

K&L GATES

# Second Amendment and Restatement Deed

Yumbah Aquaculture Ltd  
ACN 082 219 636

and

Clean Seas Seafood Limited  
ACN 094 380 435

**K&L Gates**  
Melbourne office  
Ref: 7392777

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# Second Amendment and Restatement Deed

**Date** 16 June 2025

## Parties

1. **Yumbah Aquaculture Ltd** ACN 082 219 636 of Unit 2, 69 Fullarton Road, Kent Town SA 5067 (**Yumbah**)
2. **Clean Seas Seafood Limited** ACN 094 380 435 of 7 Frederick Road, Royal Park SA 5014 (**Clean Seas**)

## Background

- A. The parties entered into a Scheme Implementation Deed dated 31 March 2025 which was amended by an Amendment and Restatement Deed dated 15 April 2025 (**Scheme Implementation Deed**).
- B. The parties now wish to amend and restate the Scheme Implementation Deed in accordance with the terms set out in this deed.

## Agreed terms

### 1. Definitions and interpretation

#### 1.1 Definitions

Unless otherwise defined, defined terms in the Scheme Implementation Deed have the same meaning as in this deed.

#### 1.2 Interpretation

Clause 1 (*Definitions and interpretation*) of the Scheme Implementation Deed applies to this deed as if set out in full in this deed.

### 2. Amendment and Restatement of the Scheme Implementation Deed

#### 2.1 Amendment

On and from the date of this deed, the parties agree in accordance with clause 18.1 (*Amendment*) of the Scheme Implementation Deed that the Scheme Implementation Deed is amended and restated to read as follows:

- (a) Replacing the definition of the term "New Yumbah Shares or Scrip Consideration" in clause 1.1 of the Scheme Implementation Deed with the following:

**"New Yumbah Shares or Scrip Consideration** means Yumbah Shares to be issued as Scheme Consideration under the Scheme, calculated on the basis of 1 Yumbah Share for each 2.8571 Scheme Shares held by the relevant Scheme Shareholder."

- (b) Deleting the table in Schedule 4 of the Scheme Implementation Deed and replacing it with the following:

| Event                                                                                                                                                                                                               | Date                                                                                                       |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|
| Execution of Scheme Implementation Deed                                                                                                                                                                             | Monday, 31 March 2025                                                                                      |
| ASX Announcement of Scheme Implementation Deed                                                                                                                                                                      | Monday, 31 March 2025                                                                                      |
| First Court Date for convening the Scheme Meeting                                                                                                                                                                   | Monday, 12 May 2025                                                                                        |
| Date of the Scheme Booklet                                                                                                                                                                                          | Tuesday, 13 May 2025                                                                                       |
| Date of Supplementary Scheme Booklet                                                                                                                                                                                | Wednesday, 18 June 2025                                                                                    |
| Latest time and date for receipt of Proxy Forms and powers of attorney for the Scheme Meeting                                                                                                                       | 7:00pm, Adelaide Time, Friday, 4 July 2025<br><i>Note this date was previously Friday, 20 June 2025</i>    |
| Election Deadline                                                                                                                                                                                                   | 7:00pm, Adelaide time, Friday, 4 July 2025<br><i>Note this date was previously Wednesday, 11 June 2025</i> |
| Voting Scheme Record Date                                                                                                                                                                                           | 7:00pm, Adelaide time, Monday, 7 July 2025<br><i>Note this date was previously Friday, 20 June 2025</i>    |
| Scheme Meeting to be held at Level 3, 170 Frome Street, Adelaide SA 5000                                                                                                                                            | 11:00am Adelaide time, Tuesday, 8 July 2025<br><i>Note this date was previously Monday, 23 June 2025</i>   |
| <b>If the Scheme is approved by the Requisite Majorities of Clean Seas Shareholders</b>                                                                                                                             |                                                                                                            |
| Second Court Date for approval of the Scheme                                                                                                                                                                        | Tuesday, 15 July 2025<br><i>Note this date was previously Friday, 4 July 2025</i>                          |
| Effective Date<br>Court order lodged with ASIC and announcement to the ASX<br>Last day of trading in Clean Seas Shares (with Clean Seas Shares suspended from trading on the ASX and the OSE from close of trading) | Tuesday, 15 July 2025<br><i>Note this date was previously Friday, 4 July 2025</i>                          |
| Scheme Record Date for determining entitlements to Scheme Consideration                                                                                                                                             | Thursday, 17 July 2025<br><i>Note this date was previously Tuesday, 8 July 2025</i>                        |
| Implementation Date and provision of Scheme Consideration                                                                                                                                                           | Thursday, 24 July 2025<br><i>Note this date was previously Tuesday, 15 July 2025</i>                       |

- (c) Replacing the definition of the term "New Yumbah Shares or Scrip Consideration" in clause 1.1 of the Scheme of Arrangement pursuant to section 411 of the *Corporations Act 2001* (Cth) set out in Annexure 1 of the Scheme Implementation Deed with the following:

**"New Yumbah Shares or Scrip Consideration** means Yumbah Shares to be issued as Scheme Consideration under 5.3(a)(ii), calculated on the basis of 1 Yumbah Share for each 2.8571 Scheme Shares held by the relevant Scheme Shareholder."

- (d) Replacing the definition of the term "Scheme Consideration" in clause 1.1 of the Scheme of Arrangement pursuant to section 411 of the Corporations Act 2001 (Cth) set out in Annexure 1 of the Scheme Implementation Deed with the following:

"**Scheme Consideration** means the cash amount of \$0.14 per Scheme Share, unless a Scheme Shareholder has made a valid Scrip Election to be issued Scrip Consideration under clause 5.3(a)(ii), then 1 Yumbah Share for each 2.8571 Scheme Shares."

## **2.2 References**

On and from the date of this deed, any reference in any document (other than this deed) to the Scheme Implementation Deed is a reference to the Scheme Implementation Deed as amended under clause 2.1 of this deed.

## **3. Effect of Amendments**

### **3.1 Ratification**

- (a) The amendments to the Scheme Implementation Deed do not affect:
- (i) the validity or enforceability of the Scheme Implementation Deed; or
  - (ii) any accrued rights or liabilities of either party under the Scheme Implementation Deed.
- (b) Each party is bound by, and ratifies and confirms, the Scheme Implementation Deed as amended by this deed.

### **3.2 Conflict**

If there is a conflict between the Scheme Implementation Deed and this deed, the terms of this deed prevail.

## **4. General**

### **4.1 Governing law**

This deed is governed by the laws of South Australia. In relation to it and related non contractual matters each party irrevocably submits to the non-exclusive jurisdiction of courts with jurisdiction there, and waives any right to object to the venue on any ground.

### **4.2 Notices**

Any notice or other communication to or by a party under this deed must be given in accordance with clause 17 (*Notices*) of the Scheme Implementation Deed.

### **4.3 Amendment**

This deed may only be amended or varied in writing and signed by all the parties.

### **4.4 Execution and Counterparts**

- (a) This deed may be executed electronically and may be executed in counterparts.
- (b) Where a person signs this deed electronically, the electronic signature is an effective binding signature, and the electronic document containing it can be an


effective electronic counterpart of this deed. In addition, the person intends that any print out of the signature by a party, first made by that party will also constitute an effective original signature, so that the print out will also be an executed original counterpart of this deed.

#### **4.5 Supplemental**

This deed is supplemental to the Scheme Implementation Deed.

**Executed as a Deed**

**Executed by Yumbah Aquaculture Ltd**  
ACN 082 219 636 in accordance with  
section 127(1) of the *Corporations Act 2001*  
(Cth):

Signed by:  
  
.....  
6F41G3E9784G437.....

Signature of director

Ben Cameron

.....  
Name (please print)

The signatory personally affixed their signature above by  
an electronic method the signatory and all parties consent  
to and intending it to authenticate this document.

DocuSigned by:  
  
.....  
07ED046F639D44B.....

Signature of ~~director~~ or company  
secretary\*


\*delete whichever does not apply

Richard Davey

.....  
Name (please print)

The signatory personally affixed their signature above  
by an electronic method the signatory and all parties  
consent to and intending it to authenticate this  
document.

**Executed by Clean Seas Seafood Limited**  
ACN 094 380 435 in accordance with section  
127(1) of the *Corporations Act 2001* (Cth):


Signed by:  
  
.....  
88D9GD659F6B48C.....

Signature of director

Katelyn Adams

.....  
Name (please print)

The signatory personally affixed their signature above by an  
electronic method the signatory and all parties consent to  
and intending it to authenticate this document.

Signed by:  
  
.....  
536D238A0D2F465.....

Signature of ~~director~~ or company  
secretary\*

\*delete whichever does not apply

Robert Gratton

.....  
Name (please print)

The signatory personally affixed their signature above by  
an electronic method the signatory and all parties  
consent to and intending it to authenticate this  
document.