



Kifissia, 10/12/2010

**INVITATION  
TO THE SHAREHOLDERS OF THE COMPANY WITH THE CORPORATE NAME  
DIAS AQUACULTURE S.A.**

Companies Reg No. 27160/06/B/92/5

**TO THE EXTRAORDINARY GENERAL MEETING  
TO BE HELD AT 09:00 ON Wednesday, 05/01/2011**

In compliance with the Law 2190/1920 and the Company's Articles of Association and following the decision of the Board of Directors dated 09.12.2010, DIAS AQUACULTURE S.A. invites its shareholders to the Extraordinary General Meeting. The meeting will take place at the company's registered offices at 54 Elaion St., Kifissia, at 09:00 hours on Wednesday, 05.01.2011 to discuss the following items on the agenda:

1. Relocation of the company's head offices and amendment of article 5 of the Article of Association.
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.
3. Election of new Board of Directors of the company

Should the quorum required by law not be achieved for any reason, the Board of Directors invites stockholders to attend the 1st Iterative General Meeting on 17/01/2011, Monday at 09:00 a.m. and if the required by law quorum not be achieved, to the 2nd Iterative General Meeting that will take place on 28/01/2011, Friday at 09:00 a.m. The aforementioned Repeated General Meetings will be held at the company's registered offices at 54 Elaion St., Kifissia, with the same issues agenda, without publication of a new invitation.

In accordance with articles 26.2(b), as amended and supplemented by, respectively, articles 3 of Law 3884/2010, the company informs shareholders of the following:

**A. ENTITLEMENT TO PARTICIPATE IN THE GENERAL MEETING**

Any person appearing as a shareholder (i.e. holder of ordinary registered shares of the company) in the registry of the Dematerialized Securities System [formerly the Central Securities Depository] managed by Hellenic Exchanges S.A. ("HELEX"), in which the shares of the company are recorded, is entitled to participate in the General Meeting. Proof of qualification as a shareholder should be made either via a relevant written certification of the above organization or, alternatively, through the direct electronic link of the company with the records of the Hellenic Exchanges S.A.

Shareholder status must exist on 31/12/2010 (Record Date), i.e. at the start of the 5th day before the date of the General Meeting of 05 January 2011, and the relevant written certification or the electronic verification of shareholder status must have been received by the company by 02/01/2011 at the latest, i.e. on the 3rd day before the date of the General Meeting.

For the 1st Iterative General Meeting of 17/01/2011, shareholder status must exist on 13/01/2011

Dias Aquaculture Group T : +30 210 6251565 F : +30 210 6251910

(Record Date of 1<sup>st</sup> Iterative General Meeting), i.e. at the start of the 4th day before the date of the 1<sup>st</sup> Iterative General Meeting of 17 January 2011, and the relevant written certification or the electronic verification of shareholder status must have been received by the company by 14/01/2011 at the latest, i.e. on the 3rd day before the date of the above General Meeting.

For the 2<sup>st</sup> Iterative General Meeting of 28/01/2011, shareholder status must exist on 24/01/2011 (Record Date of 2<sup>st</sup> Iterative General Meeting), i.e. at the start of the 4th day before the date of the 2<sup>st</sup> Iterative General Meeting of 28 January 2011, and the relevant written certification or the electronic verification of shareholder status must have been received by the company by 25/01/2011 at the latest, i.e. on the 3rd day before the date of the above 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. Shareholders who do not comply with the provisions of article 28a of the C.L. 2190/1920 may participate in the General Meeting only after the Meeting has authorized them to do so. To exercise the said rights, it is not necessary to block the shares or follow any other similar process that may restrict the ability to sell and transfer shares in the period between the Record Date and the General Meeting.

## **B. MINORITY SHAREHOLDERS RIGHTS**

a. Shareholders representing 1/20 of the paid-up share capital may request from the Board of Directors of the Company to include in the General Meeting Agenda additional items, provided that the relevant request is communicated to the Board until 21/12/2010, i.e. at least 15 days before the General Meeting. The request for an additional item on the agenda must be accompanied by a justification or a draft resolution to be adopted in the General Meeting. The revised agenda is made available in the same manner as the previous agenda on 23/12/2010, i.e. 13 days before the General Meeting and at the same time, it is made available to the shareholders on the Company's website, together with the justification or the draft resolution that had been submitted by the shareholders in line with article 27 paragraph 3 of C.L. 2190/1920.

b. Following a request of shareholders, representing 1/20 of the paid-up share capital, the Board of Directors makes available to the shareholders the draft resolutions for the items included in the initial or revised agenda, in accordance with article 27 paragraph 3 of C.L. 2190/1920, the latest until 30/12/2010, i.e. at least 6 days before the General Meeting, if the relevant request is communicated to the Board of Directors until 29/12/2010, i.e. at least 7 days before the General Meeting.

c. Following the request of any shareholder, communicated to the Company until 30/12/2010, i.e. at least 5 full days before the General Meeting, the Board of Directors must provide to the General Meeting, the requested, specific information with respect to matters of the Company, in so far as this information is useful for the actual assessment of the items on the agenda. The Board of Directors may refuse to provide information on the grounds of a substantial cause, which must be mentioned in the minutes. The Board of Directors may provide an overall response to requests of shareholders of the same content. The obligation of providing information does not exist if the relevant information is already available on the Company's website, especially in a question and answer format.

d. Following a request of shareholders representing 1/5 of the paid-up share capital which is communicated to the Company until 30/12/2010, i.e. 5 complete days before the General Meeting, the Board of Directors must provide to the General Meeting information with respect to the course of the Company affairs and the financial situation of the Company. The Board of Directors may refuse to provide this information on reasonable grounds which must be mentioned in the minutes.

In case of Repeated General Meeting corresponding deadlines are in force for any exercise of minority shareholders rights.

In the aforementioned cases, the shareholders who are communicating a request, must provide proof of their qualification as shareholders as well as the number of shares held by them at the moment of the exercise of the relevant right. The presentation of a certification of the Hellenic Exchanges S.A or the verification of a shareholder's qualification through the direct electronic link of the Hellenic Exchanges S.A and the Company, may be recognised as such proofs.

### **C. PROCEDURE FOR VOTING BY PROXY**

Shareholders may participate in the Extraordinary General Meeting and may either vote in person or by proxy holders. Each shareholder may appoint up to 3 proxy holders. Legal entities may participate in the General Meeting by appointing up to 3 natural persons as proxy holders. However, if a shareholder has shares of the company held in more than one securities account, the above limitation shall not prevent the shareholder from appointing a separate proxy holder as regards shares held in each securities account. A proxy holder, acting on behalf of several shareholders may cast votes differently in respect of shares held by each shareholder so represented. The proxy holder is obliged to disclose to the Company, before the commencement of the General Meeting, any fact which might be useful to the shareholders in assessing whether the proxy holder might pursue any interest other than the interest of the represented shareholder. A conflict of interest within this context may in particular arise where the proxy holder:

- (a) Is a controlling shareholder of the Company, or is another entity controlled by such shareholder;
- (b) Is a member of the Board of Directors or the management of the Company, or of a controlling shareholder or an entity controlled by such shareholder;
- (c) Is an employee or an auditor of the company, or of a controlling shareholder or an entity controlled by such shareholder;
- (d) Is a spouse or close relative (of 1st degree) with a natural person referred to in points (i) to (iii).

The appointment and the revocation of the appointment of a proxy holder shall be made in writing and shall be notified to the Company following the same procedure, at least 3 days before the date of the General Meeting. (54 Elaion St., Kifissia). The forms for the appointment and revocation of a proxy holder are available on the Company's website. (<http://www.diassa.gr>). These forms, completed and signed by the shareholder must be submitted to the Company's Shareholders Department (54 Elaion St., Kifissia) or shall be sent by fax: +30210-6251910 at least 3 days before the date of the General Meeting. The shareholders are requested to ensure the successful dispatch of the form and receipt thereof by the Company, by following up at: +30210-6251565. The Company's Articles of Association does not provide for shareholders' participation and voting in the General Meeting via electronic or long-distance means.

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

The information mentioned in article 27 paragraph 3 of C.L. 2190/1920 is available in electronic form on the Company's website (<http://www.diassa.gr>). In line with article 27 paragraph 3, cases c, d, of C.L. 2190/1920, any documents, draft resolutions and forms that will be used for the exercise of voting rights, will also be available in hard copy at the Shareholders Department (54 Elaion St., Kifissia)

**Kifissia, 10.12.2010**

**By order of the Board of Directors**

**The Chairman & Managing Director**

**Stelios Pitakas**