



## **SELONDA AQUACULTURE S.A.**

### **INVITATION TO THE ORDINARY (ANNUAL) ASSEMBLY OF THE SHAREHOLDERS**

According to the Law and the Company's Articles of Incorporation, the Board of Directors invites the Shareholders of the joint stock company under the name "**Selonda Aquaculture S.A.**" (the Company) to participate to the Ordinary Annual Assembly of the Shareholders, that will take place on **June the 3<sup>rd</sup>, 2014, the day being Tuesday, at 14.00hrs**, at the hotel "Central", which is located in Athens, Plaka, at 21, Apollonos Street, to discuss and resolve on the following items of the Agenda:

**ITEM No.1:** Re-approval of the Financial Statements of the Company and the Group according to the International Financial Reporting Standards for the year 2012 (01.01.2012 - 31.12.2012) due to adjustment of figures of the Financial Statements subsequent to the application of the amended International Accounting Standards 19.

**ITEM No.2:** Submission for approval of the Financial Statements of the Company and the Group according to the International Financial Reporting Standards for the year 2013 (01.01.2013 - 31.12.2013), after hearing and approval of the relevant Repots of the Board of Directors on the activities during the above year and of the Auditors' Certificate prepared by the Chartered Accountants of the Company.

**ITEM No.3:** Approval of the distribution of the net profit of the year 2013 (01.01.2013 - 31.12.2013).

**ITEM No.4:** Acquittal of all members of the Board of Directors as well as of the Auditors from any compensation liability for the management of the affairs of the Company, the drafting and the review of the financial statements of the Company for the year 2013 (01.01.2013 - 31.12.2013).

**ITEM No.5:** Appointment of the Company's Regular and Substitute Auditors for auditing the financial statements of the Company and its Group for the fiscal year 2014 (01.01.2014 - 31.12.2014) and approval of their fees.

**ITEM No.6:** Approval of remuneration and compensation paid to the members of the Board of Directors for their presence and participation at the meetings of the Board during the year 2013 and pre-approval of the remuneration and compensation to be paid to the members of the Board of Directors for the year 2014, according to articles 24 of the Law 2190/1920 and 5 of the Law 3016/2002.

**ITEM No.7:** Granting permission according to article 23 par. 1 of the Law 2190/1920 to the members of the Board of Directors and to General Managers of the Company to participate in the Boards of Directors or the management of other subsidiary or affiliate companies that pursue same or similar objectives to the Company's scope (related in the meaning of art. 42e par. 5 of Law 2190/1920).





**ITEM No.8:** a) Approval of the deeds of guarantee executed by the Board of Directors, between the Company and the Banks in favor of subsidiaries and affiliate companies of the Group pursuant to Art. 23a of the Law 2190/1920. b) Approval of Contracts and Agreements pursuant to Art. 23a of the Law 2190/1920.

**ITEM No.9:** Miscellaneous announcements.

In case of lack of quorum and pursuant to the provisions of the law and in order to decide upon any of the aforementioned items, the **1<sup>st</sup> Repeated Annual General Meeting will be held on Friday, June 16<sup>th</sup>, 2014 at 14:00p.m.** at the same place and if no such quorum is achieved again, the **2<sup>nd</sup> Repeated Annual General Meeting will be held on Tuesday, June 27<sup>th</sup>, 2014, at 14:00p.m.** at the same place.

Pursuant to art. 26 par. 2b of the Law 2190/1920, as amended with the art. 3 of the Law 3884/2010, the Company informs the Shareholders for the following:

#### **A. VOTING RIGHTS AND PARTICIPATION PROCEDURE AT THE GENERAL MEETING**

Eligible to participate in the Annual General Meeting is any Shareholder who is registered as such with the registry of the Dematerialized Securities System managed by the Hellenic Exchanges S.A. ('HELEX') where securities (shares) of the company are held. Proof of shareholder status on the Record Date should be obtained through a relevant written certification from HELEX or alternatively through the direct electronic link-up of the Company with the records of HELEX.

Every share has the right of one vote.

Shareholder's status should exist on **29.05.2014** (Record Date), i.e. at the beginning of the fifth (5<sup>th</sup>) day before the date of the Annual General Meeting on June 03, 2014, while the relevant written certification or electronic proof should be submitted to the Company by **31.05.2014** at the latest, i.e. on the third (3<sup>rd</sup>) day before the date of the General Meeting.

For the **1<sup>st</sup> Repeated Annual General Meeting**, shareholder's status must exist on **12.06.2014** (Record Date), i.e. at the beginning of the fourth (4<sup>th</sup>) day before the date of the 1<sup>st</sup> Repeated Annual General Meeting of June 16, 2014, while the relevant written certification or electronic proof should be submitted to the Company by **13.06.2014** at the latest, i.e. on the third (3<sup>rd</sup>) day before the date of the General Meeting.

For the **2<sup>nd</sup> Repeated Annual General Meeting**, shareholder's status must exist on **23.06.2014** (Record Date), i.e. at the beginning of the fourth (4<sup>th</sup>) day before the date of the 2<sup>nd</sup> Repeated Annual General Meeting of June 27, 2014, while the relevant written certification or electronic proof should be submitted to the Company by **24.06.2014** at the latest, i.e. on the third (3<sup>rd</sup>) day before the date of the General Meeting.





Only those who have shareholder status on the said Record Date shall be considered to be entitled to participate and vote in the General Meeting. Any shareholder who is not in compliance with the provisions of article 28a of Law 2190/1920 may participate in the Annual General Meeting only after the Meeting has provided relevant authorization.

The exercise of the above rights does not require shareholders to block their shares or comply with any other relevant procedures, which limit the ability to sell or transfer their shares in the time period between the record date and the date of the Annual General Meeting.

## **B. VOTING RIGHTS PROCEDURE THROUGH PROXY**

The shareholder who is eligible to attend the Annual General Meeting may vote either in person or through a proxy. Each shareholder (legal entity or natural person) may appoint up to three (3) proxies for one and only General Meeting or for as many Meetings take place in a defined time.

If a shareholder holds Company's shares that are held in more than one securities account, the shareholder may appoint different proxies for the shares that are held in each securities account.

A proxy who acts for more than one shareholder may vote differently on behalf of each shareholder.

The proxy votes pursuant to the shareholder's orders, if they exist, and is obliged to file the voting orders for at least one (1) year from the date the Shareholders' Minutes record is filed within the competent authority or from the date of its promulgation, if it is necessary. The non compliance of the proxy with the obtained orders does not affect the value of the General's Meeting decisions even if the proxy's vote is a "casting vote".

The proxy is obliged to disclose to the Company before the commencement of the Annual General Meeting any specific fact that would be useful to shareholders in order to determine whether there is a risk of the proxy serving interests other than the shareholder's interests. Within the context of this paragraph, conflict of interest may arise in cases where the proxy: a) is a controlling shareholder of the Company or is another legal entity or entity controlled by that shareholder, b) is a Member of the Board of Directors or of the management team of the Company or of a shareholder controlling the Company, or of another legal person or entity controlled by a shareholder controlling the Company, c) is an employee or certified public accountant of the Company or of a shareholder controlling the Company, or of another legal person or entity controlled by a shareholder controlling the Company, d) is the spouse or a first-degree relative of one of the natural persons referred in cases (a) to (c).

The provision of proxy or its cancellation should be submitted to the Company within at least three (3) days prior to the Ordinary (Annual) General Meeting i.e. until **30.05.2014**.

The form for the appointment of proxy is available at the Company's website [www.selonda.gr](http://www.selonda.gr). The proxy form should be submitted, completed and signed, to the Company's Head offices, 30 Navarchou Nikodimou street,





Plaka, Athens, to the attention of Mrs. Andromahi Papatoli (Investors' Relations's Department, tel. 210 37 24 900), at least three (3) days prior to the Ordinary (Annual) General Meeting, i.e. until **30.05.2014**.

The Company's Articles of Incorporation does not foresee the possibility of participation in the Annual General Meeting electronically without the physical presence of the shareholder or the possibility of distance voting or the possibility appointing or recalling a proxy electronically.

### **C. MINORITY SHAREHOLDER'S RIGHTS**

Pursuant to article 39 par. 2, 2a, 4 and 5 of the Law 2190/1920 the shareholders have the following rights:

- (a) At the request of shareholders representing 1/20 of the paid-up share capital, the Board of Directors shall be obliged to include additional items to the agenda of the Annual General Meeting, provided that the relevant request is received by the Board of Directors within at least fifteen (15) days prior to the Annual General Meeting, i.e. by **May 19, 2014**. That request to have additional items included in the agenda shall be accompanied by reasons for such inclusion or a draft decision for approval by the Annual General Meeting and the revised agenda shall be published in the same manner as for the previous agenda, thirteen (13) days before the date of the Annual General Meeting, i.e. by **may 21, 2014** and shall also be made simultaneously available to shareholders at the Company's website ([www.selonda.gr](http://www.selonda.gr)), along with the reasoning or draft decision submitted by the shareholders, according to the provisions of article 27 par. 3 of the Law 2190/1920.
- (b) At the request of shareholders representing 1/20 of the paid-up share capital, at least six (6) days before the date of the Annual General Meeting, i.e. at the latest by **May 28, 2014**, the Board of Directors is obliged to provide shareholders, according to article 27, par. 3 of the Law 2190/1920, with drafts of decisions on the items, which have been included in the initial or revised agenda, if a request to that effect is received by the Board of Directors at least seven (7) days before the date of the Annual General Meeting, i.e. latest by **May 29, 2014**.
- (c) Following a request submitted by any shareholder to the Company within at least five (5) days prior to the General Meeting, i.e. at the latest by **May 28, 2014**, the Board of Directors shall be obliged to provide the General Meeting with the requested specific information on the Company's business affairs, to the extend that it may be useful for the actual assessment of the items on the agenda. Moreover, with the request of shareholders representing 1/20 of the paid-up share capital, the Board of Directors obliged to announce to the General Meeting, the amounts, for the last two (2) years, that have been debilitated to every member of the Board of Directors or to the Company's Directors, as and every supply to the above persons for any reason or agreement between the Company and these persons. The Board of Directors may decline the provision of the information requested for a very significant





reason which is mentioned in the minutes. The Board of Directors may provide a single response to shareholders' requests with the same content. The obligation to provide information does not apply in the event that the information requested is already available at the Company's website, especially in the form of questions and answers.

- (d) At the request of shareholders representing 1/5 of the paid-up share capital, which shall be submitted to the Company at least five (5) full days prior to the General Meeting, i.e. at the latest by **May 28, 2014**, the Board of Directors shall be obliged to provide the General Meeting with information on the course of corporate affairs and the state of the Company's assets. The Board of Directors may decline the provision of the information requested for a very significant reason which is mentioned in the minutes.

Respective time-limits for the exercise of minority rights are applicable in case of Repeated General Meetings.

In all the above cases where the respective rights are exercised, the applicant shareholders are obliged to demonstrate their status as shareholders, as well as the number of shares they hold, at the time of the exercise of their right. The shareholder's status shall be certified by means of the online connection between HELEX and the Company.

#### **D. AVAILABLE DOCUMENTS AND INFORMATION**

The whole documents' text and the draft resolutions provided in cases (c) and (d) of article 27, par. 3 of the Law 2190/1920 are available in hard copy form at the Company's Investor Relations Department, at 30, Navarchou Nikodimou street, Plaka, Athens, to the attention of Mrs. Andromahi Papatoli, tel. 210 37 24 900.

The present invitation, the draft resolutions proposed by the Board of Directors, the proxy form and any other information of article 27, par. 3 of the Law 2190/1920, including shareholders' rights, are available at the Company's website [www.selonda.gr](http://www.selonda.gr), and may be sent by post without charge to any shareholder, at his request.

Athens, 12-5-2014  
The Board of Directors

