard, the Board has adopted the following guidelines:
- a. The Board will determine the appropriate base to apply (e.g. revenue, equity or expenses), in the context of each situation.
 - b. The Board considers a holding of 5% or more of the Company’s shares to be material.
 - c. In general, the Board will consider an affiliation with a business which accounts for less than 5% of the relevant base to be immaterial for the purposes of determining independence. However, where this threshold is exceeded, the materiality of the particular circumstance with respect to the independence of the particular Director should be reviewed by the Board.
 - d. Overriding the quantitative assessment is the qualitative assessment. Specifically, the Board will consider whether there are any factors or considerations which may mean that the Director’s interest, business or relationship could, or could be reasonably perceived to, materially interfere with the Director’s ability to act in the best interests of the Company.

7. Access to information and independent professional advice

- 7.1 Directors need high quality information and advice on which to base their decisions and considerations. All Directors have unrestricted access to Company records and information. They regularly receive detailed reports. Management prepares and present to Directors detailed financial and operating reports monthly. Directors may request other reports from management at any time.
- 7.2 The over-riding requirement is that management must provide the Board and Board Committees with information in a form, timeframe and quality that enables them to effectively discharge their responsibilities and duties.
- 7.3 Each Director has the right to seek advice and clarification from the Company’s auditors, financial and legal advisers on any matter relating to the Company or Board performance at the Company’s expense.
- 7.4 It is also important that Directors can obtain independent advice. Directors therefore have the right to seek independent professional advice to help them carry out their responsibilities at the Company’s expense. Any Director seeking independent advice must first discuss the request with the Chairman who will facilitate obtaining such advice and, where appropriate, disseminate the advice to all Directors.

8. Disclosure

- 8.1 The Board will make appropriate disclosure to shareholders in the Company’s Annual Report including:
- a. identifying the skills, experience and relevant expertise of each Director.
 - b. identifying the independence and non-independence of Directors (and any change in status that occurred during the year) and the basis of the assessment of independence;
 - c. explaining the assessment of independence for any Director who does not meet the independence criteria;

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- d. setting out material relationships, associations and other relevant business relationships of each Director and the period of office held by each Director. This will include details of any relationships or circumstances which the Board believes does not affect independence, but which could be perceived as influencing the Director’s judgment, objectivity or ability to act in the best interests of the Company;
- e. explaining any departure from the recommendations set out in the 4th edition of the Australian Securities Exchange Corporate Governance Council’s Corporate Governance Principles and recommendations;
- f. setting out the procedure agreed by the Board to enable Directors to obtain independent professional advice at the expense of the Company; and
- g. developing and reviewing materiality thresholds the Company adopts to help assess and determine independence.

8.2 Independent and non-independent Directors standing for re-election will also be identified as such in the Notice of Annual General Meeting

8.3 If the Board determines that a director’s status as an independent Director has changed, that determination will be disclosed and explained in a timely manner to the market.

8.4 The Policy on Independence of Directors will be made publicly available by posting on the Company’s website in a clearly marked Corporate Governance section.

9. Further information and queries

If you have any questions or would like further information relating to this Policy and the Independence of Directors, please contact the Company Secretary.

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