



ANNUAL REPORT 2017-18

Clean Seas Seafood Limited

 **CLEANSEAS**
Sustainable Seafood

ABN: 61 094 380 435

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Andy Henderson and Nicholas Angelo
on board the Ulysses

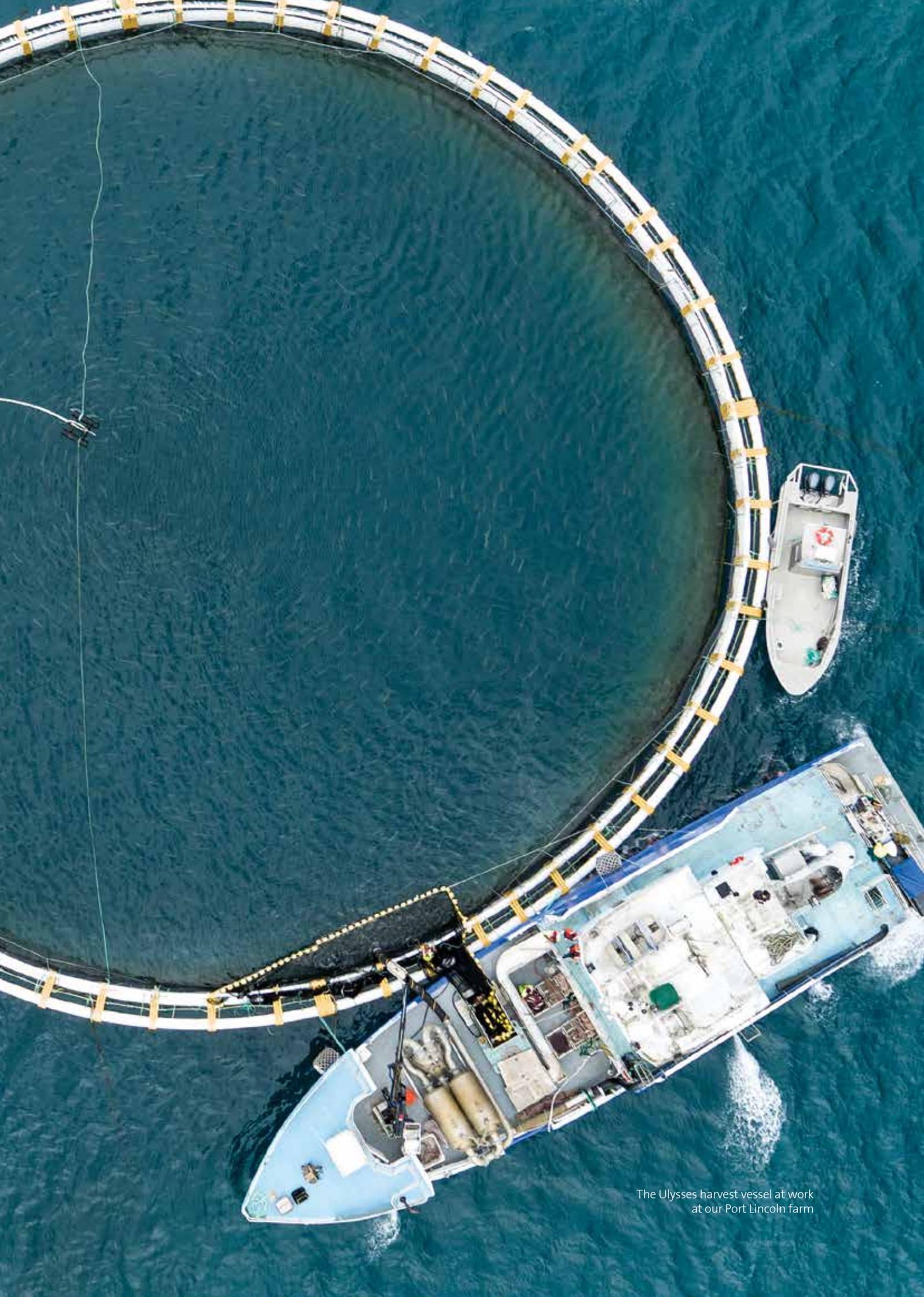


COMPANY VISION

“

To be a global leader in aquaculture, inspiring culinary experiences around the world through our sustainable, premium seafood

”



The Ulysses harvest vessel at work
at our Port Lincoln farm



The Arno Bay Hatchery on the Shores of the Spencer Gulf



Stacey Tucker feeding the fingerlings



Hatchery Manager Adam Miller reviewing a 40g fingerling



COMPANY OVERVIEW

Background

Clean Seas is the global leader in full cycle breeding, production and sale of Yellowtail Kingfish, and is renowned world-wide for its exceptionally high quality fish. Formed in 2000, and publicly listed in 2005, Clean Seas has become the largest aquaculture producer of Yellowtail Kingfish outside Japan and one of the largest Kingfish farms in the world. As well as our superb quality, we are recognised for our innovations in Yellowtail Kingfish farming, and our reliability in supplying fresh fish to markets all over the world 52 weeks of the year. In 2018, our Spencer Gulf Hiramasa Kingfish was voted “Best Fish” at the Australian Food awards for the third year in a row and was awarded a gold medal in the ‘From The Sea’ category at the coveted Delicious produce awards in Sydney.

Provenance

Our Hatchery is located at Arno Bay and our sea farm operations are located in the Spencer Gulf, in a remote location off the Eyre Peninsula town of Port Lincoln in South Australia, 8 hours from Adelaide by road.

The waters of the Spencer Gulf are one of the cleanest and pristine bodies of water in Australia. There is nothing between the icy waters of Antarctica and our farm but the expanse of the Great Southern Ocean.

It is believed that these cold waters are what condition and firm the texture of the flesh to make it one of the world’s best raw fish.

From Ocean to Plate

At our Arno Bay hatchery, the cycle of life commences with eggs, spawned naturally from our selectively bred brood stock.

For the next 18-21 days, these larvae are hand nurtured until ready for transfer to the nursery for weaning.

Here our tiny hatchlings are given a specially formulated feed that replicates the ideal diet they would naturally eat in the wild.

At 75 days old they are ready to go to sea. The fingerlings, now weighing up to 35 grams, can be moved to the pristine, icy waters off Port Lincoln and are delivered by helicopter into open sea pens.

While at sea they continue to be fed scientifically formulated feeds which are nutritionally balanced for optimal health and growth.

Safeguarded against predators and encountering minimal stress along the way, our fish remain at sea for around 24 months and are humanely harvested once they reach the highly sought after sashimi grade 4kg size.

COMPANY OVERVIEW

“

We won't say absolutely it's the best raw fish in the world, but after talking to chefs around the world, we don't believe there is a fish that matches Spencer Gulf Hiramasa Kingfish. Unsurpassed raw, outstanding cooked.

”

Unsurpassed Raw. Outstanding Cooked.

Spencer Gulf Hiramasa Kingfish. Strong, majestic and powerful in the water, versatile and delicate on the plate. The taste is unparalleled. Sweet, fresh, exquisite.

A delicate proposition: its flesh retains layers of subtlety and intrigue. Japanese sushi masters consider Kingfish the best fish in the world for sashimi.

The natural oil makes it luscious raw; it's firm yet distinctively delicate. It can take on flavourings while retaining its own sublime characteristics. It can be mildly cured or marinated, slow-cooked, poached, pan fried or barbecued... The versatility is endless.





Dan Fisk - General Manager
Aquaculture



“

I was seriously overwhelmed with how good this product is. The bloodline, the firm flesh and the aroma felt like this fish just jumped out of the ocean. The flavour was delicious and has none of the tinny, metallic tastes that can affect frozen fish.

”

- Chef Shaun Presland, Group Executive Chef Saké Restaurants, Australia



COMPANY OVERVIEW

Introducing Clean Seas SensoryFresh

Historically, Clean Seas business has been focused around sales of whole fresh Yellowtail Kingfish to high-end restaurants around the world. In 2017/18, the decision was made to expand our market reach and product mix which involved a transition from standard freezing to best-in-class rapid freezing technology using liquid nitrogen.

In April 2018 at The Brussels Seafood Show, Clean Seas launched SensoryFresh, which combines a range of rapid freeze technology and logistics protocols to deliver our Spencer Gulf Hiramasa Kingfish in a new premium frozen format.

SensoryFresh uses Liquid Nitrogen Rapid Freezing technology in an effort to capture the texture, colour, aroma and taste of 'freshly harvested' fish. It delivers sensory attributes that have made Spencer Gulf Hiramasa Kingfish the choice of Sushi masters and leading chefs around the world.

Freezing high value, premium quality seafood is all about speed. The ice formation stage must be achieved

as fast as possible for optimum texture and Clean Seas Rapid Freezing does this in around 22 minutes, 10 times faster than conventional freezing. And to capture the colour, aroma and flavour -35C must be reached quickly. Conventional freezing won't do this. Our Rapid Freezing achieves surface temperatures of -95C and core temperatures of -50C to -70C.

We call it SensoryFresh – the closest thing to ocean fresh.



SensoryFresh Liquid Nitrogen Freezing technology at our facility in Adelaide



COMPANY OVERVIEW

Market Opportunity for High Quality Frozen Yellowtail Kingfish

Japan is the largest producer of farmed Yellowtail Kingfish with annual export sales of about 14,395 tonnes with 85% of all exports being frozen. Whilst some wholesalers and distributors in Europe process Yellowtail Kingfish using rapid freeze technology, the vast majority of frozen Yellowtail Kingfish producers use traditional freezing technology (-18 Celsius).

Clean Seas SensoryFresh represents significant product advantages over the current market frozen offerings. Recent product testing with a leading European distributor showed SensoryFresh is vastly superior to the Japanese Hamachi product. We believe there is a

major global market opportunity with SensoryFresh that allows us to maintain premium pricing of Spencer Gulf Hiramasa Kingfish and extend our reach with a range of product offerings including whole fish, fillets, portions and value added products for both Foodservice and Retail channels.

Utilisation of the Frozen product supply chain with SensoryFresh will enable Clean Seas to reach new markets and exploit channels around the world that are not easily accessible with Fresh fish. The cost advantages of sea freight versus air freight allows for more competitive pricing to enable profitable volume growth in global markets.





COMPANY OVERVIEW

Creating Global Brand Awareness

During FY18 Clean Seas undertook a global brand relaunch which kicked off with a launch to wholesalers and distributors that began in Melbourne and progressively rolled out to key customers in Australia and overseas throughout FY18.

The launch incorporated a global brand awareness and trial generation program visiting leading chefs in 1566 restaurants in Australia, USA, Germany, Italy, Switzerland, Norway, Austria and Spain. Supported by a new digital marketing campaign (Facebook, Instagram, LinkedIn and Twitter) including an initial six-week campaign during which we introduced our brand story (The Tale of Two Fish) through the Spencer Gulf Hiramasa Kingfish Video, the Chef Videos and a range of other brand images and stories. The specially crafted brand content continues to build a strong and loyal following around the world.

Building on our sustainability credentials Clean Seas switched from the traditional white poly boxes used by the Seafood Industry to a new 100% recyclable cardboard box with beautiful graphics that showcase our unique product and the Spencer Gulf Hiramasa Kingfish brand.





Chef Shaun Presland

COMPANY OVERVIEW

Farm Expansion to Fitzgerald Bay

Clean Seas has been granted a lease over the full 123 hectares of additional available area in the Fitzgerald Bay Aquaculture Zone near Whyalla in the upper Spencer Gulf. This will increase Clean Seas' leases in Fitzgerald Bay to 283 hectares. This additional sea lease area will allow Clean Seas to increase its maximum allowed biomass in Fitzgerald Bay from 2,400 tonnes to 4,250 tonnes. The increased production volume will facilitate improved economies of scale and support broader production efficiencies across the Spencer Gulf in a manner that is in keeping with Clean Seas' ongoing commitment to sustainability. The Company plans to return to farming in Fitzgerald Bay in H1 FY19 with the 2019 Year Class. Clean Seas welcomes and appreciates this support from the South Australian Government, PIRSA and the EPA as larger farm sites are a key element of Clean Seas' growth strategy

Royal Park

Royal Park Processing Plant is now processing all fish for the Australian and International markets for fresh and liquid nitrogen rapid freezing. This has brought end-to-end quality control from egg- to-customer and will generate significant cost savings from which the Company expects to benefit in FY19 and beyond.

This is expected to materially increase the Company's market opportunities while lowering its cost of processing. While Clean Seas will remain focussed on its ability to deliver the highest quality fresh Yellowtail Kingfish product globally, the flexibility provided by liquid nitrogen rapid freezing will enable Clean Seas to meet customer demand for premium quality frozen product and help smooth out any future imbalances between the rate of biomass growth and the ongoing expansion of market demand as the Company continues to increase production.





Fingerling lift



Locklan Maccuspie - Farm Hand



Port Lincoln farm



Chester Wilkes - Marine Production Manager

SPENCER GULF
HIRAMASA
KINGFISH



CHAIRMAN & MANAGING DIRECTOR'S REPORT



Terry O'Brien – Chairman



David J Head – Managing Director and CEO

Chairman and Managing Director's Report for the year ended June 30 2018

We are pleased to present the 2018 Annual Report for Clean Seas Seafood Limited (ASX: CSS), as we reflect on a year that has seen us further improve our position as one of the world's leading producers of premium Yellowtail Kingfish.

Clean Seas' results for the year confirmed continued strong improvement in performance, as the Company again achieved double-digit sales and revenue growth, as well as higher farm gate prices, farm cost efficiencies and increased net fish biomass growth.

Our Spencer Gulf Hiramasa Kingfish remains the market leader in Australia and Europe. We saw sales volumes increase by 15% while sales revenue grew 18%, supported by continued improvement in selling prices.

During 2018, we took several important steps in strengthening our competitive position, completing the transition of our processing facilities from a third-party

contractor in Port Lincoln to our in-house facility in Royal Park, Adelaide.

At Royal Park, we have installed and commissioned liquid nitrogen rapid-freezing technology, allowing Clean Seas to introduce its new "Sensory Fresh" product at the Seafood Expo Global in Brussels in April 2018. Our rapid-freezing capability can freeze fish in 22 minutes, about 10 times faster than conventional methods, reaching the critical point of -35°C in less than 50 minutes to allow Clean Seas to capture the colour, texture, aroma and flavor of the fish that is often affected in the freezing process. This technology expands our market opportunities and following our move to an in-house facility will lower the cost of processing.

We implemented a new direct marketing campaign in Australia, Europe and the USA which produced excellent results. This campaign has been aided by the sustainability credentials Clean Seas has earned, including certification by Friends of the Sea, leading food science organisation HACCP, and the Aquaculture



The Ulysses working at the Port Lincoln farm

CHAIRMAN & MANAGING DIRECTOR'S REPORT



Group Board Photo from left to right: Mr Nick Burrows, Ms Raelene Murphy, Mr David J Head, Mr Terry O'Brien, Ms Helen Sawczak, Mr Marcus Stehr

Stewardship Council for which final approval is pending following completion of the audit in Q4 FY18.

Looking ahead to 2019, we are targeting increases in sales volume and revenue, while we will also increase our farming capacity by returning to farm at our Fitzgerald Bay leases at the top of the Spencer Gulf. This will build Clean Seas' capacity over time towards 11,000 tonnes of annual fish production, compared to 3,300 tonnes in the latest year.

Financial Results

Clean Seas achieved a full year net profit after tax of \$3.4 million, a significant improvement from the previous year's result of \$0.2 million. The Company achieved this through above-average fish growth and double digit sales growth in Europe and Asia, with Australian volumes stable at higher farm gate prices than the previous year.

Overall the Company increased sales volumes by 15% over FY17 to 2,640 tonnes of fish. Excluding the impact of clearance sales of frozen product in both years, Clean Seas achieved a 7% increase in sales volume. This growth, together with improved pricing, drove the Company's improvement in sales revenue, which increased by 18% compared to FY17 to reach \$41.7 million.

Sales

Higher domestic and international selling prices drove an improvement in farm gate prices in FY18.

The Large Fresh category represented 64% of Clean Seas' volume and 73% of revenue in FY18 with volumes maintaining about 1,700 tonnes (whole weight equivalent – WWE). During the year, farm gate prices increased 8% (\$1.06/kg), with an 18% improvement achieved over the past two years (FY17-FY18 - \$2.08/kg). Clean Seas' Spencer Gulf Hiramasa Kingfish continues to sell at a \$2-\$4 per kilo premium to its competitors in its key markets of Australia and Europe.





Dale Rice - Engineer



Ethan Tiller - Farm Hand



Locklan Maccuspie - Farm Hand



CHAIRMAN & MANAGING DIRECTOR'S REPORT

Sales of frozen product (excluding clearance stock) increased 53% in FY18 to 378 tonnes (WWE) at 25% higher farm gate prices. By the end of FY18, Clean Seas had ended production of traditional frozen products (-18°C) and transitioned to the new "Sensory Fresh" range of frozen products. This provides a clear quality advantage and is expected to drive significant sales growth and market expansion over coming years.

Fish Health and Fish Growth

Clean Seas maintained excellent fish health through the year, with net growth of 3,330 tonnes in FY18. This is 35% or 871 tonnes higher than FY17.

Total biomass at 30 June 2018 was 3,606 tonnes. This was 907 tonnes, or 34% higher than 12 months earlier.

This biomass level positions the Company well for further sales growth in FY19 and beyond as Clean Seas continues expansion of Spencer Gulf Hiramasa Kingfish in global markets.

Processing and Supply Economics

During FY18, Clean Seas progressively transitioned its processing operations from a third-party contractor in Port Lincoln to its new in-house processing facility at Royal Park, Adelaide.

In Q1 FY18 Clean Seas' new in-house processing facility had ramped up to process nearly all fish for the domestic market and commenced export processing. This brought improved quality control, enabling Clean Seas to generate cost savings from that point onwards. By year-end, the Royal Park facility was processing all fish for the Australian and international markets and the transition to in-house processing operations was complete.

New liquid nitrogen rapid-freezing technology was commissioned early in the 2018 calendar year, allowing Clean Seas to launch new "Sensory Fresh" products in its international markets, while lowering processing and freight costs.

While Clean Seas will remain focused on its ability to deliver the highest quality fresh Yellowtail Kingfish globally, the flexibility provided by rapid freezing will enable Clean Seas to meet customer demand for premium quality frozen product. The ability to hold rapid frozen stock will also help smooth out any imbalances between the rate of biomass growth and market demand as the Company continues to increase production.

Farm expansion

During the year, the Company progressed plans to return to farming at its Fitzgerald Bay leases, at the top of the Spencer Gulf near Whyalla in South Australia, commencing with the 2019-year class fish in 2019. This will provide an additional 4,250 tonnes of farm capacity. It will also improve sustainability practices including fallowing of farm sites, and help to reduce biosecurity risk through further geographic diversification.

Across its sites at Port Lincoln & Louth Bay, Arno Bay, Fitzgerald Bay and Wallaroo, the Company now has lease capacity for 11,000 tonnes of annual fish production.

In FY19, the YC19 fish will be initially transferred from our Arno Bay Hatchery to an Arno Bay "Nursery" site, which is Clean Seas' normal practice, and the fish will be relocated to Fitzgerald Bay later in 2019.

CHAIRMAN & MANAGING DIRECTOR'S REPORT

Marketing and brand awareness

In the September 2017 quarter, Clean Seas gained US Food and Drug Administration (FDA) and EU accreditation for its new processing plant. This was a significant step in its move to export both fresh and frozen fish from its Royal Park facility.

The Company's Chef Activation Program progressed well, with 1,565 restaurants visited between March and June 2018. This comprised 800 in Australia, 575 in Europe and 190 in the USA. Initial results have been very encouraging, with 42% of chefs visited who are not currently using our Spencer Gulf Hiramasa Kingfish indicating they intend to start buying Clean Seas' Large Fresh premium product.

Clean Seas introduced its Sensory Fresh products to international markets at the Australian Embassy in Brussels in April in association with the Seafood Expo Global.

During the year, Clean Seas switched from traditional white poly boxes used in the seafood industry to a new 100% recyclable box with graphics on it to showcase the Spencer Gulf Hiramasa Kingfish brand.

Clean Seas also launched a new website (www.cleanseas.com.au) and digital marketing campaign on social media to introduce the brand story, The Tale of Two Fish, with video interviews with leading chefs using our product to boost engagement and credibility.

CORPORATE

Capital Raise

Clean Seas completed a successful \$17.6 million capital raising in the first half of the year, comprising an oversubscribed \$7.0 million institutional placement, a Renounceable Rights Issue, which raised \$8.9 million in total, and a top-up placement which raised \$1.7 million.

Clean Seas was pleased with investors' strong response to the capital raising activities, which demonstrated support for the Company's strategic plan and decision to invest to accelerate business growth.

Government funding

Clean Seas was awarded a \$2.5 million grant from the Federal Government under the Regional Jobs and Investment Packages scheme, demonstrating support for the Company's expansion of its farming operations in the Spencer Gulf.

Board changes

In early July 2018, the Company announced the following new Board appointments and retirements following a planned succession process as initially advised at the 2016 Annual General Meeting:

- Appointment of Ms Raelene Murphy and Ms Helen Sawczak as Independent Non-Executive Directors, effective 1 July 2018
- Retirement of Dr Hagen Stehr and Mr Paul Steere as Non-Executive Directors, effective 30 June 2018
- Retirement of Mr Paul Robinson as Alternate Director for Dr Hagen Stehr, effective 30 June 2018

CHAIRMAN & MANAGING DIRECTOR'S REPORT

On behalf of the Board and staff of Clean Seas, we would like to express our sincere appreciation to Hagen and the two Pauls' for their invaluable contribution to the Company over many years. Hagen, who is the founder of the business and who has been intimately involved with the ups and downs of the business over the years has been designated the title of Founder Emeritus of Clean Seas Seafood as a token of our gratitude for his vision and his resilience. All three men will be missed for their deep experience in aquaculture and their general commercial acumen.

As part of a restructure of its head office finance and support functions, in September 2018, Clean Seas decided to split the combined role of Chief Financial Officer and Company Secretary into two separate roles. CFO and Company Secretary Wayne Materne will leave the Company in December 2018, and Clean Seas is actively recruiting candidates to fill the two roles.

During his four years with the Company, Wayne has been instrumental in providing effective support for the expanding business, and the Board thanks Wayne for his focus, dedication and strong contribution to the Company.

Feed litigation progressing

The Company continued to progress its litigation against Gibson's Limited, trading as Skretting Australia, in relation to what it alleges was taurine-deficient feed supplied to Clean Seas from December 2008 to July 2012.

Gibson's Limited is defending the proceedings and has denied all liability to the Group. As at year-end, the interlocutory steps in the litigation are almost complete, with both parties having completed discovery and

exchange of initial and responding experts' reports on liability and quantum. Clean Seas expects mediation by December 2018, with a trial to be scheduled in H2 FY19 if not settled at mediation.

Outlook

In FY19, Clean Seas will target sales volumes of 2,750 to 3,000 tonnes of fish, which would represent a 17%+ increase from the 2,353 tonnes in FY18 (which excludes frozen clearance products). This is targeted to generate sales revenue of \$47 to \$50 million, an 18%+ increase from the \$39.7 million in FY18 on the same basis. Further double-digit sales growth is expected to continue in FY20 and beyond.

Clean Seas will continue to invest to develop its sales and marketing capabilities to support long-term sales growth in Europe and to expand its presence in the US and Asian markets. The Board notes that the inherent operational risks in aquaculture may impact future results.

We take this opportunity to thank our management and staff for their efforts over the past year, as well as our fellow Directors for their support. The effort put in by everyone has been clear in what we have been able to achieve operationally and financially.

We look forward to updating you as Clean Seas' growth initiatives continue to build shareholder value in FY19 and beyond.

Terry O'Brien
Chairman

David J Head
Managing Director and CEO

Directors' Report

The Directors of Clean Seas Seafood Limited ('Clean Seas') present their Report together with the financial statements of the Consolidated Entity, being Clean Seas Seafood Limited ('the Company') and its Controlled Entity ('the Group') for the for the year ended 30 June 2018.

Directors

The following persons held office as Directors of Clean Seas during and since the end of the financial year:

- Mr Terry O'Brien - Chairman;
- Mr Nick Burrows;
- Mr Marcus Stehr;
- Dr Hagen Stehr AO (retired 30 June 2018);
- Mr Paul Steere (retired 30 June 2018);
- Ms Raelene Murphy (appointed 1 July 2018);
- Ms Helen Sawczak (appointed 1 July 2018);
- Mr David Head (Managing Director & CEO); and
- Mr Paul Robinson – Alternate Director for Dr Hagen Stehr (retired 30 June 2018).

Company Secretary

The following person was Company Secretary of Clean Seas during and since the end of the financial year:

- Mr Wayne Materne

Principal activities

The principal activities of the consolidated Group during the financial year were:

- The propagation of Hiramasa Yellowtail Kingfish, producing fingerlings for sale and growout;
- The growout of Hiramasa Yellowtail Kingfish for harvest and sale; and
- Research and development activities for the future aquaculture production of Southern Bluefin Tuna.

The Group continues to enhance its operations through new research and the application of world's best practice techniques to deliver Spencer Gulf Hiramasa Kingfish of premium quality.

There have been no significant changes in the nature of these activities during the year.

Review of operations and financial results

The Board and Management of Clean Seas report a statutory profit after tax for the year of \$3.380 million which compares to a \$0.202 million statutory profit after tax in FY17.

Significant positive outcomes of the FY18 year included:

- Sales volumes increased 15% to 2,640 tonnes, which was a 7% increase excluding the impact of clearance sales in both years;
- Revenue increased 18% to \$41.7 million;
- Further improvement in farm gate revenue with price increases in the Company's major markets;



- Achieved a H2 FY18 profit after tax of \$7.2 million, up from \$5.2 million in H2 FY17;
- Continued excellent Yellowtail Kingfish survival rates, health and growth;
- Yellowtail Kingfish biomass at year end increased 34% to 3,606 tonnes;
- Commencement of operation of an in-house processing plant at Royal Park in Adelaide, South Australia, where phased in production commenced in July 2017;
- Further development of the **Spencer Gulf Hiramasa Kingfish** branding which reflects strong and unique provenance. A new brand video, **the Tale of Two Fish**, and a series of short videos with Australian and internationally acclaimed chefs, combined with an international chef activation program have been key contributors to planned sales growth in FY18 and beyond; and
- Launch of **Sensory Fresh** products which are produced with Liquid Nitrogen Rapid Freezing technology which is world's best practice for freezing high value, premium seafood. Sales of these products will commence in FY19.

Sales expansion was achieved in the key Australian, European and Asian markets with strong sales of fresh **Spencer Gulf Hiramasa Kingfish** and growth in sales of frozen products to premium markets reflecting continued recognition of the quality of our product. The Company is exploring options for increased distribution in the Asian and North American regions. Increased competition was experienced in the Australian market, with two producers of Yellowtail Kingfish with warmer seawater farm locations selling their product at lower prices than Spencer Gulf Hiramasa Kingfish. Increased competition also emerged in Europe from land based farms producing Yellowtail Kingfish.

Fish husbandry costs increased 24% to \$24.2 million whilst biomass increased 34% to 3,606 tonnes and live fish net growth increased 35% to 3,330 tonnes. The Company is progressing plans to return to farming at its Fitzgerald Bay leases, at the top of the Spencer Gulf near Whyalla in South Australia. It is expected that the 2019 Year Class fish will, as usual, be initially transferred from our Arno Bay Hatchery to our Arno Bay "Nursery Site" prior to later being relocated to Fitzgerald Bay.

The Royal Park processing plant is a major strategic initiative for the Company. This has, for the first time, given Clean Seas full control of processing, delivering opportunities to improve the freshness and quality of product delivered to customers, explore new product development and reduce processing costs. Following receipt of international accreditations and other transition arrangements, all global processing has been undertaken at Royal Park since June 2018. Production of the new Sensory Fresh range was temporarily suspended in late May 2018 following a flood incident which had no impact on fresh fish processing or the launch of Sensory Fresh. All repair costs are expected to be covered by insurance.

Research and development activities into Southern Bluefin Tuna continued during the year on a scaled back basis, with the broodstock being maintained and options for future development continuing to be under review.

The litigation against Gibson's Limited, trading as Skretting Australia, in respect of what the Company maintains were defective feeds supplied to the Company and fed to the Company's Yellowtail Kingfish between December 2008 and July 2012, has progressed during FY18. The interlocutory steps in the litigation are almost complete with both parties having completed discovery and the exchange of initial and responding expert's reports on liability and quantum. It is anticipated that the matter will be listed for trial in H2 FY19. The pre-trial mediation discussed by

the parties some time ago is yet to be confirmed but is likely to be held during H1 FY19. As noted in the financial statements, no amounts have been included for potential compensation to be received or potential costs in undertaking this litigation. Costs of advancing this litigation claim have been expensed as incurred.

Significant changes in the state of affairs

In line with the announcements at the Company's 2016 AGM, Dr Hagen Stehr and Mr Paul Steere retired as Non-Executive Directors on 30 June 2018. The Company records its appreciation of the strong contribution that has been made over many years by Dr Hagen Stehr as Founder, former Chairman and Director since the Company was founded in 2000. The Company also records its appreciation of the strong contribution made by Mr Paul Steere since becoming a Director in 2010, including being Chairman from May 2012 to May 2017. With Dr Hagen Stehr's retirement, Mr Paul Robinson has also retired as Alternate Director on 30 June 2018.

The Board has decided to honour Dr Hagen Stehr and recognise his role and contribution by bestowing the title *Founder Emeritus*.

Ms Raelene Murphy and Ms Helen Sawczak have been appointed as Independent Non-Executive Directors with effect from 1 July 2018. Further details are provided later in this report.

Events arising since the end of the reporting period

There are no matters or circumstances that have arisen since the end of the year that have significantly affected or may significantly affect either:

- the entity's operations in future financial years;
- the results of those operations in future financial years; or
- the entity's state of affairs in future financial years.

Likely developments, business strategies and prospects

The Company is continuing to implement its strategic plan, with significant growth and profit improvement initiatives identified. These initiatives include:

- Continued international roll out of the **Spencer Gulf Hiramasa Kingfish** branding and associated marketing campaign;
- Continuing an international activation program targeting leading dining establishments and their chefs;
- Sales expansion in North America, China and Asia
- Commencement in FY19 of sales of **Sensory Fresh** products;
- Further increases in farm gate revenue, with price increases supported by the new marketing campaign and cost reductions across the supply chain;
- Progressing new product development initiatives;
- Improved farming efficiencies from scale, technology and ongoing research and development;
- Aquaculture Stewardship Council Accreditation to strengthen Clean Seas environmental and social credentials and provide an early adopter competitive advantage in Australia and key export markets; and
- Leveraging in-house infrastructure at Arno Bay for targeted research to underpin improving feed conversion ratios (FCR) and diet formulations for inclusion in contractual arrangements with feed suppliers.



Information on Directors and Key Management

Mr Terrence (Terry) O'Brien – Chairman, Independent Non-Executive Director

Mr O'Brien was appointed to the Company Board on 3 February 2017 and was elected Chairman by the Board on 10 May 2017. He is also Chairman of the Remuneration and Nominations Committee and a member of the Audit and Risk Committee.

Mr O'Brien was, from 2001 until 2017, the Managing Director of Simplot Australia Pty Limited, the US owned, but Australian centric, food processor and marketer. Amongst Simplot's stable of brands are John West, Birdseye, Leggo's, Edgell and Lean Cuisine. He was also the Chairman of the Australian Food and Grocery Council for five years to August 2017.

An accountant by training, Mr O'Brien was active in finance and management roles in the textile industry for ten years and in the food industry for over thirty years having spent approximately nine years at Cadbury Schweppes and twenty-four years at Simplot. At Simplot he was responsible for a number of divestments and acquisitions, which alongside organic growth saw Simplot sales increase nearly threefold during his tenure as Managing Director to become approximately 25% of the global JR Simplot agribusiness company.

Mr O'Brien also holds the following positions;

- Chairman of Bundaberg Brewed Drinks Pty Ltd
- Chairman of Kookaburra Sport Pty Ltd
- Non-Executive Director of Bega Cheese Ltd (ASX: BGA)
- Non-Executive Director of Foodbank Australia
- Member of East Asia Review Commission (Advisory Board) of Societe d'Oxygene et d'Acetylene d'Extreme-Orient, a member of the Air Liquide Group

Mr O'Brien is a Fellow of CPA Australia and a Fellow of the Australian Institute of Company Directors.

Mr Nick Burrows – Independent Non-Executive Director

Mr Burrows was appointed to the Company Board on 18 April 2012. He is also Chairman of the Audit and Risk Committee and a member of the Remuneration and Nominations Committee.

Mr Burrows is a respective Fellow of the Australian Institute of Company Directors, Chartered Accountants Australia and New Zealand, Governance Institute of Australia Ltd and the Financial Services Institute of Australasia and is a Chartered Accountant and Registered Company Auditor.

Mr Burrows was Chief Financial Officer and Company Secretary of Tassal Group Limited for 21 years from 1988 to 2009 and accordingly brings to the Board the benefits of an extensive and contemporary senior executive ASX200 aquaculture listed entity background.

Mr Burrows' Directorship background encompasses a multi-sector portfolio of Chair, Non-Executive Directorship, Board Committee and Advisory Board positions spanning local and state government, not-for-profit and major private companies. He currently is:

- Non-Executive Director of Tasmanian Water & Sewerage Corporation Pty Ltd;
- Non-Executive Director of Metro Tasmania Pty Ltd;
- Non-Executive Director of Australian Seafood Industries Pty Ltd;
- Non-Executive Director of PFG Group Pty Ltd & and MIC Pty Ltd; and
- a Member of the Australian China Business Council – Tasmanian Chapter.

He also has significant experience as an Audit and Risk Committee member across his multi-sector Board portfolio.

Mr Burrows has had a long involvement with Governance Institute of Australia including serving as National President and serving on the Tasmanian Branch Council

Mr Marcus Stehr - Non-Executive Director

Mr Stehr was appointed to the Company Board on incorporation in September 2000. He is also a member of the Remuneration and Nominations Committee.

Mr Stehr's technical qualifications include Master Class 4 Fishing/Trading Skippers certificates, MED 1 and Dive Master certificates. Commercial qualifications include business management courses spanning post graduate studies in Business and completion of the Company Director's Course. He is a Fellow of the Australian Institute of Company Directors.

Mr. Stehr has more than 25 years hands on experience in marine finfish aquaculture operations encompassing Tuna, Kingfish and Mulloway.

In addition to being Managing Director of Australian Tuna Fisheries Pty Ltd (a major shareholder in Clean Seas), Stehr Group Pty Ltd and Sanchez Tuna Pty Ltd, Mr Stehr makes a strong contribution to the Australian fishing and aquaculture industries as:

- Board member of the Australian Southern Bluefin Tuna Industry Association Ltd;
- Director of the Australian Maritime and Fisheries Academy (Australian Fisheries Academy Ltd);
- Industry member of Southern Bluefin Tuna Fishery Management Advisory Committee; and
- Director of Seafood Industry Australia

Ms Raelene Murphy – Independent Non-Executive Director (appointed 1 July 2018)

Ms Murphy was appointed to the Company Board on 1 July 2018. She is also a member of the Audit and Risk Committee from 1 July 2018.

Ms Murphy has over 35 years' experience in strategic, financial and operational leadership in both industry and professional advisory. Raelene specialised in operational and financial restructuring including merger and acquisition integration and was formerly a Managing Director at KordaMentha and a Partner in a national accounting firm. Her industry experience includes CEO of the Delta Group and senior executive roles in the Mars Group.

Ms Murphy is currently a Non-Executive Director of:

- Altium Limited (ASX: ALU)
- Bega Cheese Limited (ASX: BGA)
- Integral Diagnostics Limited (ASX: IDX)
- Service Stream Limited (ASX: SSM) and
- Ross House Investments Pty Ltd (Stillwell Motor Group).

She was previously a Non-Executive Director of Tassal Group Limited (ASX: TGR) and EVZ Limited (ASX: EVZ).

Ms Murphy is a Fellow of Chartered Accountants Australia and New Zealand.

Ms Helen Sawczak – Independent Non-Executive Director (appointed 1 July 2018)

Ms Sawczak was appointed to the Company Board on 1 July 2018.

Ms Sawczak is the National CEO of the Australia China Business Council.

Ms Sawczak has over 25 years' experience in international commercial law. Ms Sawczak started her career as a corporate lawyer at international law firms both in Australia and overseas. In Australia, Ms Sawczak worked in the China practice of MinterEllison and then moved to Moscow and

Kazakhstan to work for Clifford Chance acting for US and European clients investing in the privatisation of former Soviet industries. After returning to Australia, Ms Sawczak worked as in-house counsel with Alcoa and Telstra and then moved into senior management roles at Australia Post and ANZ Bank.

Ms Sawczak is a graduate of the Australian Institute of Company Directors and holds a BA/LLB from Monash University and a Grad.DipArts (Chinese Language) First Class Honours from the University of Melbourne.

Mr David Head – Managing Director and Chief Executive Officer

Mr Head was appointed as Managing Director and Chief Executive Officer on 28 January 2016. He has over 25 years' experience as a CEO, Non-Executive Director and Corporate Advisor in a wide range of industry sectors in Australia, New Zealand, Asia and Europe in public and privately owned companies. This includes Chief Executive roles at Pepsi, Lion Nathan, Calum Textile Group and Leigh Mardon Group.

Mr Head has extensive Board experience as both Non-Executive and Executive Director including previously as Non-Executive Director of ASX listed Snack Brands Limited. He is currently a Director of Fairtrade Australia and New Zealand Limited.

Mr Wayne Materne – Company Secretary and Chief Financial Officer

Mr Materne was appointed Company Secretary and Chief Financial Officer on 22 August 2014.

Mr Materne is a Fellow of CPA Australia and a Graduate Member of the Australian Institute of Company Directors. He has extensive experience in CFO and senior finance roles in the agribusiness and manufacturing sectors with ASX listed and unlisted companies. This includes experience in livestock, forestry and wine / viticulture with companies including Elders, SA Forestry Corporation, Southcorp and Nepenthe.

Retired Directors

Dr Hagen Stehr AO – Non-Executive Director (retired 30 June 2018)

Dr Stehr was a founding Director at incorporation in September 2000 and retired on 30 June 2018. Dr Stehr was Chairman from September 2000 to December 2009. Following his retirement from the Board, Dr Stehr has been formally designated the title *Founder Emeritus*.

Dr Stehr's extensive knowledge of and experience in the fishing and aquaculture industries are well documented, having been a co-founder of the world's first Southern Bluefin Tuna offshore ranching industry in 1990 and a major player in the Tuna industry since 1960 in Australia and other parts of the world.

In addition to being a Director of Australian Tuna Fisheries Pty Ltd (a major shareholder in Clean Seas), Stehr Group Pty Ltd and Sanchez Tuna Pty Ltd, Dr Stehr is currently:

- Chairman of the Australian Maritime and Fisheries Academy (Australian Fisheries Academy Ltd) since 1997, a major institution for training of fishermen and seafarers;
- Board member of Primary Industries Skills Council SA Inc;
- Member of the Australian Maritime Safety Authority (AMSA) Advisory Committee; and
- Member of the Waite Independent Industry Leaders Club.

Dr Stehr has previously also held the following positions:

- Founding member of Australian Bight Seafood in 1971;
- Chair of the South Australian Marine Finfish Farmers Association Inc, the peak body for the sea farming industry;

- Chairman of the South Australian Fishing and Seafood Industry Training Council for over 20 years, being the longest serving Chairman;
- Member of the South Australian Government's Aquaculture Advisory Committee;
- Founding Board member of the Australian Tuna Boat Owners Association (now Australian Southern Bluefin Tuna Industry Association Ltd); and
- Founder of Fishing Industry House.

In 1997 Dr Stehr became a Justice of the Peace and was awarded the Officer of the Order of Australia (AO) for services to the Seafood Industry.

In 2000 Dr Stehr was awarded the Australian Centenary Medal.

In 2010 Dr Stehr received an honorary doctorate from the University of the Sunshine Coast in recognition of his internationally significant contribution to sustainable fishing industries.

In 2014 Dr Stehr was awarded the title of Food Ambassador for South Australia by the South Australian Government.

Mr Paul Steere – Independent Non-Executive Director (retired 30 June 2018)

Mr Steere was appointed to the Company Board on 20 May 2010, was Chairman from 22 May 2012 to 10 May 2017 and then Non-Executive Director until his retirement on 30 June 2018. He was also a member of the Audit and Risk Committee until 30 June 2018.

Mr Steere was Chief Executive of New Zealand King Salmon for 15 years from 1994 to 2009. NZ King Salmon is the leading aquaculture company in New Zealand and globally the largest Chinook salmon farmer with an international reputation for quality, service, process/product innovation and professionalism.

Prior to joining NZ King Salmon, Mr Steere served in senior executive roles with the NZ Dairy Board and a British International Trader, including a range of sole charge stewardship and Directorships.

Mr Steere remains a Director of NZ King Salmon and also holds the following positions:

- Chair of Nelson Airport Limited;
- Chair of Allan Scott Family Winemakers Limited of Marlborough NZ;
- Deputy Chair of the Nelson Marlborough Institute of Technology; and
- Chair of Kaynemaile Limited, a company producing unique ring linked curtains for architectural applications and aquaculture farm netting.

Mr Steere is a member of the New Zealand Institute of Directors and a resident of Nelson, New Zealand.

Mr Paul Robinson – Non-Executive Alternate Director (retired 30 June 2018)

Mr Robinson was appointed Alternate Director for Dr Hagen Stehr in December 2005 and retired on 30 June 2018. He was also a consultant to the Audit and Risk Committee until 30 June 2018.

Mr Robinson is a Fellow of Chartered Accountants Australia and New Zealand with 15 years' experience as a partner of a leading international accounting practice. He is Chairman and Non-Executive Director for a number of private property and investment companies. He was appointed a Non-Executive Director of Australian Tuna Fisheries Pty Ltd, a major Clean Seas shareholder which is associated with Dr Hagen Stehr, in May 2006. He is also a Director of PSMMR Pty Ltd which provides consulting services to Clean Seas.



Directors' meetings

The number of Board meetings and meetings of Board Committees held during the year, and the number of meetings attended by each Director is as follows:

Director's name	Board Meetings		Audit and Risk Committee (2)		Remuneration and Nominations Committee	
	A	B	A	B	A	B
Terry O'Brien	9	9	4	4	8	8
Paul Steere	9	9	4	4	-	1
Nick Burrows	9	9	4	4	8	8
Hagen Stehr (1)	9	7	-	1	-	1
Marcus Stehr	9	9	-	3	8	7
David Head	9	9	-	4	-	4

(1) Paul Robinson attended 8 Board meetings, 3 ARC meetings and 1 Remuneration and Nominations Committee meeting by invitation as Alternate Director for Hagen Stehr.

(2) Audit and Risk Committee (ARC) was previously named the Finance, Audit and Risk Management (FARM) Committee.

Where:

column A is the number of meetings the Director was entitled to attend as a member

column B is the number of meetings the Director attended (all Directors are entitled to attend Committee meetings)

Unissued shares under option

There are no unissued ordinary shares of Clean Seas under option at the date of this report. The Company issued 23,451,185 share rights during the financial year as part of the FY18 LTI Equity Incentive Plan. Further details are provided in the Remuneration Report. None of these share rights have vested as at the date of this report.

Shares issued during or since the end of the year as a result of exercise

No shares have been issued during or since the end of the financial year as a result of the exercise of options or share rights.

Remuneration Report (audited)

The Directors of Clean Seas Seafood Limited ('the Group') present the Remuneration Report for Non-Executive Directors and other Key Management Personnel, prepared in accordance with the *Corporations Act 2001* and the *Corporations Regulations 2001*.

The Remuneration Report is set out under the following main headings:

- a Principles used to determine the nature and amount of remuneration
- b Details of remuneration
- c Service agreements
- d Bonuses included in remuneration; and
- e Other information.

a Principles used to determine the nature and amount of remuneration

The principles of the Group's executive strategy and supporting incentive programs and frameworks are:

- to align rewards to business outcomes that deliver value to shareholders;
- to drive a high performance culture by setting challenging objectives and rewarding high performing individuals; and
- to ensure remuneration is competitive in the relevant employment market place to support the attraction, motivation and retention of executive talent.

The Board has established a Remuneration and Nominations Committee which operates in accordance with its charter as approved by the Board and is responsible for determining and reviewing compensation arrangements for the Directors and the Executive Team.

The Committee engages independent remuneration consultants to provide any necessary information to assist in the discharge of its responsibilities. During FY18 Guerdon Associates Pty Ltd provided advice.

Non-Executive Director Remuneration

In accordance with best practice corporate governance, the remuneration of Non-Executive Directors is structured separately from that of Executive Directors and Senior Executives.

The Company's Non-Executive Directors receive only fees (including statutory superannuation where applicable) for their services and the reimbursement of reasonable expenses. The Board reviews its fees to ensure the Company's Non-Executive Directors are fairly remunerated for their services, recognising the level of skill and experience required to conduct the role and to have in place a fee scale which enables the Company to attract and retain talented Non-Executive Directors.

The advice of independent remuneration consultants is taken from time to time so as to establish that Directors' fees are in line with market standards. No such advice was taken during the year.

Non-Executive Directors do not receive any shares, options or other securities in addition to their remuneration and are not eligible to participate in any Company share plans or any other incentive plans that may be in operation. They do not receive any retirement benefits other than compulsory superannuation where applicable.

The aggregate remuneration paid to all the Non-Executive Directors (inclusive of statutory superannuation) may not exceed the current "fee pool" limit of \$500,000, which was set at the 2016 AGM on 28 November 2016. This 'fee pool' is only available to Non-Executive Directors, as Board membership is taken into account in determining the remuneration paid to Executive Directors as part of their normal employment conditions.

Annual Directors' fees for FY18 were set at \$120,000 for the Chairman of the Board and \$60,000 for all other Non-Executive Directors. In addition, annual Committee fees are paid at \$7,500 for a Committee Chairman and \$5,000 for other Committee members.

Senior Executive Remuneration

The remuneration structure adopted by the Group for FY18 consists of the following components:

- fixed remuneration being annual salary and benefits;
- short term incentives, being cash bonuses; and

- long term incentives, being share based remuneration, in the case of the Managing Director & CEO and the CFO & Company Secretary.

The Remuneration and Nominations Committee assess the appropriateness of the nature and amount of remuneration on a periodic basis by reference to recent employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality Executive Team.

The payment of bonuses is reviewed by the Remuneration and Nominations Committee annually as part of the review of executive remuneration and a recommendation is put to the Board for approval. All bonuses must be linked to pre-determined performance criteria.

Short Term Incentive (STI)

The Group's performance measures involve the use of annual performance objectives, metrics and performance appraisals. Financial targets are based on net profit after tax (NPAT). Non-financial targets are based on strategic goals set in relation to the main priorities for the position.

The performance measures are set annually after consultation with the Directors and executives and are specifically tailored to the areas where each executive has a level of control. The measures target areas the Board believes hold the greatest potential for business improvement, expansion and profit and cover financial and non-financial measures.

The Key Performance Indicators ('KPI's') for the Executive Team in FY18 are summarised as follows:

- Managing Director and CEO: NPAT in FY18, capital raise outcome, farm gate price, cash flow, key appointments and EU accreditation; and
- CFO and Company Secretary: NPAT in FY18, capital raise outcome and personal targets related to the position.

Long Term Incentive (LTI)

A share based LTI Equity Incentive Plan for the Managing Director and CEO (Mr David Head) was submitted to and approved by shareholders at the 2017 Annual General Meeting. Details were set out in the Notice of Meeting. The LTI is based on share rights being granted and further details are provided in section (e) of the Remuneration Report.

Performance Reviews

Management have regular annual performance reviews in accordance with established procedures.

Pursuant to the Board's and Board Committee's respective Charters, the Board conducts annual evaluations of its performance, the performance of its Committees, the Chairman, individual Directors and the key governance processes that support the Board's work. The respective Board Committee Charters also require the Committees to evaluate their performance and composition at least annually to determine whether they are functioning effectively by reference to current best practice. This evaluation is presented to the Board for review.

Voting and comments made at the Company's last Annual General Meeting

The resolution for adoption of the Remuneration Report for the financial year ending 30 June 2017 was passed on a show of hands at the Company's 2017 Annual General Meeting, with 89.5% of

directed proxy votes being for this resolution. The Company received no specific feedback on its Remuneration Report at the Annual General Meeting.

Consequences of performance on shareholder wealth

In considering the Group's performance and benefits for shareholder wealth, the Board have regard to the following measures in respect of the current financial year and the previous five financial years:

Item	2018	2017	2016	2015	2014(*)	2013(*)
Basic EPS (cents)	0.22	0.02	(0.81)	0.37	0.94	(5.18)
Profit / (loss) before tax (\$'000)	3,380	202	(9,928)	1,033	6,597	(32,405)
Profit / (loss) after tax (\$'000)	3,380	202	(8,982)	4,108	9,156	(28,301)
Net Assets (\$'000)	71,769	51,553	42,917	51,899	47,791	29,433
Share price at 30 June (cents)	5.0	4.6	3.4	5.9	4.9	1.3

(*) Restated to reflect change in R&D tax incentive refund accounting

b Details of remuneration
Details of the nature and amount of each element of the remuneration of each Key Management Personnel ('KMP') of the Group are shown in the table below:

Director and other Key Management Personnel remuneration (\$)											
Employee	Year	Short term employee benefits			Post-employment benefits	Long-term benefits	Termination benefits		Share-based payments		Performance based percentage of remuneration
		Cash salary and fees	Cash bonus	Non-monetary benefits			Superannuation	Long service leave	Termination payments	Share rights	
Non-Executive Directors											
Terry O'Brien (1) Chairman, Independent	2018	132,500	-	-	-	-	-	-	-	132,500	-
	2017	35,000	-	-	-	-	-	-	-	35,000	-
Paul Steere (2)(4) Independent	2018	65,000	-	-	-	-	-	-	-	65,000	-
	2017	115,000	-	-	-	-	-	-	-	115,000	-
Nick Burrows Independent	2018	72,500	-	-	-	-	-	-	-	72,500	-
	2017	60,000	-	-	-	-	-	-	-	60,000	-
Hagen Stehr (3)(4)	2018	60,000	-	-	-	-	-	-	-	60,000	-
	2017	60,000	-	-	-	-	-	-	-	60,000	-
Marcus Stehr	2018	59,361	-	-	5,639	-	-	-	-	65,000	-
	2017	54,794	-	-	5,206	-	-	-	-	60,000	-
Paul Robinson (4) Alternate Director	2018	-	-	-	-	-	-	-	-	-	-
	2017	-	-	-	-	-	-	-	-	-	-
Other Key Management Personnel											
David Head Managing Director & CEO	2018	435,632	155,905	-	25,529	4,329	-	-	349,979	971,374	52%
	2017	388,369	147,533	-	35,000	1,718	-	-	147,994	720,614	41%
Wayne Materne - CFO & Company Secretary	2018	212,576	61,210	-	25,595	5,248	-	-	46,709	351,338	31%
	2017	204,384	56,844	-	19,416	2,526	-	-	23,845	307,015	26%
2018 Total	2018	1,037,569	217,115	-	56,763	9,577	-	-	396,688	1,717,712	36%
2017 Total	2017	917,547	204,377	-	59,622	4,244	-	-	171,839	1,357,629	28%

(1) Appointed Director on 3 February 2017 and elected Chairman 10 May 2017 (2) Chairman to 10 May 2017

(3) Directors fees paid to a company associated with the Director (4) Retired 30 June 2018

The relative proportions of remuneration that are linked to performance and those that are fixed are as follows:

Name	Fixed remuneration	At risk - STI	At risk - LTI
<i>Other Key Management Personnel</i>			
David Head	38%	14%	48%
Wayne Materne	56%	22%	22%

c Service agreements

Remuneration and other terms of employment for the Other Key Management Personnel are formalised in a Service Agreement. The major provisions of the agreements relating to remuneration are set out below:

Name	Base salary \$	Motor Vehicle / Allowance	Term of agreement	Notice period
David Head	393,200	Yes	Ongoing	9 months
Wayne Materne	215,000	No	Ongoing	3 months

d Bonuses included in remuneration

Details of the short-term incentive cash bonuses awarded as remuneration to each Key Management Personnel for FY18, the percentage of the available bonus that was awarded in the financial year and the percentage that was forfeited because the performance criteria were not achieved is set out below. No part of the bonus carries forward to future years. The awarded bonuses have been recognised in FY18 and will be paid in FY19.

	Included in remuneration (\$)	Percentage vested during the year	Percentage forfeited during the year
<i>Other Key Management Personnel</i>			
David Head	155,905	93.2%	6.8%
Wayne Materne	61,210	65.0%	35.0%

e Other information

Shares held by Key Management Personnel

The number of ordinary shares in the Company during the 2018 reporting period held by each of the Group's Key Management Personnel, including their related parties, is set out below:

Year ended 30 June 2018 – Ordinary Shares'000					
Personnel	Balance at start of year	Granted as remuneration	Received on exercise	Other changes	Held at the end of reporting period
T O'Brien (1)(2)	2,000	-	-	1,000	3,000
P Steere (2)	905	-	-	90	995
H Stehr (1)(2)	106,040	-	-	11,008	117,048
N Burrows (2)	879	-	-	88	967
M Stehr (2)	1,178	-	-	118	1,296
P Robinson (1)(2)	2,198	-	-	602	2,800
D Head (1)(2)	8,806	-	-	1,321	10,127
W Materne	-	-	-	-	-
Totals	122,006	-	-	14,227	136,233

(1) Changes are on market purchases

(2) Changes arise from participation in Renounceable 1:10 Entitlement Issue

None of the shares included in the table above are held nominally by Key Management Personnel. No options to acquire shares are held by Key Management Personnel.

Share Rights held by Key Management Personnel

Share rights granted under the LTI Equity Incentive Plan are set out below:

Year ended 30 June 2018 – Share Rights'000					
Personnel	Balance at start of year	Granted as remuneration	Exercised	Lapsed	Held at the end of reporting period
D Head	16,232	13,034	-	-	29,266
W Materne	2,615	2,149	-	-	4,764
Totals	18,847	15,183	-	-	34,030

The share rights will vest if specified performance targets are achieved and the executive remains employed by the Company for three years including the year for which the share rights were granted, or in other circumstances agreed with the executive or at the discretion of the Board. Each share right on exercise converts to one ordinary share, subject to adjustment in specified

circumstances. No amount is payable on vesting or exercise. No share rights have vested or been exercised as at the date of this report.

Other Transactions with Key Management Personnel

The Group's related parties comprise its key management and entities associated with key management.

The largest shareholder in Clean Seas Seafood Limited is Australian Tuna Fisheries Pty Ltd (ATF). ATF and its associated entities controlled 7.1% of issued shares at 30 June 2018 (2017: 7.7%) and it is associated with Stehr Group Pty Ltd, H & A Stehr Superannuation Fund and Sanchez Tuna Pty Ltd.

All transactions with related parties are negotiated on a commercial arms-length basis. These transactions were as follows:

	2018 \$'000	2017 \$'000
Australian Tuna Fisheries Pty Ltd:		
• Receipts for ice, expenses, SBT quota lease and contract labour	9	17
• Payments for towing, contract labour, fish feed, marina and net shed rent and electricity	486	350
Stehr Group Pty Ltd		
• Payments for office rent	32	19
PSMMR Pty Ltd (associated with Paul Robinson – Alternate Director)		
• Payments for consulting services and associated expenses	137	70

The following balances are outstanding as at the reporting date in relation to transactions with related parties:

	2018 \$'000	2017 \$'000
Current payables		
• Australian Tuna Fisheries Pty Ltd	21	40
• Stehr Group Pty Ltd	-	7
• PSMMR Pty Ltd	18	9
Current receivables		
• Australian Tuna Fisheries Pty Ltd	17	17

End of audited Remuneration Report.

Environmental legislation

The Group's operations are subject to Commonwealth and State regulations governing marine and hatchery operations, processing, land tenure and use, environmental requirements including site specific environmental licences, permits and statutory authorisations, workplace health and safety and trade and export.

The Group's management regularly and routinely monitor compliance with the relevant environmental regulations and compliance is regularly reported to the Board.

The Group has well established procedures to monitor and manage compliance with existing environmental regulations and new regulations as they come into force.

The Directors believe that all regulations have been met during the period covered by this Annual Financial Report and are not aware of any significant environmental incidents arising from the operations of the consolidated entity during the financial year.

Further information in relation to specific regulated areas of the operation is as follows:

- The Arno Bay and Port Augusta Hatcheries are licenced to operate under an Aquaculture Land based Category C License issued by the South Australian Minister for Agriculture, Food and Fisheries under the Aquaculture Act 2001. The licensee is required to comply with the requirements of all statutes, regulations, by-laws, ordinances, rules, notices or orders lawfully given pursuant to the Aquaculture Act 2001, Aquaculture Regulations 2005, Environment Protection (Water Quality) Policy 2003 and the Livestock Act 1997. Clean Seas has not recorded any breaches of the license requirements.
- The Group operates 29 marine aquaculture licenses issued by The South Australian Minister for Agriculture, Food and Fisheries under the Aquaculture Act 2001. The licensee is required to comply with the requirements of all statutes, regulations, by-laws, ordinances, rules, notices or orders lawfully given pursuant to the Aquaculture Act 2001, Aquaculture Regulations 2005, Environment Protection (Water Quality) Policy 2003 and the Livestock Act 1997. There have been no material recorded breaches of the license requirements with temporary approval having been received to carry additional biomass in the Port Lincoln licences.
- The Royal Park processing plant is licenced by the South Australian Environment Protection Authority under Part 6 of the Environment Protection Act 1993 to operate as a fish processing works. The Licensee must be aware of and comply with their obligations under the Environment Protection Act 1993, the Environment Protection Regulations 2009, the Environment Protection Policies made under the Environment Protection Act 1993 and the requirements of any National Environment Protection Measure which operates as an Environment Protection Policy under the Environment Protection Act 1993. Clean Seas has not recorded any breaches of the licence requirements.

Indemnities given to and insurance premiums paid for Directors and officers

Under rules 50 and 51 of the Company's Constitution, each of the Company's Directors, the Company Secretary and every other person who is an officer is indemnified to the extent permitted by law and Directors and Officers Liability Insurance has been implemented. The terms of the insurance contract prohibit the Company from disclosing the level of premium paid.

Each Director and the Company Secretary has entered into a Deed of Indemnity and Access which indemnifies a Director or officer against liabilities arising as a result of acting as a Director or officer subject to certain exclusions and provides for related legal costs to be paid by the Company. The Deed requires the Company to maintain an insurance policy against any liability incurred by a Director or officer in his or her capacity as a Director or officer during that person's term of office and seven years thereafter. It also provides a Director or officer with a right of access to Board papers and other documentation while in office and for seven years thereafter.

Non-audit services

During the year, Grant Thornton, the Company's auditors, performed certain other services in addition to their statutory audit duties.

The Board has considered the non-audit services provided during the year by the auditor and, in accordance with written advice provided by resolution of the Audit and Risk Committee, is satisfied that the provision of those non-audit services during the year is compatible with, and did not

compromise, the auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services were subject to the corporate governance procedures adopted by the Company and have been reviewed by the Audit and Risk Committee to ensure they do not impact upon the impartiality and objectivity of the auditor; and
- the non-audit services do not undermine the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professional Accountants*, as they did not involve reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as an advocate for the Company or jointly sharing risks and rewards.

Details of the amounts paid to the auditors of the Company, Grant Thornton, and its related practices for audit and non-audit services provided during the year are set out in Note 24 to the Financial Statements.

A copy of the Auditor's Independence Declaration as required under s307C of the *Corporations Act 2001* is included on page 21 of this financial report and forms part of this Directors' Report.

Proceedings of behalf of the Company

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

Rounding of amounts

Clean Seas is a type of Company referred to in ASIC Class Order 2016/191 and therefore the amounts contained in this report and in the financial report have been rounded to the nearest \$1,000 (where rounding is applicable), or in certain cases, to the nearest dollar under the option permitted in the Class Order.

Signed in accordance with a resolution of the Directors.



Terry O'Brien
Chairman

31 August 2018



Grant Thornton House
Level 3
170 Frome Street
Adelaide SA 5000
Correspondence to:
GPO Box 1270
Adelaide SA 5001

T +61 8 8372 6666
F +61 8 8372 6677
E info.sa@au.gt.com
W www.grantthornton.com.au

Auditor's Independence Declaration To the Directors of Clean Seas Seafood Limited

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the audit of Clean Seas Seafood Limited for the year ended 30 June 2018, I declare that, to the best of my knowledge and belief, there have been:

- a no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- b no contraventions of any applicable code of professional conduct in relation to the audit.

A handwritten signature in blue ink that reads "Grant Thornton".

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

A handwritten signature in blue ink, appearing to be "J L Humphrey".

J L Humphrey
Partner – Audit & Assurance

Adelaide, 31 August 2018

Grant Thornton Audit Pty Ltd ACN 130 913 594
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Corporate Governance Statement

The Board is committed to achieving and demonstrating the highest standards of corporate governance. As such, Clean Seas Seafood Limited and its Controlled Entity (‘the Group’) have adopted the third edition of the *Corporate Governance Principles and Recommendations* which was released by the ASX Corporate Governance Council on 27 March 2014 and became effective for financial years beginning on or after 1 July 2014.

The Group’s Corporate Governance Statement for the financial year ending 30 June 2018 is dated as at 30 June 2018 and was approved by the Board on 31 August 2018. The Corporate Governance Statement is available on Clean Seas’ website at www.cleanseas.com.au/investors/corporate-governance.



Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2018

	Notes	2018 \$'000	2017 \$'000
Revenue	6	41,650	35,397
Other income		86	-
Net gain arising from changes in fair value of biological assets	13	18,183	9,941
Fish husbandry expense		(24,210)	(19,529)
Employee benefits expense	20.1	(10,218)	(7,181)
Fish processing and selling expense		(10,959)	(8,999)
Cost of goods sold – frozen inventory		(5,977)	(3,031)
Write-down to net realisable value - frozen inventory		-	(1,343)
Depreciation and amortisation expense	14	(2,539)	(1,997)
Other expenses		(2,625)	(2,956)
Profit before finance items and tax		3,391	302
Finance costs	7	(75)	(112)
Finance income	7	64	12
Profit before tax		3,380	202
Income tax benefit / (expense)	8	-	-
Profit for the year from continuing operations		3,380	202
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year		3,380	202
Earnings per share from continuing operations:			
Basic earnings per share (cents per share)	22.1	0.22	0.02
Diluted earnings per share (cents per share)	22.1	0.21	0.02

Note: This statement should be read in conjunction with the notes to the financial statements.

Consolidated Statement of Financial Position

As at 30 June 2018

	Notes	2018 \$'000	2017 \$'000
Assets			
<i>Current</i>			
Cash and cash equivalents	9	5,534	524
Trade and other receivables	10	5,133	3,832
Inventories	12	5,484	3,521
Prepayments		581	418
Biological assets	13	45,229	32,105
Current assets		61,961	40,400
<i>Non-current</i>			
Property, plant and equipment	14	16,500	13,985
Biological assets	15	244	244
Intangible assets	16	2,957	3,027
Non-current assets		19,701	17,256
TOTAL ASSETS		81,662	57,656
Liabilities			
<i>Current</i>			
Trade and other payables	17	6,504	4,083
Borrowings	18	622	330
Provisions	19	862	726
Current liabilities		7,988	5,139
<i>Non-current</i>			
Borrowings	18	1,727	832
Provisions	19	178	132
Non-current liabilities		1,905	964
TOTAL LIABILITIES		9,893	6,103
NET ASSETS		71,769	51,553
Equity			
Equity attributable to owners of the Parent:			
• share capital	21	182,345	165,998
• share rights reserve	21	661	172
• accumulated losses		(111,237)	(114,617)
TOTAL EQUITY		71,769	51,553

Note: This statement should be read in conjunction with the notes to the financial statements.

Consolidated Statement of Changes in Equity

For the year ended 30 June 2018

	Notes	Share capital \$'000	Share rights reserve \$'000	Accumulated Losses \$'000	Total equity \$'000
Balance at 1 July 2016		157,736	-	(114,819)	42,917
Profit for the year		-	-	202	202
Share purchase plan and placement	21.1	8,262	-	-	8,262
Share rights reserve movement	21.2	-	172	-	172
Balance at 30 June 2017		165,998	172	(114,617)	51,553
Profit for the year		-	-	3,380	3,380
Share placement and renounceable entitlement	21.1	16,347	-	-	16,347
Share rights reserve movement	21.2	-	489	-	489
Balance at 30 June 2018		182,345	661	(111,237)	71,769

Note: This statement should be read in conjunction with the notes to the financial statements.

Consolidated Statement of Cash Flows

For the year ended 30 June 2018

	Notes	2018 \$'000	2017 \$'000
Operating activities			
Receipts from customers		40,787	36,130
Payments to suppliers excluding feed		(22,172)	(19,657)
Payments for feed		(17,141)	(13,333)
Payments to employees		(8,318)	(6,464)
Government grants received		29	-
Net cash used in operating activities	23	(6,815)	(3,324)
Investing activities			
Purchase of property, plant and equipment		(4,917)	(2,453)
Interest received		63	14
Net cash used in investing activities		(4,854)	(2,439)
Financing activities			
Gross proceeds from issue of shares		17,656	8,970
Share issue expenses		(1,309)	(708)
Proceeds from borrowings		1,220	1,648
Repayment of borrowings		(818)	(4,138)
Interest paid		(70)	(83)
Net cash from financing activities		16,679	5,689
Net change in cash and cash equivalents		5,010	(74)
Cash and cash equivalents at beginning of year		524	598
Cash and cash equivalents at end of year	9	5,534	524

Note: This statement should be read in conjunction with the notes to the financial statements.

Notes to the Consolidated Financial Statements

1 Nature of operations

Clean Seas Seafood Limited and its subsidiary's ('the Group') principal activities include finfish sales and tuna operations. These activities comprise the following:

- **Finfish sales** – The propagation, growout and sale of Yellowtail Kingfish; and
- **Tuna operations** – Research and development activities relating to Southern Bluefin Tuna.

2 General information and statement of compliance

The consolidated general purpose financial statements of the Group have been prepared in accordance with the requirements of the *Corporations Act 2001*, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board ('AASB'). Compliance with Australian Accounting Standards results in full compliance with the International Financial Reporting Standards ('IFRS') as issued by the International Accounting Standards Board ('IASB'). Clean Seas Seafood Limited is a for-profit entity for the purpose of preparing the financial statements.

Clean Seas Seafood Limited is the Group's Ultimate Parent Company and is an ASX listed Public Company (ASX: CSS) incorporated and domiciled in Australia. The address of its registered office and its principal place of business is 7 North Quay Boulevard, Port Lincoln South Australia 5606 Australia.

The consolidated financial statements for the year ended 30 June 2018 were approved and authorised for issue by the Board of Directors on 31 August 2018.

3 Changes in accounting policies

3.1 New and revised standards that are effective for these financial statements

A number of new and revised standards became effective for the first time to annual periods beginning on or after 1 July 2017. Information on the more significant standard(s) is presented below.

AASB 2016-1 Amendments to Australian Accounting Standards – Recognition of Deferred Tax Assets for Unrealised Losses

AASB 2016-1 amends AASB 112 *Income Taxes* to clarify how to account for deferred tax assets related to debt instruments measured at fair value, particularly where changes in the market interest rate decrease the fair value of a debt instrument below cost.

AASB 2016-1 is applicable to annual reporting periods beginning on or after 1 January 2017.

AASB 2016-2 Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 107

AASB 2016-2 amends AASB 107 *Statement of Cash Flows* to require entities preparing financial statements in accordance with Tier 1 reporting requirements to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes.

AASB 2016-2 is applicable to annual reporting periods beginning on or after 1 January 2017.

The adoption of this standard has not had a material impact on the Group.

3.2 Accounting Standards issued but not yet effective and not being adopted early by the Group

The accounting standards that have not been early adopted for the year ended 30 June 2018, but will be applicable to the Group in future reporting periods, are detailed below. Apart from these standards, other accounting standards that will be applicable in future periods have been reviewed, however they have been considered to be insignificant to the Group.

At the date of authorisation of these financial statements, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective, and have not been adopted early by the Group. Management anticipates that all of the relevant pronouncements will be adopted in the Group's accounting policies for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the group's financial statements is provided below.

AASB 9 Financial Instruments (2014)

AASB 9 introduces new requirements for the classification and measurement of financial assets and liabilities and includes a forward-looking 'expected loss' impairment model and a substantially-changed approach to hedge accounting. These requirements improve and simplify the approach for classification and measurement of financial assets compared with the requirements of AASB 139. The main changes are:

- a. Financial assets that are debt instruments will be classified based on: (i) the objective of the entity's business model for managing the financial assets; and (ii) the characteristics of the contractual cash flows.
- b. Allows an irrevocable election on initial recognition to present gains and losses on investments in equity instruments that are not held for trading in other comprehensive income (instead of in profit or loss). Dividends in respect of these investments that are a return on investment can be recognised in profit or loss and there is no impairment or recycling on disposal of the instrument.
- c. Introduces a 'fair value through other comprehensive income' measurement category for particular simple debt instruments.
- d. Financial assets can be designated and measured at fair value through profit or loss at initial recognition if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities, or recognising the gains and losses on them, on different bases.
- e. Where the fair value option is used for financial liabilities the change in fair value is to be accounted for as follows:
 - the change attributable to changes in credit risk are presented in Other Comprehensive Income (OCI)
 - the remaining change is presented in profit or loss

If this approach creates or enlarges an accounting mismatch in the profit or loss, the effect of the changes in credit risk are also presented in profit or loss. Otherwise, the following requirements have generally been carried forward unchanged from AASB 139 into AASB 9:

- classification and measurement of financial liabilities; and
- derecognition requirements for financial assets and liabilities.

AASB 9 requirements regarding hedge accounting represent a substantial overhaul of hedge accounting that enable entities to better reflect their risk management activities in the financial statements.

Furthermore, AASB 9 introduces a new impairment model based on expected credit losses. This model makes use of more forward-looking information and applies to all financial instruments that are subject to impairment accounting.

The adoption of AASB 9 is not expected to have a material impact on the Group.

AASB 15 Revenue from Contracts with Customers (1 January 2018)

AASB 2014-5 Amendments to Australian Accounting Standards arising from AASB 15 (1 January 2018)

AASB 2015-8 Amendments to Australian Accounting Standards – Effective Date of AASB 15 (1 January 2017)

AASB 15:

- replaces AASB 118 Revenue, AASB 111 Construction Contracts and some revenue-related Interpretations:
 - establishes a new revenue recognition model
 - changes the basis for deciding whether revenue is to be recognised over time or at a point in time
 - provides new and more detailed guidance on specific topics (e.g. multiple element arrangements, variable pricing, rights of return, warranties and licensing)
 - expands and improves disclosures about revenue

The Group has undertaken a detailed assessment of the impact of AASB 15 and based on the assessment, the Standard is not expected to have a material impact on the transactions and balances recognised in the financial statements when it is first adopted for the year ending 30 June 2019.

AASB 16 Leases (1 January 2019)

AASB 16:

- replaces AASB 117 Leases and some lease-related Interpretations
- requires all leases to be accounted for ‘on-balance sheet’ by lessees, other than short-term and low value asset leases
- provides new guidance on the application of the definition of lease and on sale and lease back accounting
- largely retains the existing lessor accounting requirements in AASB 117
- requires new and different disclosures about leases

The entity is yet to undertake a detailed assessment of the impact of AASB 16. However, based on the entity’s preliminary assessment, the likely impact on the first time adoption of the Standard for the year ending 30 June 2020 includes:

- there will be a significant increase in lease assets and financial liabilities recognised on the balance sheet;
- the reported equity will reduce as the carrying amount of lease assets will reduce more quickly than the carrying amount of lease liabilities;
- EBIT in the statement of profit or loss and other comprehensive income will be higher as the implicit interest in lease payments for former off balance sheet leases will be presented as part of finance costs rather than being included in operating expenses; and
- operating cash outflows will be lower and financing cash flows will be higher in the statement of cash flows as principal repayments on all lease liabilities will now be included in financing activities rather than operating activities. Interest can also be included within financing activities.

4 Summary of accounting policies

4.1 Overall considerations

The consolidated financial statements have been prepared using the significant accounting policies and measurement bases summarised below.

4.2 Basis of consolidation

The Group financial statements consolidate those of the Parent Company and its subsidiary as of 30 June 2018. The Parent controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. All subsidiaries have a reporting date of 30 June.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

4.3 Foreign currency translation

Functional and presentation currency

The consolidated financial statements are presented in Australian Dollars ('\$AUD'), which is also the functional currency of the Parent Company.

Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency of the respective Group entity, using the exchange rates prevailing at the dates of the transactions (spot exchange rate).

Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items at year end exchange rates are recognised in profit or loss.

Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the date of the transaction), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

4.4 Segment reporting

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors in assessing performance and determining the allocation of resources. The Group's two operating segments are:

- **Finfish Sales:** All finfish grow out and sales other than propagated Southern Bluefin Tuna ("SBT"). Currently the segment includes Yellowtail Kingfish, Mulloway and some wild caught Tuna. All fish produced are aggregated as one reportable segment as the fish are similar in nature, they are grown and distributed to similar types of customers and they are subject to a similar regulatory environment.
- **Tuna Operations:** Propagated Southern Bluefin Tuna operations are treated as a separate segment. All costs associated with the breeding, grow out and sales of SBT are aggregated into one reportable segment. This segment is currently scaled back apart from some strategic research projects.

Each of these operating segments is managed separately as they require different technologies, resources and capabilities and are at a different stage of development. All inter-segment transfers are carried out at arm's length prices.

The measurement policies the Group uses for segment reporting under AASB 8 are the same as those used in its financial statements.

Corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment.

There have been no changes from prior periods in the measurement methods used to determine reported segment profit or loss.

4.5 Revenue

Revenue arises from the sale of goods and the rendering of services. It is measured by reference to the fair value of consideration received or receivable, excluding sales taxes, rebates, and trade discounts.

Sale of goods

Sale of goods is recognised when the Group has transferred to the buyer the significant risks and rewards of ownership.

Rendering of services

Revenue from the rendering of a service is recognised upon the delivery of the service to the customers.

Interest income

Interest income and expenses are reported on an accrual basis using the effective interest method.

4.6 Operating expenses

Operating expenses are recognised in profit or loss upon utilisation of the service or at the date of their origin.

4.7 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in finance costs (see Note 7).

4.8 Intangible assets

Recognition of intangible assets

Acquired intangible assets

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and install the specific software. Acquired fish quotas and water leases and licences are capitalised on the basis of costs incurred to acquire.

Subsequent measurement

All intangible assets are accounted for using the cost model whereby capitalised costs are amortised on a straight-line basis over their estimated useful lives, where these assets are considered finite. Residual values and useful lives are reviewed at each reporting date. In addition, they are subject to impairment testing as described in Note 4.11.

The following useful lives are applied:

- Primary Industries and Regions South Australia (PIRSA) water leases and licences: indefinite
- Southern Bluefin Tuna quota: indefinite

When an intangible asset is disposed of, the gain or loss on disposal is determined as the difference between the proceeds and the carrying amount of the asset, and is recognised in profit or loss within other income or other expenses.

4.9 Property, plant and equipment

Land and buildings

Freehold land and buildings are recognised at their cost less accumulated depreciation and impairment losses.

As no finite useful life for land can be determined, related carrying amounts are not depreciated.

Plant and equipment

Plant and equipment is initially recognised at acquisition cost or manufacturing cost, including any costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by the Group's management. Plant and equipment also includes leasehold property held under a finance lease (see Note 4.10). These assets are subsequently measured using the cost model, being cost less subsequent depreciation and impairment losses.

Depreciation is recognised on a straight-line basis to write down the cost less estimated residual value of buildings, plant and equipment. The following depreciation rates are applied:

- buildings: 2.5% - 5%
- vessels: 5% – 7.5%
- cages and nets: 10% - 33%

- motor vehicles: 12.5% - 15%
- computers: 25% - 33%
- other plant and equipment: 5% - 33%

In the case of leasehold property, expected useful lives are determined by reference to comparable owned assets or over the term of the lease, if shorter.

Material residual value estimates and estimates of useful life are updated as required, but at least annually.

Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised in profit or loss within other income or other expenses.

4.10 Leased assets

Finance leases

The economic ownership of a leased asset is transferred to the lessee if the lessee bears substantially all the risks and rewards of ownership of the leased asset. Where the Group is a lessee in this type of arrangement, the related asset is recognised at the inception of the lease at the fair value of the leased asset or, if lower, the present value of the lease payments plus incidental payments, if any. A corresponding amount is recognised as a finance lease liability. Leases of land and buildings are classified separately and are split into a land and a building element, in accordance with the relative fair values of the leasehold interests at the date the asset is recognised initially.

See Note 4.9 for the depreciation methods and useful lives for assets held under finance lease. The corresponding finance lease liability is reduced by lease payments net of finance charges. The interest element of lease payments represents a constant proportion of the outstanding capital balance and is charged to profit or loss, as finance costs over the period of the lease.

Operating leases

All other leases are treated as operating leases. Where the Group is a lessee, payments on operating lease agreements are recognised as an expense on a straight-line basis over the lease term.

Associated costs, such as maintenance and insurance, are expensed as incurred.

4.11 Impairment testing of other intangible assets and property, plant and equipment

For impairment assessment purposes, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which management monitors goodwill.

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount, which is the higher of fair value less costs to sell and value-in-use. To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of future

reorganisations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect management's assessment of respective risk profiles, such as market and asset-specific risks factors.

Impairment losses for cash-generating units reduce first the carrying amount of any goodwill allocated to that cash-generating unit. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit. With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment charge is reversed if the cash-generating unit's recoverable amount exceeds its carrying amount.

4.12 Financial instruments

Recognition, Initial Measurement and Derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument, and are measured initially at fair value adjusted by transactions costs, except for those carried at fair value through profit or loss, which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities are described below.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and Subsequent Measurement of Financial Assets

For the purpose of subsequent measurement, financial assets other than those designated and effective as hedging instruments are classified into the following categories upon initial recognition:

- loans and receivables
- financial assets at Fair Value Through Profit or Loss ('FVTPL')
- Held-To-Maturity ('HTM') investments; or
- Available-For-Sale ('AFS') financial assets

All financial assets except for those at FVTPL are subject to review for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described below.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition, these are measured at amortised cost using the effective interest method, less provision for impairment. Discounting is omitted where the effect of discounting is immaterial. The Group's trade and most other receivables fall into this category of financial instruments.

Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default. Receivables that are not considered to be individually impaired are reviewed for impairment in groups, which are determined by reference to the industry and region of a counterparty and other shared credit risk characteristics. The impairment loss estimate is then based on recent historical counterparty default rates for each identified group.

Financial assets at FVTPL

Financial assets at FVTPL include financial assets that are either classified as held for trading or that meet certain conditions and are designated at FVTPL upon initial recognition. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply (see below).

Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

HTM investments

HTM investments are non-derivative financial assets with fixed or determinable payments and fixed maturity other than loans and receivables. Investments are classified as HTM if the Group has the intention and ability to hold them until maturity.

HTM investments are measured subsequently at amortised cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognised in profit or loss.

AFS financial assets

AFS financial assets are non-derivative financial assets that are either designated to this category or do not qualify for inclusion in any of the other categories of financial assets.

All AFS financial assets are measured at fair value. Gains and losses are recognised in other comprehensive income and reported within the AFS reserve within equity, except for impairment losses and foreign exchange differences on monetary assets, which are recognised in profit or loss. When the asset is disposed of or is determined to be impaired the cumulative gain or loss recognised in other comprehensive income is reclassified from the equity reserve to profit or loss and presented as a reclassification adjustment within other comprehensive income. Interest calculated using the effective interest method and dividends are recognised in profit or loss within 'finance income' (see Note 4.5).

Reversals of impairment losses for AFS debt securities are recognised in profit or loss if the reversal can be objectively related to an event occurring after the impairment loss was recognised. For AFS equity investments impairment reversals are not recognised in profit loss and any subsequent increase in fair value is recognised in other comprehensive income.

Classification and subsequent measurement of financial liabilities

The Group's financial liabilities include borrowings, trade and other payables and derivative financial instruments.

Financial liabilities are measured subsequently at amortised cost using the effective interest method, except for financial liabilities held for trading or designated at FVTPL, that are carried subsequently at fair value with gains or losses recognised in profit or loss. All derivative financial instruments that are not designated and effective as hedging instruments are accounted for at FVTPL.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

4.13 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost includes all expenses directly attributable to the manufacturing process as well as suitable portions of related production overheads, based on normal operating capacity. Costs of ordinarily interchangeable items are assigned using the first in, first out cost formula. Net realisable value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

4.14 Income taxes

Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, the Australian Taxation Office ('ATO') and other fiscal authorities relating to the current or prior reporting periods that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not provided on the initial recognition of goodwill or on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. Deferred tax on temporary differences associated with investments in subsidiaries and joint ventures is not provided if reversal of these temporary differences can be controlled by the Group and it is probable that reversal will not occur in the foreseeable future.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised to the extent that it is probable that they will be able to be utilised against future taxable income, based on the Group's forecast of future operating results which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. Deferred tax liabilities are always provided for in full. The Group does not currently recognise deferred tax assets and liabilities due to uncertainty regarding the utilisation of prior year losses in future years.

Deferred tax assets and liabilities are offset only when the Group has a right and intention to set off current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in profit or loss, except where they relate to items that are recognised in other comprehensive income (such as the revaluation of land) or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity, respectively.

Clean Seas Seafood Limited and its wholly-owned Australian controlled entity have implemented the tax consolidation legislation from 1 July 2007. As a consequence, these entities are taxed as a single entity and the deferred tax assets and liabilities of these entities are set off in the consolidated financial statements.

4.15 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

4.16 Equity and reserves

Share capital represents the fair value of shares that have been issued. Any transaction costs associated with the issuing of shares are deducted from share capital, net of any related income tax benefits.

Share rights reserve represents, in accordance with AASB 2 *Share-based Payment*, the allocated fair value at grant date of share rights that have been granted and remain outstanding at the reporting date. The value determined is recognised evenly over the financial years in which services are provided as specified by the performance period for each grant of share rights, subject to subsequent revision of the number of share rights expected to vest and the number that ultimately vest. The recognised value of share rights that vest and are exercised is transferred to share capital on the issue of shares.

Retained earnings / accumulated losses include all current and prior period retained profits and losses.

All transactions with owners of the Parent are recorded separately within equity.

4.17 Employee benefits

Short-term employee benefits

Short-term employee benefits are benefits, other than termination benefits, that are expected to be settled wholly within twelve (12) months after the end of the period in which the employees render the related service. Examples of such benefits include wages and salaries, non-monetary benefits and annual leave. Short-term employee benefits are measured at the undiscounted amounts expected to be paid when the liabilities are settled.

Other long-term employee benefits

The Group's liabilities for long service leave are included in other long term benefits as they are not expected to be settled wholly within twelve (12) months after the end of the period in which the employees render the related service. They are measured at the present value of the expected future payments to be made to employees. The expected future payments incorporate anticipated future wage and salary levels, experience of employee departures and periods of service, and are discounted at rates determined by reference to market yields at the end of the reporting period on high quality corporate bonds that have maturity dates that approximate the timing of the estimated future cash

outflows. Any re-measurements arising from experience adjustments and changes in assumptions are recognised in profit or loss in the periods in which the changes occur.

The Group presents employee benefit obligations as current liabilities in the statement of financial position if the Group does not have an unconditional right to defer settlement for at least twelve (12) months after the reporting period, irrespective of when the actual settlement is expected to take place.

Post-employment Benefit Plans

The Group provides post-employment benefits through various defined contribution plans.

Defined Contribution Plans

The Group pays fixed contributions into independent entities in relation to various plans for individual employees. The Group has no legal or constructive obligations to pay contributions in addition to its fixed contributions, which are recognised as an expense in the period that relevant employee services are received.

4.18 Share-based employee remuneration

All goods and services received in exchange for the grant of any share-based payment are measured at their fair values. Where employees are rewarded using share-based payments, the fair values of employees' services are determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions (for example profitability and earnings per share growth targets and performance conditions).

All share-based remuneration is ultimately recognised as an expense in profit or loss with a corresponding credit to share rights reserve. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share rights expected to vest.

Non-market vesting conditions are included in assumptions about the number of share rights that are expected to become exercisable. Estimates are subsequently revised if there is any indication that the number of share rights expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognised in the current period. No adjustment is made to any expense recognised in prior periods if share rights ultimately exercised are different to that estimated on vesting.

Upon exercise of share rights, the proceeds received and the accumulated amount in the share rights reserve applicable to those share rights, net of any directly attributable transaction costs, are allocated to share capital.

4.19 Provisions, contingent liabilities and contingent assets

Provisions for product warranties, legal disputes, onerous contracts or other claims are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic resources will be required from the Group and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain.



Restructuring provisions are recognised only if a detailed formal plan for the restructuring has been developed and implemented, or management has at least announced the plan's main features to those affected by it. Provisions are not recognised for future operating losses.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values, where the time value of money is material.

Any reimbursement that the Group can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

No liability is recognised if an outflow of economic resources as a result of present obligation is not probable. Such situations are disclosed as contingent liabilities, unless the outflow of resources is remote in which case no liability is recognised.

4.20 Biological assets

Biological assets comprise live fish held for sale and broodstock.

Live fish held for sale are valued at their fair value less costs to sell in accordance with *AASB141 Agriculture*. Estimated fair values are based on the number and size of fish held at the reporting date, actual selling prices achieved in the three weeks following the reporting date and other relevant factors, including allowance for future mortality, assessed as impacting fair value in accordance with *AASB141*.

Broodstock are valued at their fair value less costs to sell in accordance with *AASB141 Agriculture*. Estimated fair values take into account the valuation of live fish held for sale and estimated value as broodstock. As the tuna research program is currently scaled back, the Board has adopted a conservative approach by valuing southern bluefin tuna broodstock at estimated market value.

In the Directors' opinion, insurance cover is currently not available at commercially acceptable rates for the live Yellowtail Kingfish held for sale or the broodstock. The Directors have therefore chosen to actively manage the risks as the preferred alternative and review this on an annual basis.

4.21 Research and development tax incentive refund

Refund amounts received or receivable under the Federal Government's Research and Development Tax Incentive are recognised on an accrual basis. The corporate tax rate component is recognised as a tax expense credit. Any additional component, being the incentive component, is recognised as a government grant.

4.22 Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST components of investing and financing activities, which are disclosed as operating cash flows.

4.23 Rounding of amounts

The Parent Entity has applied the relief available to it under ASIC Class Order 2016/191 and accordingly, amounts in the financial statements and directors' report have been rounded off to the nearest \$1,000, or in certain cases, the nearest dollar.

4.24 Significant management judgement in applying accounting policies

When preparing the financial statements, management undertakes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

Significant management judgement

The following are significant management judgements in applying the accounting policies of the Group that have the most significant effect on the financial statements.

Fair value of live fish held for sale and broodstock

Management values live fish held for sale at their fair value less costs to sell in accordance with *AASB141 Agriculture*. Estimated fair values are based on the number and size of fish held at the reporting date, actual selling prices achieved in the three weeks following the reporting date and other relevant factors, including allowance for future mortality, assessed as impacting fair value in accordance with *AASB141*. These estimates may vary from net sale proceeds ultimately achieved.

Broodstock has been held at the same value as the prior year as Directors believe it is representative of its fair value as at the reporting date.

Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the Group's future taxable income against which the deferred tax assets can be utilised. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in relevant tax jurisdictions in relation to the value of accessible carried forward losses into future years (see Note 4.14).

Estimation uncertainty

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be substantially different.

Impairment

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating unit based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate (see Note 4.11).

Useful lives of depreciable assets

Management reviews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and other forms of obsolescence.

Inventories

Management estimates the net realisable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realisation of these inventories may be affected by market-driven changes that may reduce future selling prices.

5 Operating Segments

Management currently identifies the Group's two segments as finfish sales and tuna operations as detailed in Note 1. These operating segments are monitored by the Group's chief operating decision maker and strategic decisions are made on the basis of adjusted segment operating results.

Segment information for the reporting period is as follows:

	Finfish Sales 2018 \$'000	Tuna Operations 2018 \$'000	Unallocated 2018 \$'000	Total 2018 \$'000
Revenue				
From external customers	41,650	-	-	41,650
Segment revenues	41,650		-	41,650
Other income	86	-	-	86
Net gain from changes in value of fish	18,183	-	-	18,183
Fish husbandry expense	(24,210)	-	-	(24,210)
Employee benefits expense	(10,218)	-	-	(10,218)
Fish processing and selling expense	(10,959)	-	-	(10,959)
Frozen Inventory COGS	(5,977)	-	-	(5,977)
Depreciation and amortisation	(2,509)	(30)	-	(2,539)
Other expenses	(2,195)	(430)	-	(2,625)
Finance costs and income	-	-	(11)	(11)
Segment operating profit / (loss) before tax	3,851	(460)	(11)	3,380
Segment assets 2018	75,673	455	5,534	81,662

	Finfish Sales 2017 \$'000	Tuna Operations 2017 \$'000	Unallocated 2017 \$'000	Total 2017 \$'000
Revenue				
From external customers	35,397	-	-	35,397
Segment revenues	35,397	-	-	35,397
Other income	-	-	-	-
Net gain from changes in value of fish	9,941	-	-	9,941
Fish husbandry expense	(19,529)	-	-	(19,529)
Employee benefits expense	(7,181)	-	-	(7,181)
Fish processing and selling expense	(8,999)	-	-	(8,999)
Frozen Inventory COGS	(3,031)	-	-	(3,031)
Frozen Inventory Adjustment to NRV	(1,343)	-	-	(1,343)
Depreciation and amortisation	(1,980)	(17)	-	(1,997)
Other expenses	(2,609)	(347)	-	(2,956)
Finance costs and income	-	-	(100)	(100)
Segment operating profit / (loss) before tax	666	(364)	(100)	202
Segment assets 2017	56,690	442	524	57,656

No segment liabilities are disclosed because there is no measure of segment liabilities regularly reported to the chief operating decision maker. Unallocated operating income and expense consists of net interest and unallocated assets consist of cash and cash equivalents.

Revenues from external customers in the Group's domicile, Australia, as well as its major other markets have been identified on the basis of the customer's geographical location. Non-current assets are allocated based on their physical location.

The Group's revenues from external customers and its non-current assets are divided into the following geographical areas:

	Revenue 2018 \$'000	Non-current assets 2018 \$'000	Revenue 2017 \$'000	Non-current assets 2017 \$'000
Australia	20,970	19,701	19,916	17,256
Other countries	20,680	-	15,481	-
Total	41,650	19,701	35,397	17,256

During 2018 \$5.7 million or 14% (2017: \$4.85 million or 14%) of the Group's revenues depended on a single customer in the finfish sales segment.

6 Revenue

Revenue for the reporting periods consist of the following:

	2018 \$'000	2017 \$'000
Sale of fresh fish products	33,619	31,269
Sale of frozen fish products	8,031	4,126
Other revenue	-	2
Total	41,650	35,397

7 Finance income and finance costs

Finance income for the reporting periods consist of the following:

	2018 \$'000	2017 \$'000
Interest income from cash and cash equivalents	64	12
Total	64	12

Finance costs for the reporting periods consist of the following:

	2018 \$'000	2017 \$'000
Interest expenses for borrowings at amortised cost:		
• finance leases	64	32
• other borrowings	11	80
Total	75	112

8 Income tax expense

The major components of tax expense and the reconciliation of the expected tax expense based on the domestic effective tax rate of 30% (2017: 30%) and the reported tax expense in profit or loss are as follows:

	2018 \$'000	2017 \$'000
Profit / (Loss) before tax	3,380	202
Domestic tax rate for Clean Seas Seafood Limited	30%	30%
Expected tax expense / (income)	1,014	61
Adjustment for R&D tax incentive refund – 30% corporate tax rate component	-	-
Current year tax expense added to / (offset against) prior year tax losses	(1,014)	(61)
Adjustment for tax-exempt income	-	-
Actual tax expense / (income)	-	-
Tax expense comprises:		
• R&D tax incentive refund – 30% corporate tax rate component	-	-
• Deferred tax expense	-	-
Tax expense / (income)	-	-

Due to uncertainty regarding the utilisation of prior year tax losses in future years, the tax losses are not recognised as an asset. At 30 June 2018 carried forward tax losses are estimated to be \$68.3 million (2017: \$71.7 million) and non-refundable R&D tax offsets are estimated to be \$7.4 million (2017: \$7.4 million).

9 Cash and cash equivalents

Cash and cash equivalents include the following components:

	2018 \$'000	2017 \$'000
Cash at bank and in hand	5,534	524
Total	5,534	524

10 Trade and other receivables

Trade and other receivables consist of the following:

	2018	2017
	\$'000	\$'000
Trade receivables, gross	4,939	3,571
Allowance for credit losses	(50)	(50)
Trade receivables	4,889	3,521
Other receivables	244	311
Total	5,133	3,832

All amounts are short-term. The net carrying value of trade receivables is considered a reasonable approximation of fair value.

The movement in the allowance for credit losses can be reconciled as follows:

Reconciliation of allowance for credit losses	2018	2017
	\$'000	\$'000
Balance at 1 July	50	20
Amounts written off / (uncollectable)	(24)	(36)
Additional provision recognised	24	66
Impairment loss reversed	-	-
Balance 30 June	50	50

An analysis of unimpaired trade receivables that are past due is given in Note 30.3.

11 Financial assets and liabilities

11.1 Categories of financial assets and liabilities

Note 4.12 provides a description of each category of financial assets and financial liabilities and the related accounting policies.

The carrying amounts of financial assets and financial liabilities in each category are as follows:

	Notes	Assets at FVTOCI \$'000	Assets at FVTPL \$'000	Derivatives used for hedging \$'000	Financial assets at amortised cost \$'000	Total \$'000
30 June 2018						
Financial assets						
Cash and cash equivalents	9	-	-	-	5,534	5,534
Trade and other receivables	10	-	-	-	5,133	5,133
Totals		-	-	-	10,667	10,667
	Notes	*Derivatives used for hedging \$'000	*Designated at FVTPL \$'000	*Other liabilities at FVTPL \$'000	*Other liabilities \$'000	Total \$'000
30 June 2018						
Financial liabilities						
Trade and other payables	17	-	-	-	6,504	6,504
Borrowings	18	-	-	-	2,349	2,349
Totals		-	-	-	8,853	8,853

* Carried at fair value

Carried at amortised cost

	Notes	Assets at FVTOCI \$'000	Assets at FVTPL \$'000	Derivatives used for hedging \$'000	Financial assets at amortised cost \$'000	Total \$'000
30 June 2017						
Financial assets						
Cash and cash equivalents	9	-	-	-	524	524
Trade and other receivables	10	-	-	-	3,832	3,832
Totals		-	-	-	4,356	4,356

	Notes	*Derivatives used for hedging \$'000	*Designated at FVTPL \$'000	*Other liabilities at FVTPL \$'000	*Other liabilities \$'000	Total \$'000
30 June 2017						
Financial liabilities						
Trade and other payables	17	-	-	-	4,083	4,083
Borrowings	18	-	-	-	1,162	1,162
Totals		-	-	-	5,245	5,245

* Carried at fair value

Carried at amortised cost

A description of the Group's financial instrument risks, including risk management objectives and policies is given in Note 30.

11.2 Derivative financial instruments

The Group from time to time uses forward foreign exchange contracts to mitigate exchange rate exposure arising from forecast sales in EUR and other currencies. All forward exchange contracts are designated as hedging instruments in cash flow hedges in accordance with AASB 139. No forward foreign exchange contracts were in place at 30 June 2018 (2017: nil).

During FY18 no gains or losses were recognised in other comprehensive income or reclassified from equity into profit or loss within revenue (2017: nil).

11.3 Other financial assets and liabilities

The carrying amount of the following financial assets and liabilities is considered a reasonable approximation of fair value:

- cash and cash equivalents;
- trade and other receivables;
- trade and other payables; and
- borrowings.

12 Inventories

Inventories consist of the following:

	2018 \$'000	2017 \$'000
Frozen fish products	2,518	2,175
Fish feed	2,839	1,248
Other	127	98
Total	5,484	3,521

13 Biological assets - current

	2018 \$'000	2017 \$'000
Live Yellowtail Kingfish – Held for Sale		
Carrying amount at beginning of period	32,105	25,036
Adjusted for:		
Gain from physical changes at fair value less costs to sell	43,915	33,953
Decrease due to harvest for sale as fresh	(25,732)	(24,012)
Net gain recognised in profit and loss	18,183	9,941
Decrease due to harvest for processing to frozen inventory	(5,059)	(2,872)
Carrying amount at end of period	45,229	32,105

The closing biomass comprised 3,606 tonnes at an average weight of 2.1kg. This comprised 2,133 tonnes of 2017 year class (YC17) at an average weight of 3.9kg and 1,473 tonnes of YC18 at an average weight of 1.5 kg (2017: 2,699 tonnes at 2.2kg comprising 98 tonnes of YC15 at 6.3kg, 1,504 tonnes of YC16 at 4.3 kg and 1,097 tonnes of YC17 at 1.2kg). During FY18 harvests totalled 2,454 tonnes (FY17: 2,294 tonnes).

There is inherent uncertainty in the biomass estimate and resultant live fish valuation. This is common to all such valuations and best practice methodology is used to facilitate reliable estimates. Biomass is estimated using a model that simulates fish growth. Actual growth will invariably differ to some extent, which is monitored and stock records adjusted via harvest counts and weights,

periodic sample weight checks, physical counts on transfer to sea cages and subsequent splitting of cages, mortality counts and reconciliation of the perpetual records after physical counts and on cage closeout.

14 Property, plant and equipment

Details of the Group's property, plant and equipment and their carrying amount are as follows:

	Land & Buildings \$'000	Plant & Equipment \$'000	Total \$'000
Gross carrying amount			
Balance 1 July 2017	3,913	28,607	32,520
Additions	115	4,939	5,054
Transfers & other movements	-	-	-
Disposals	-	-	-
Balance 30 June 2018	4,028	33,546	37,574
Depreciation and impairment			
Balance 1 July 2017	(1,313)	(17,222)	(18,535)
Disposals	-	-	-
Transfers & other movements	-	-	-
Depreciation	(90)	(2,449)	(2,539)
Balance 30 June 2018	(1,403)	(19,671)	(21,074)
Carrying amount 30 June 2018	2,625	13,875	16,500

	Land & Buildings \$'000	Plant & Equipment \$'000	Total \$'000
Gross carrying amount			
Balance 1 July 2016	3,913	25,649	29,562
Additions	-	2,979	2,979
Transfers & other movements	-	-	-
Disposals	-	(21)	(21)
Balance 30 June 2017	3,913	28,607	32,520
Depreciation and impairment			
Balance 1 July 2016	(1,227)	(15,332)	(16,559)
Disposals	-	21	21
Transfers & other movements	-	-	-
Depreciation	(86)	(1,911)	(1,997)
Balance 30 June 2017	(1,313)	(17,222)	(18,535)
Carrying amount 30 June 2017	2,600	11,385	13,985

All depreciation and impairment charges are included within depreciation, amortisation and impairment of non-financial assets.

The Property, Plant and Equipment has been pledged as security for the Group's bank borrowings (see Note 18).

15 Biological assets – non-current

	2018 \$'000	2017 \$'000
Finfish Broodstock		
Carrying amount at beginning of period	244	244
Purchases	-	-
Sales	-	-
Carrying amount at end of period	244	244

16 Intangible assets

Details of the Group's intangible assets and their carrying amounts are as follows:

	PIRSA Leases and Licences \$'000	Southern Bluefin Tuna Quota \$'000	Total \$'000
Net carrying amount			
Balance at 1 July 2017	2,827	200	3,027
Amortisation and impairment	-	(70)	(70)
Net carrying amount 30 June 2018	2,827	130	2,957
Balance at 1 July 2016	2,827	200	3,027
Amortisation and impairment	-	-	-
Net carrying amount 30 June 2017	2,827	200	3,027

At each reporting date the Directors review intangible assets for impairment. Following an assessment of the market value for SBT Quota an impairment of \$70,000 was recognised in the profit and loss in FY18 (2017: nil).

17 Trade and other payables

Trade and other payables consist of the following:

	2018 \$'000	2017 \$'000
Current:		
• trade payables	4,243	2,039
• related party payables	40	100
• other payables	2,221	1,944
Total trade and other payables	6,504	4,083

All amounts are short-term. The carrying values of trade payables and other payables are considered to be a reasonable approximation of fair value.

18 Borrowings

Borrowings consist of the following:

	2018 \$'000	2017 \$'000
Current:		
• Finance lease (note 29)	475	263
• Other – insurance premium funding	147	67
Total borrowings – current	622	330
Non-current:		
• Finance lease (note 29)	1,727	832
Total borrowings – non-current	1,727	832

The Group has a secured \$10.0m Trade Finance Facility with Commonwealth Bank of Australia. This is an ongoing facility subject to annual review and is secured against all Group assets. The Company satisfied all covenants at 30 June 2018 and 30 June 2017. This facility was undrawn at 30 June 2018.

The Group also has a \$6.0m secured Lease Finance Facility with Commonwealth Bank of Australia, of which \$2.1m was utilised at 30 June 2018.

19 Provisions

The carrying amounts and movements in the provisions account are as follows:

	Annual Leave \$'000	Long Service Leave \$'000	Total \$'000
Carrying amount 1 July 2017	509	349	858
Additional provisions	364	60	424
Amount utilised	(239)	(3)	(242)
Carrying amount 30 June 2018	634	406	1,040
Current employee benefit provision	634	228	862
Non-current employee benefit provision	-	178	178

20 Employee remuneration

20.1 Employee benefits expense

Expenses recognised for employee benefits are analysed below:

	2018 \$'000	2017 \$'000
Salaries and wages	7,354	5,301
Superannuation – Defined contribution plans	632	457
Leave entitlement accrual adjustment	639	544
Short term incentive	315	286
Long term incentive – Share rights	489	172
Other on-costs	789	421
Total	10,218	7,181

20.2 Share-based employee remuneration

The Company granted a total of 23,451,185 FY18 LTI Share Rights to senior executives during the year (2017: 18,847,188). The share rights will vest if specified performance targets are achieved and the executive remains employed by the Company for three years including the year for which the share rights were granted, or in other circumstances agreed with the executive or at the discretion of the Board. Each share right on exercise converts to one ordinary share, subject to adjustment in specified circumstances. On exercise of share rights, a dividend equivalent issue of additional shares replicates the benefit of any dividends paid on ordinary shares during the performance period. No amount is payable on vesting or exercise. No share rights have vested, been exercised or lapsed as at the date of this report.

The FY18 LTI Share Rights were valued by the Directors on a basis consistent with the FY17 LTI Share Rights, which were independently valued by Value Adviser Associates Pty Ltd on 16 August 2017. One-third of the valuation at the end of the first year is expensed in the first year. Two-thirds of the valuation in the second year, less the amount expensed in the first year, is expensed in the second year. The final valuation at the end of the third year, less amounts expensed in the previous two years, is expensed or written back in the third year. Each year is subject to further review of the number of Share Rights expected to vest, in accordance with AASB 2 *Share Based Payment*.

The Share Rights valuation is based on the fair value at grant date of the equity instruments granted. For the FY18 LTI Share Rights this includes the Clean Seas share price on 1 July 2017 being 4.6 cents and on 27 November 2017 (AGM date) being 6.7 cents with no adjustment being required for future dividends, achievement of one of the three performance targets in FY18 and assessment of the probability of achievement of the second and third (NPAT) performance targets in FY19 and FY20.

21 Equity

21.1 Share capital

The share capital of Clean Seas Seafood Limited consists only of fully paid ordinary shares; the shares do not have a par value. All shares are equally eligible to receive dividends and the repayment of capital and represent one vote at a shareholders' meeting.

	2018 Shares	2017 Shares	2018 \$'000	2017 \$'000
Shares issued and fully paid:				
• at beginning of the year	1,373,043,448	1,105,282,736	165,998	157,736
• share issue	294,270,742	267,760,712	16,347	8,262
Total contributed equity at 30 June	1,667,314,190	1,373,043,448	182,345	165,998

All shares issued during the year were issued at 6.0 cents per share. The issues were;

- Institutional placement: 116,666,666 shares issued on 26 October 2017, to raise \$7.0 million before expenses
- Renounceable 1:10 entitlement issue: 148,971,013 shares issued on 17 November 2017, to raise \$8.94 million before expenses
- Top up placement: 28,633,063 shares issued on 21 November 2017, to raise \$1.72 million before expenses

21.2 Share rights reserve

The Company has granted share rights to certain executives as part of their remuneration arrangements as a Long Term Incentive (LTI). Share rights outstanding are as follows:

	2018 Share rights	2017 Share rights	2018 \$'000	2017 \$'000
Share rights outstanding:				
• at beginning of the year	18,847,188	-	172	-
• granted during the year	23,451,185	18,847,188	489	172
• exercised during the year	-	-	-	-
• lapsed during the year	-	-	-	-
Total share rights at 30 June	42,298,373	18,847,188	661	172

Details of these Share Rights are provided at note 20.2.

22 Earnings per share and dividends

22.1 Earnings per share

Both the basic and diluted earnings per share have been calculated using the profit attributable to shareholders of Clean Seas Seafood Limited as the numerator (i.e. no adjustments to profit were necessary in 2018 or 2017).

The reconciliation of the weighted average number of shares for the purposes of diluted earnings per share to the weighted average number of ordinary shares used in the calculation of basic earnings per share is as follows:

	2018 '000	2017 '000
Amounts in thousand shares:		
• weighted average number of shares used in basic earnings per share	1,561,678	1,264,396
• shares deemed to be issued for no consideration in respect of share based payments	36,963	11,102
Weighted average number of shares used in diluted earnings per share	1,598,641	1,275,498

22.2 Dividends

Dividends Paid and Proposed

	2018 \$'000	2017 \$'000
Dividends declared during the year	-	-

22.3 Franking credits

	Parent	
	2018 \$'000	2017 \$'000
The amount of the franking credits available for subsequent reporting periods are:		
• balance at the end of the reporting period	-	-
• franking credits that will arise from the payment of the amount of provision for income tax	-	-
• franking debits that will arise from the payment of dividends recognised as a liability at the end of the reporting period	-	-
• franking credits that will arise from the receipt of dividends recognised as receivables at the end of reporting period	-	-
	-	-

23 Reconciliation of cash flows from operating activities

	2018 \$'000	2017 \$'000
Profit for the year	3,380	202
Adjustments for:		
• depreciation, amortisation and impairment	2,539	1,997
• LTI share rights expense	489	172
• net interest expense included in investing and financing	11	100
• impairment of non-current assets	70	-
Net changes in working capital:		
• change in inventories	(1,963)	567
• change in trade and other receivables	(1,301)	(134)
• change in prepayments	(162)	(230)
• change in biological assets	(13,124)	(7,069)
• change in trade and other payables	2,421	982
• change in other employee obligations	182	124
• changes offset in investing	643	(35)
Net cash used in operating activities	(6,815)	(3,324)

24 Auditor remuneration

	2018 \$	2017 \$
Audit and review of financial statements	97,131	99,420
Other services		
• taxation compliance	9,500	8,350
• other tax services	20,750	37,450
Total other service remuneration	30,250	45,800
Total auditor's remuneration	127,381	145,220

25 Related party transactions and key management personnel disclosures

The Group's related parties comprise its key management and entities associated with key management. The Remuneration Report in the Directors' Report sets out the remuneration of directors and specified executives.

The largest shareholder in Clean Seas Seafood Limited is Australian Tuna Fisheries Pty Ltd (ATF). ATF and its associated entities controlled 7.1% of issued shares at 30 June 2018 (2017: 7.7%) and it is associated with Stehr Group Pty Ltd, H & A Stehr Superannuation Fund and Sanchez Tuna Pty Ltd.

All transactions with related parties are negotiated on a commercial arms-length basis. These transactions were as follows:

	2018 \$'000	2017 \$'000
Australian Tuna Fisheries Pty Ltd:		
• Receipts for the sale of king fish, ice, expenses, SBT quota lease and contract labour	9	17
• Payments for towing, contract labour, fish feed, marina and net shed rent and electricity	486	350
Stehr Group Pty Ltd		
• Payments for office rent and associated expenses	32	19
PSMMR Pty Ltd (associated with Paul Robinson – Alternate Director)		
• Payments for consulting services	137	70

The following balances are outstanding as at the reporting date in relation to transactions with related parties:

	2018 \$'000	2017 \$'000
Current payables		
• Australian Tuna Fisheries Pty Ltd	21	40
• Stehr Group Pty Ltd	-	7
• PSMMR Pty Ltd	18	9
Current receivables		
• Australian Tuna Fisheries Pty Ltd	17	17

The totals of remuneration paid or payable to the key management personnel of the Group during the year are as follows:

	2018 \$	2017 \$
Short-term employee benefits	1,254,684	1,121,924
Post-employment benefits	56,763	59,622
Long-term benefits	406,265	176,083
Termination benefits	-	-
Total Remuneration	1,717,712	1,357,629

The Remuneration Report contained in the Directors' Report contains details of the remuneration paid or payable to each member of the Group's key management personnel for the year ended 30 June 2018.

26 Contingent assets and liabilities

The litigation against Gibson's Limited, trading as Skretting Australia, in respect of what the Company maintains were defective feeds supplied to the Company and fed to the Company's Yellowtail Kingfish between December 2008 and July 2012, has progressed during FY18. The interlocutory steps in the litigation are almost complete with both parties having completed discovery and the exchange of initial and responding expert's reports on liability and quantum. It is anticipated that the matter will be listed for trial in H2 FY19. The pre-trial mediation discussed by the parties some time ago is yet to be confirmed but is likely to be held during H1 FY19. No amounts have been included for potential compensation to be received or potential costs in undertaking this litigation. Costs of advancing this litigation claim have been expensed as incurred.

The Group also has unrecognised carry forward tax losses. This contingent asset is discussed in Note 8.

There are no other material contingent assets or liabilities.

27 Capital commitments

	2018	2017
	\$'000	\$'000
Property, plant and equipment	56	971

Capital commitments relate to items of plant and equipment and site works where funds have been committed but the assets not yet received.

28 Interests in subsidiaries

28.1 Composition of the Group

Set out below are details of the subsidiary held directly by the Group:

Name of the Subsidiary	Country of incorporation and principal place of business	Principal activity	Group proportion of ownership interests	
			30 June 2018	30 June 2017
Clean Seas Aquaculture Growout Pty Ltd	Australia	Growout and sale of Yellowtail Kingfish	100%	100%

28.2 Interests in unconsolidated structured entities

The Group has no interests in unconsolidated structured entities.

29 Leases

29.1 Finance leases as lessee

The Group holds a number of motor vehicles and plant & equipment under finance lease arrangements. The net carrying amount of these assets is \$2,296k (2017: \$1,238k).

The Group's finance lease liabilities, which are secured by the related assets held under finance leases, are classified as follows:

Finance lease liabilities	2018	2017
	\$'000	\$'000
Current:		
• finance lease liabilities	475	263
Non-current:		
• finance lease liabilities	1,727	832

Future minimum finance lease payments at the end of each reporting period under review were as follows:

	Minimum lease payments due			
	Within 1 year	1-5 years	After 5 years	Total
	\$'000	\$'000	\$'000	\$'000
30 June 2018				
Lease payments	581	1,896	-	2,477
Finance charges	(106)	(169)	-	(275)
Net present values	475	1,727	-	2,202
30 June 2017				
Lease payments	315	923	-	1,238
Finance charges	(52)	(91)	-	(143)
Net present values	263	832	-	1,095

29.2 Operating leases as lessee

The Group leases a number of sites under operating lease arrangements. Future minimum lease payments are as follows:

	Minimum lease payments due			
	Within 1 year	1-5 years	After 5 years	Total
	\$'000	\$'000	\$'000	\$'000
Minimum lease payments – 30 June 2018	255	482	-	737
Minimum lease payments – 30 June 2017	333	985	-	1,318

The operating lease expense in 2018 was \$315k (2017: \$167k).

The main leased site is the Royal Park processing plant in Adelaide, South Australia. This lease has a minimum term of 4 years to March 2021 with subsequent renewal options of 2 years, 3 years and 3 years and includes a right of first refusal to purchase.

30 Financial instrument risk

30.1 Risk management objectives and policies

The Group is exposed to various risks in relation to financial instruments. The Group's financial assets and liabilities by category are summarised in Note 11.1. The main types of risks are market risk, credit risk and liquidity risk.

The Group's risk management is coordinated at its head office, in close cooperation with the Board of Directors, and focuses on actively managing those risks to secure the Group's short to medium-term cash flows.

The Group does not engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Group is exposed are described below.

30.2 Market risk analysis

The Group is exposed to market risk through its use of financial instruments and specifically to currency risk, interest rate risk and certain other price risks, which result from both its operating and investing activities.

Foreign currency sensitivity

Most of the Group's transactions are carried out in Australian dollars (AUD). Exposures to currency exchange rates mainly arise from the Group's overseas sales, which are currently primarily denominated in Euro (EUR).

To mitigate the Group's exposure to foreign currency risk, non-AUD cash flows are monitored, customer payments are credited to foreign currency bank accounts and converted to AUD on a managed basis and forward exchange contracts may be entered into in accordance with the Group's risk management policies. Where the amounts to be paid and received in a specific currency are expected to largely offset one another, no further hedging activity is undertaken.

Foreign currency denominated financial assets and liabilities which expose the Group to currency risk are disclosed below. The amounts shown are those reported to key management translated into AUD at the closing rate:

	Short term exposure			Long term exposure		
	EUR A\$'000	USD A\$'000	Other A\$'000	EUR A\$'000	USD A\$'000	Other A\$'000
30 June 2018						
• financial assets	1,803	172	2	-	-	-
• financial liabilities	(614)	(49)	(105)	-	-	-
Total exposure	1,189	123	(103)	-	-	-
30 June 2017						
• financial assets	503	41	-	-	-	-
• financial liabilities	(25)	-	-	-	-	-
Total exposure	478	41	-	-	-	-

The following table illustrates the sensitivity of profit and equity in regards to the Group's financial assets and financial liabilities and the AUD / EUR exchange rate 'all other things being equal'. It assumes a +/- 5% change in this exchange rate for the year ended at 30 June 2018 (2017: +/- 5%). The sensitivity analysis is based on the impact on the Group's valuation of live fish held for sale.

Profit and Equity Increase / (Decrease)	Increase 5%	Decrease 5%
	A\$'000	A\$'000
30 June 2018	(1,250)	1,380
30 June 2017	(920)	1,000

Exposures to foreign exchange rates vary during the year depending on the volume of overseas transactions. Nonetheless, the analysis above is considered to be representative of the Group's exposure to currency risk.

Interest rate sensitivity

The Group's policy is to minimise interest rate cash flow risk exposures on long-term financing.

30.3 Credit risk analysis

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group. The Group is exposed to this risk for various financial instruments, for example by granting trade credit to customers and investing surplus funds. The Group's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at the reporting date, as summarised below:

	2018 \$'000	2017 \$'000
Classes of financial assets		
Carrying amounts:		
• cash and cash equivalents	5,534	524
• trade and other receivables	5,133	3,832
Total	10,667	4,356

The Group continuously monitors defaults of customers and other counterparties, identified either individually or by group and incorporates this information into its credit risk controls. Where available at reasonable cost, external credit ratings and/or reports on customers and other counterparties are obtained and used. The Group's policy is to deal only with creditworthy counterparties.

The Group's management considers that all of the above financial assets that are not impaired or past due for each of the 30 June reporting dates under review are of good credit quality.

At 30 June, the Group has certain trade receivables that have not been settled by the contractual due date but are not considered to be impaired. The amounts at 30 June analysed by the length of time past due, are:

	2018 \$'000	2017 \$'000
Not more three (3) months	1,082	822
More than three (3) months but not more than six (6) months	92	50
More than six (6) months but not more than one (1) year	51	84
More than one (1) year	80	66
Total	1,305	1,022

In respect of trade and other receivables, the Group is not exposed to any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. Trade receivables consist of a large number of customers in various industries and geographical areas. Based on historical information about customer default rates management consider the credit quality of trade receivables that are not past due or impaired to be good.

The credit risk for cash and cash equivalents is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

30.4 Liquidity risk analysis

Liquidity risk is the risk that the Group might be unable to meet its obligations. The Group manages its liquidity needs by monitoring scheduled debt servicing payments for long-term financial liabilities as well as forecast cash inflows and outflows due in day-to-day business. The data used for analysing these cash flows is consistent with that used in the contractual maturity analysis below. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling monthly projection. Net cash requirements are compared to available cash and borrowing facilities in order to determine headroom or any shortfalls. This analysis shows that available borrowing facilities are expected to be sufficient over the lookout period.

As at 30 June 2018, the Group's non-derivative financial liabilities have contractual maturities (including interest payments where applicable) as summarised below:

	Current		Non-current	
	Within 6 months \$'000	6 - 12 months \$'000	1 - 5 years \$'000	5+ years \$'000
30 June 2018				
Trade and other payables	6,504	-	-	-
Finance lease obligations	242	233	1,727	-
Other borrowings	147	-	-	-
Total	6,893	233	1,727	-

This compares to the maturity of the Group's non-derivative financial liabilities in the previous reporting periods as follows:

	Current		Non-current	
	Within 6 months \$'000	6 - 12 months \$'000	1 - 5 years \$'000	5+ years \$'000
30 June 2017				
Trade and other payables	4,083	-	-	-
Finance lease obligations	135	128	832	-
Other borrowings	67	-	-	-
Total	4,285	128	832	-

The above amounts reflect the contractual undiscounted cash flows, which may differ to the carrying values of the liabilities at the reporting date.

31 Fair value measurement

31.1 Fair value measurement of non-financial instruments

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

- **Level 1:** quoted prices (unadjusted) in active markets for identical assets or liabilities
- **Level 2:** inputs other than quoted prices included within **Level 1** that are observable for the asset or liability, either directly or indirectly
- **Level 3:** unobservable inputs for the asset or liability

The following table shows the Levels within the hierarchy of non-financial assets measured at fair value on a recurring basis at 30 June 2018:

30 June 2018	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Biological assets - current	-	45,229	-	45,229
Biological assets – non-current	-	244	-	244
Southern bluefin tuna quota	-	130	-	130
Total	-	45,603	-	45,603

30 June 2017	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Biological assets - current	-	32,105	-	32,105
Biological assets – non-current	-	244	-	244
Southern bluefin tuna quota	-	200	-	200
Total	-	32,549	-	32,549

The fair values of the biological assets are determined in accordance with Note 4.20.

32 Capital management policies and procedures

The Group's capital management objectives are:

- to ensure the Group's ability to continue as a going concern; and
- to provide an adequate return to shareholders

Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group considers the issue of new shares, dividends, return of capital to shareholders and sale of assets to reduce debt.

The Group has satisfied its covenant obligations for the Commonwealth Bank of Australia \$10m Trade Finance Facility at 30 June 2018.

33 Parent entity information

Information relating to Clean Seas Seafood Limited ('the Parent Entity'):

	2018 \$'000	2017 \$'000
Statement of financial position		
Current assets	5,591	795
Total assets	53,824	41,137
Current liabilities	1,749	1,373
Total liabilities	3,531	2,259
Net assets	50,293	38,878
Issued capital	182,345	165,998
Share rights reserve	661	172
Accumulated losses	(132,713)	(127,292)
Total equity	50,293	38,878
Statement of profit or loss and other comprehensive income		
Profit for the year	(5,421)	(4,182)
Other comprehensive income	-	-
Total comprehensive income	(5,421)	(4,182)

The Parent Entity has no capital commitments to purchase plant and equipment (2017: \$20k). Refer Note 27 for further details of the commitment.

The Parent Entity has not entered into a Deed of Cross Guarantee. Refer Note 26 in relation to contingent assets and liabilities.

34 Post-reporting date events

No adjusting or significant non-adjusting events have occurred between the reporting date and the date of authorisation.

Directors' Declaration

In the opinion of the Directors of Clean Seas Seafood Limited:

- The consolidated financial statements and notes of Clean Seas Seafood Limited are in accordance with the *Corporations Act 2001*, including:
 - Giving a true and fair view of its financial position as at 30 June 2018 and of its performance for the financial year ended on that date; and
 - Complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and
- There are reasonable grounds to believe that Clean Seas Seafood Limited will be able to pay its debts as and when they become due and payable.

The Directors have been given the declarations required by Section 295A of the Corporations Act 2001 from the Chief Executive Officer and Chief Financial Officer for the financial year ended 30 June 2018.

Note 2 confirms that the consolidated financial statements also comply with International Financial Reporting Standards.

Signed in accordance with a resolution of the Directors:



Terry O'Brien
Chairman

Dated the 31st day of August 2018



Grant Thornton House
Level 3
170 Frome Street
Adelaide, SA 5000
Correspondence to:
GPO Box 1270
Adelaide SA 5001

T 61 8 8372 6666
F 61 8 8372 6677
E info.sa@au.gt.com
W www.grantthornton.com.au

Independent Auditor's Report

To the Members of Clean Seas Seafood Limited

Report on the audit of the financial report

Opinion

We have audited the financial report of Clean Seas Seafood Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2018, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and the Directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- a giving a true and fair view of the Group's financial position as at 30 June 2018 and of its performance for the year ended on that date; and
- b complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
<p>Revenue Recognition Notes 4 and 6</p> <p>Revenue is the key driver of the Group.</p> <p>The Group focuses on revenue as a key performance measure and revenue is also a key driver by which the performance of the Group is measured.</p> <p>This area is a key audit matter due to the volume of transactions and the total balance of revenue.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> • Documenting the processes and assessing the internal controls relating to revenue processing and recognition; • Testing the key internal controls for operating effectiveness; • Reviewing the revenue recognition policy to ensure it is in line with AASB 118 Revenue; • Performing analytical procedures to understand the movements and trends in revenue for comparison against expectations; • Tracing a sample revenue transactions to supporting documentation to ensure revenue is being recognised in line with the revenue recognition policy and accounting standards; • Performing cut off testing to ensure that revenue transactions at or around year end have been recorded in the correct period; and • Assessing the adequacy of the related disclosures within the financial statements.
<p>Biological asset existence and valuation Note 4, 13 and 15</p> <p>The Group's biological assets include Kingfish, which is measured at fair value less costs to sell.</p> <p>Estimating the fair value is a complex process involving a number of judgements and estimates regarding various inputs. Due to the nature of the asset, the valuation technique includes a model that uses a number of inputs from internal sources.</p> <p>This area is a key audit matter due to the complex nature involving a number of judgements and estimates.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> • Documenting the processes and assessing the internal controls relating to the valuation methodology applied to biological assets; • Reviewing the inputs used in the valuation model by comparing to actual performance subsequent to reporting date and comparing with historical performance of the Group; • Attending a physical fin fish count and grading to gain comfort that the biomass inputs into the valuation are appropriate; • Reviewing the historical accuracy of the Group's assessment of the fair value of Kingfish by comparing to actual outcomes; and • Assessing the adequacy of the related disclosures within the financial statements.



Information other than the financial report and auditor's report thereon

The Directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2018, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors' for the financial report

The Directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the Directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

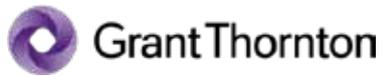
Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_responsibilities/ar1.pdf. This description forms part of our auditor's report.

Report on the remuneration report

Opinion on the remuneration report

We have audited the Remuneration Report included in the Directors' report for the year ended 30 June 2018. In our opinion, the Remuneration Report of Clean Seas Seafood Limited, for the year ended 30 June 2018 complies with section 300A of the *Corporations Act 2001*.



Responsibilities

The Directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

A handwritten signature in blue ink, appearing to read "J L Humphrey".

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

A handwritten signature in blue ink, appearing to read "J L Humphrey".

J L Humphrey
Partner – Audit & Assurance

Adelaide, 31 August 2018



ASX Additional Information

Additional information required by the ASX Limited Listing Rules and not disclosed elsewhere in this report is set out below. The information is effective as at 20 August 2018.

Ordinary share capital (quoted)

1,667,314,190 fully paid ordinary shares are held by 8,290 shareholders.

Substantial shareholders

The number of shares held by substantial shareholders and their associates, as stated on their most recent Substantial Shareholder notice, are set out below:

Shareholder	Number of Shares
Australian Tuna Fisheries Pty Ltd (1)	101,562,733
Bonafide Wealth Management AG (2)	100,943,046

(1) Notice released to ASX on 28 November 2016.

(2) Notice released to ASX on 6 July 2018.

Voting Rights

Ordinary Shares: On a show of hands, every member present at a meeting in person or by proxy shall have one vote and upon a poll each fully paid share shall have one vote.

Distribution of equity security holders – Ordinary shares	
Holding	Number of holders
1 - 1,000	546
1,001 - 5,000	972
5,001 - 10,000	903
10,001 - 100,000	3,943
100,001+	1,926
Total	8,290

There were 2,077 holders of less than a marketable parcel of 9,260 ordinary shares, holding a total of 6,986,089 ordinary shares.

Twenty (20) largest shareholders	Ordinary shares	
	Number of shares held	Percentage of issued shares
J P Morgan Nominees Australia Limited	164,219,072	9.8%
Australian Tuna Fisheries Pty Ltd	103,256,733	6.2%
HSBC Custody Nominees (Australia) Limited	31,376,844	1.9%
Citicorp Nominees Pty Limited	30,253,008	1.8%
BNP Paribas Nominees Pty Ltd <IB AU Noms Retailclient DRP>	20,338,569	1.2%
Mr Michael John O'Neill & Mrs Rebecca Joan O'Neill <Protea Software Stf S/F A/C>	16,236,000	1.0%
3rd Wave Investors Ltd	15,500,100	0.9%
Mr Hagen Heinz Stehr & Mrs Anna Stehr <H & A Stehr Super Fund A/C>	13,791,446	0.8%
Rowe Heaney Super Fund Pty Ltd <Rowe Heaney Super Fund A/C>	12,432,835	0.7%
Mr Ermanno Feliciani	12,409,194	0.7%
Demeta Pty Ltd	12,100,000	0.7%
Mr Jamie Lewis	10,300,000	0.6%
Mrs Rika Westwood	10,000,000	0.6%
Lidova Pty Ltd <T J A Dickson S/F A/C>	10,000,000	0.6%
Fernbow Pty Ltd <The Holland Super Account>	9,800,000	0.6%
DHC International Pty Limited <Donvale Super A/C>	9,142,138	0.5%
Mr Jason Conrad Squire <The Jasqui A/C>	8,500,000	0.5%
Morgan Stanley Australia Securities (Nominee) Pty Ltd <No.1 Account>	7,214,739	0.4%
RDLK Pty Ltd <Red Lake S/F A/C>	6,447,761	0.4%
Hans And Delwyn Pty Limited	6,349,465	0.4%
Total	509,667,904	30.6%

Securities Exchange

The Company is listed on the Australian Securities Exchange.

On Market Buy Back

There is no current on market buy back.



CORPORATE DIRECTORY

DIRECTORS

Terry O'Brien

Independent Non-Executive Chairman

Nick Burrows

Independent Non-Executive Director

Marcus Stehr

Non-Executive Director

Raelene Murphy

Independent Non-Executive Director

Helen Sawczak

Independent Non-Executive Director

David Head

Managing Director and Chief Executive Officer

COMPANY SECRETARY

Wayne Materne

EXECUTIVES

David Head

Managing Director and Chief Executive Officer

Wayne Materne

Chief Financial Officer & Company Secretary

PRINCIPAL REGISTERED OFFICE IN AUSTRALIA

7 North Quay Boulevard,
Port Lincoln SA 5606

Ph: (08) 8621 2900

Fax: (08) 8621 2990

Email: reception@cleanseas.com.au

SHARE REGISTER

Boardroom Pty Ltd

Level 12, 225 George Street / GPO Box 3993

Sydney NSW 2000

Ph: 1300 737 760 / +612 9290 9600

Fax: +612 9290 9655

Email: enquiries@boardroomlimited.com.au

AUDITOR

Grant Thornton Audit Pty Ltd

Level 3, 170 Frome Street,

Adelaide SA, 5000

STOCK EXCHANGE LISTING

Clean Seas Seafood Limited shares are listed on the Australian Securities Exchange (ASX: CSS)

WEBSITE

www.cleanseas.com.au

