



DRAFT RESOLUTIONS OF THE AGENDA ITEMS OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF DIAS AQUACULTURE TO BE HELD ON 05/01/2011

ITEM 1: Relocation of the company's head offices and amendment of article 5 of the Article of Association.

Draft decision:

The Shareholders Meeting [unanimously decided / decided by a majority of ...% of the representing share capital] to approve the relocation of the company's seat to the Municipality of Mandra at the location known as Trypio Lithari, Mandra, Attica, 1st Km of Attiki Odos Road, and to amend Article 2(1) of its Articles of Association as follows:

Article 2

SEAT

The Company's seat shall be the Municipality of Mandra at the location known as Trypio Lithari, Mandra, Attica, 1st Km of Attiki Odos Road.

ITEM 2: Decision to approve the merger of the companies DIAS Aquaculture S.A. and Mattheou Sole Admin. Limited Liability Company, by means of the latter being absorbed by the former, and to appoint a representative of DIAS to sign the notarial merger deed and any other document required to complete the merger.

Draft decision:

The Shareholders Meeting [unanimously decided / decided by a majority of ...% of the representing share capital] to merge the Company with the company with the corporate name Mattheou Sole Admin. Limited Liability Company, by means of the latter being absorbed by the former.

It approved a merger of the Company entailing absorption of the company Mattheou Sole Admin. Limited Liability Company in accordance with the provisions of Codified Law 2190/1920 and the provisions of Law 2166/1993, the absorption terms and conditions, the transformation balance sheet of 31/3/2010 of Mattheou Sole Admin. Limited Liability Company, and the audit report of the certified public accountant, Mr. Georgios Tsiolis (ICPA (GR) Reg. No. 17161, relating to that balance sheet, dated 28/5/2010.

The absorption terms and conditions state that the company will not increase its share capital nor is it obliged to issue new shares because the claim for the issuing of new shares has been cancelled due to the merger given that it already holds 100% of the shares of Mattheou Sole Admin. Limited Liability Company, and the acquisition value of those shares was greater than the share capital of the company being absorbed.

A special mandate and power was granted to Mr. Stelios Pitakas to lawfully represent the company in drafting and signing the final merger deed which shall take the form of a notarial document based on the approved draft thereof, and to sign the solemn statement (in the form required by Law 1559/1986) required by Article 74(1) of Codified Law 2190/1920 stating that the points cited in Article 70(2) of Codified Law 2190/1920 are not met, and a solemn statement (in the form required by Law 1559/1986) that the company holds 100% of

the share capital of Mattheou Sole Admin. Limited Liability Company, and, acting with the representative of the counterparty, to submit all the necessary supporting documents to the competent authority.

ITEM 3: Election of new Board of Directors of the company

Draft decision:

Following the amendment to Article 10 of the Company's Articles of Association after the decision of the Company's Extraordinary General Meeting of shareholders on 23/7/2010, the members of the Company's Board of Directors are to be elected by the General Meeting based on the order in which they appear in various lists. Members will be elected to the Board of Directors from these lists depending on the number of votes for each list. Any fractions will count towards the list which accumulated the most votes. The persons highest in any list will be elected from each list. Other persons named in the list, depending on their ranking in the list from which a member of the Board of Directors was elected, shall automatically become substitutes for members of the persons elected from that list.

Given this election procedure for members of the Company's Board of Directors, shareholders must submit the relevant lists at the Extraordinary General Meeting of 05/01/2011 in order to elect new members of the Company's Board of Directors in line with this procedure.