



# **CLEAN SEAS TUNA LIMITED**

**ABN 61 094 380 435**

## **Notice of Annual General Meeting**

Tuesday 15 November 2011 – 10.00 am (Adelaide time)  
at Adelaide Oval, War Memorial Drive, Adelaide SA – Members Dining Room  
Level 3, Western Grandstand

## **Explanatory Statement**

## **Proxy Form**

Loose leaf accompanying Notice of Meeting

**THIS NOTICE CONTAINS  
IMPORTANT INFORMATION  
WHICH REQUIRES YOUR  
IMMEDIATE ATTENTION**

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Clean Seas Tuna Limited (**Company**) will be held as follows:

- Time:** 10.00 am (Adelaide time)  
**Date:** Tuesday 15 November 2011  
**Place:** Adelaide Oval, War Memorial Drive, Adelaide, SA – Members Dining Room

### BUSINESS

1. **Accounts**

To receive and consider the Financial Statements for the 12 months ended 30 June 2011 and the related reports of the directors and auditors.

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

2. **Resolution 1 – Adoption of Remuneration Report**

*“That the Remuneration Report in the 2011 Annual Report of the Company be adopted.”*

3. **Resolution 2 – Re-election of Marcus Stehr as Director**

*“That Marcus Stehr who retires as a Director by rotation in accordance with the Constitution of the Company and, being eligible, offers himself for election, is re-elected as a Director of the Company.”*

4. **Resolution 3 – Election of Peter Housden as Director**

*“That Peter Housden who was appointed as a Director during the year preceding this Meeting and is required to retire at this Meeting in accordance with the Constitution of the Company and, being eligible, offers himself for election, is elected as a Director of the Company.”*

5. **OTHER BUSINESS**

To transact any other business as may be brought before the meeting.

By Order of the Board

Frank Knight  
Company Secretary  
Dated 11 October 2011

## **Notes:**

### **Explanatory Statement**

The Explanatory Statement accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice and should be read in conjunction with this Notice.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used both in this Notice and the Explanatory Statement.

### **Determination of Membership and Voting Entitlement for the purpose of the Meeting**

For the purpose of determining a person's entitlement to vote at the Meeting, a person will be recognised as a member and the holder of ordinary shares if that person is registered as a holder of Shares at 10.00 am (Adelaide time) on 14 November 2011.

### **Voting Exclusion Statement**

The Company will disregard any votes cast on Resolution 1 by, or on behalf of:

- a member of the key management personnel (KMP) as disclosed in the Remuneration Report; and
- a closely related party (such as close family members and any controlled companies) of key management personnel,

unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the Proxy Form.

Where the Chairman is appointed as proxy, the Chairman intends to vote in favour of all resolutions.

### **Proxies**

A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy.

A proxy need not be a member of the Company.

A member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The instrument appointing a proxy must be lodged, and any power of attorney or an office copy of a notarially certified copy thereof under which an attorney for a member appoints a proxy must be lodged, at the registered office of the Company, 7 North Quay Boulevard, Port Lincoln SA 5606 or received by fax on (08) 8621 2990 or emailed to [reception@cleanseas.com.au](mailto:reception@cleanseas.com.au) not less than 48 hours before the time appointed for the Meeting or adjourned meeting.

## **Corporate Representative**

Any corporate member of the Company who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

**EXPLANATORY STATEMENT FOR ANNUAL GENERAL MEETING OF CLEAN SEAS TUNA LIMITED TO BE HELD ON TUESDAY 15 NOVEMBER 2011 AT 10.00 AM (SA TIME)**

**Introduction**

This Explanatory Statement sets out information in connection with the business to be considered at the Annual General Meeting of Shareholders of Clean Seas Tuna Limited to be held at Adelaide Oval, War Memorial Drive, Adelaide, South Australia on Tuesday 15 November 2011 commencing at 10.00 am (SA time).

**1. Resolution 1: Adoption of Remuneration Report**

The Remuneration Report is in the Directors' Report section of the Company's Annual Report (pages 13 – 17). Listed companies are required by Section 250R(2) of the Corporations Act to put the Remuneration Report to the vote for adoption at the Company's Annual General Meeting. The resolution will be determined as an ordinary resolution but is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

**The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 1.** The Directors recommend that shareholders vote in favour of Resolution 1.

Shareholders will be given the opportunity to ask questions and to make comments on the Remuneration Report.

**2. Resolution 2: Re-election of Marcus Stehr as Director**

In accordance with rule 6 of the Company's Constitution, Marcus Stehr retires by rotation as a Director of the Company effective at the conclusion of this Meeting and, being eligible, offers himself for re-election as a Director.

The Directors (other than Marcus Stehr) recommend that shareholders vote in favour of Resolution 2.

**3. Resolution 3: Election of Peter Housden as Director**

Peter Housden was appointed as a Director by the Board of Directors on 14 December 2010 pursuant to rule 9.1 of the Company's Constitution. Rule 9.2 further provides for his automatic retirement at the conclusion of this Meeting and that he is eligible for appointment as a Director at this Meeting. Peter Housden, being eligible, offers himself for election as a Director.

The Directors (other than Peter Housden) recommend that shareholders vote in favour of Resolution 3

4. **Glossary**

In this Explanatory Statement, unless the context otherwise requires:

**ASX** means ASX Limited ACN 008 624 691;

**ASX Listing Rules** means the official listing rules of ASX;

**Board** means the Board of Directors of the Company;

**Company** means Clean Seas Tuna Limited ACN 094 380 435;

**Constitution** means the constitution of the Company;

**Corporations Act** means the *Corporations Act 2001* (Cth);

**Directors** means the directors of the Company;

**Meeting** means the annual general meeting of Shareholders convened by the Notice;

**Notice** means the Notice of Annual General Meeting to which this Explanatory Statement is attached;

**Share** means a fully paid ordinary share in the capital of the Company; and

**Shareholder** means a holder of a Share.

**FOR ALL ENQUIRIES CALL:**  
(within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

**FACSIMILE**  
+ 61 8 8621 2990

**Your Address**

This is your address as it appears on the Company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

**Reference Number:**

Please note it is important you keep this confidential

## YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10.00am  
ADELAIDE TIME ON 13 NOVEMBER 2011

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## TO VOTE BY COMPLETING THE PROXY FORM

### STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

### STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you mark more than one box on an item your vote on that item will be invalid. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses, subject to any contrary statement which may appear on the Proxy Form in relation to any particular item of business.

### STEP 3 Sign the Form

The form must be signed

In the spaces provided you must sign this form as follows:

**Individual:** 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.**

### STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **10.00am Adelaide Time on Tuesday, 15 November 2011**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxies may be lodged:**

**BY MAIL -** Clean Seas Tuna Limited  
PO Box 159  
Port Lincoln SA 5606

**BY Email -** [reception@cleanseas.com.au](mailto:reception@cleanseas.com.au)

**BY FAX -** + 61 8 8621 2990

**IN PERSON -** 7 North Quay Boulevard  
Port Lincoln SA 5606

# CLEAN SEAS TUNA LIMITED

## STEP 1 - Appointment of Proxy

I/We being a member/s of **Clean Seas Tuna Limited** and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X') **OR**

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **Annual General Meeting of Clean Seas Tuna Limited to be held at Adelaide Oval , War Memorial Drive , Adelaide, SA 5000 on Tuesday the 15th of November 2011 at 10.00am Adelaide Time** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

### Important Information for Resolution 1 – If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote on Resolution 1 by either marking one of the relevant boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking the box below.

By marking the box below, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intention on Resolution 1 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed by proxy how to vote on Resolution 1 by marking the boxes in Step 2 below, the Chairman of the Meeting cannot cast your votes on Resolution 1 and your votes on Resolution 1 will not be counted in computing the required majority if a poll is called on this Resolution. **You are encouraged to direct your proxy on Resolution 1 by marking the box below or one of the relevant boxes in Step 2.**

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 1.

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Resolution 1 (except where I/we have indicated a different voting intention in Step 2 below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel.

## STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Marcus Stehr as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Peter Housden as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all undirected proxies in favour of each of the Resolutions.

\*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

## STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 250px; height: 40px;" type="text"/>	<input style="width: 250px; height: 40px;" type="text"/>	<input style="width: 250px; height: 40px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ..... Contact Daytime Telephone ..... Date / /2011