



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

Companies Reg No. 121570407000  
**TO THE ANNUAL ORDINARY GENERAL MEETING  
TO BE HELD AT 09:00 ON Friday, 28/06/2013**

Mandra-Idilia, 07/06/2013

**Draft Resolutions/ Comments of Board of Directors on The Agenda Items Of The General Meeting Of The Shareholders Of Dias Aquaculture To Be Held On 28/06/2013 in accordance with article 27 paragraph 3 of C.L. 2190/1920**

**AGENDA ITEMS**

**1. Submission and approval of the Annual Financial Statements (consolidated and non consolidated) for the period 1.1.2012 to 31.12.2012 together with the relevant Auditors' and Board of Directors' reports.**

The Board of Directors proposes to the General Meeting to approve the annual financial statements (consolidated and non consolidated) for the financial year 2012 which were prepared in accordance with the International Financial Reporting Standards (IFRS) and approved by the Company's Board of Directors, at its meeting No. 7 held on March 27th, 2013.

**2. Decision of profit distribution for the fiscal year 2012 and non dividend payment**

The General Meeting will be asked to decide the profit appropriation for the year 2012 and the Board of Directors will propose no dividend distribution due to negative results during 2012.

**3. Approval of Board of Directors activities during the 2012 fiscal year and release of members of the Board of Directors and auditors from all liability to pay compensation for management during the 1.1.2012 – 31.12.2012 fiscal year**

The General Meeting will be asked to approve the Board of Directors activities during the 2012 fiscal year.

The Board of Directors proposes to the General Meeting to approve the discharge from any liability for indemnity of the members of the BoD and the Certified Auditor of the company for the year 2012 in accordance with article 35 of C.L. 2190/1920 and the Articles of Association of the company.

**4. Election of ordinary and deputy Certified Auditors for the 2013 fiscal year and fixing of their fee.**

The Board of Directors upon recommendation of the Audit Committee will propose to the General Meeting the assignment of the Ordinary Audit of the Financial Statements (consolidated and non consolidated) for fiscal year 2013 to [PRICEWATERHOUSECOOPERS] . The audit fee will be proposed to be determined in accordance with the provisions of the Law.

**5. Announcement and ratification of election of the executive and non-executive members by the Board of Directors of in replacement of the resigned members. Approval and ratification of the independent non executive members of the Board of Directors.**



Following resignation of:

- a) Ms Olga Novikova his position as Non Executive Member
- b) Ms Anita Hamilton from his position as Non Executive Member of the Board is order he is a candidate for re-election as an Executive Member of the Board.
- c) Mr Stefanos Manellis from his position as Executive Member of the Board is order he is a candidate for re-election as an Non Executive Member of the Board.
- d) Mr. Sergey Nikolaev from his position as substitute member of the Board
- e) Mr. Pitakas from his position as Chairman and Non executive member of the Board

The Board of Directors notifies the Shareholders General Meeting that by virtue of the Board of Directors resolution dated as of 30.07.2012 and as of 06.06.2013 and in compliance with the Company's Articles of Association and law 2190/1920 elected as new members of the Board Mr Oleg Karpushev as an Executive Member and Mr. Thanasis Prahalis as an Executive Member and re-elected Ms Anita Hamilton as an Executive Member and Mr Stefanos Manellis as an Non Executive Member of the Board.

#### **6. Approval and ratification of the members of the Audit Committee appointed in replacement of the resigned members**

The Board of Directors proposes the approval and ratification of the Audit Committee's members appointed in replacement of the resigned members and have as follows:

1. Manellis Stefanos; Non Executive Member
2. Vasileios Keltsopoulos; Independent - Non Executive Member and
3. Yuri Vinokurov; Independent - Non Executive Member

#### **7. Approval of remuneration for members of the Board of Directors for the 1.1.2012 – 31.12.2012 fiscal year and preliminary approval of remuneration for the 1.1.2013 - 31.12.2012 fiscal year.**

The Board of Directors proposes to the General Meeting to approve the fees and remunerations of the Board of Directors members for the year 2012 and to determine the fees and remunerations of the Board of Directors members for the current year.

#### **8. Approval of participation by Board of Directors members and senior executives of the company on the Board of Directors or in the management of other companies with the same or similar purpose. (in accordance with law 2190/20 article 23).**

The Board of Directors proposes to the General Meeting to approve the permission to the members of the BoD and to the executive officers of the Company to participate in the management and the Board of Directors of affiliated companies with relative business activity. (in accordance with law 2190/20 article 23)



## **9. Approval of agreements pursuant to article 23a of c.l. 2190/1920.**

The BoD proposes to the Shareholders General Meeting for operational and financial reasons to approve the actions, the transactions, the conclusion- the amendment and the novation of any agreement with the affiliated companies according to article 42e par.5 of Law 2190/1920, on ordinary terms and conditions of the agreements pursuant to article 23a of CL 2190/1920

## **10. Amendment of the Convertible loan agreement terms.**

The Board of Directors proposes to the General Meeting the amendment and validation of the Amendment of the Convertible loan agreement terms regarding:

- (a) the final conversion date, which is set in six years from the date of issue;
- (b) interest accrued from the Bond Loan issuance up to the end of June 2013, which will be paid at Conversion on the Final Conversion Date (the "Excluded Payment"), according to the payment terms of clause 4.6. of the Amendment Act and
- (c) the rate of conversion of the Bonds which shall be determined by dividing the aggregate nominal value of all Bonds in relation to which a Notice of Conversion has been issued or is deemed to have been issued by the amount of 1,10€ (the "Conversion Price"), rounding to integral number the number of new shares to be issued as appropriate.

## **11. Amendment of article 10 of the Articles of Association and Codification of the AoA**

The Board of Directors proposes to the General Meeting the amendment article 10 of the Articles of Association so as the BoD to consist of (3) three to seven (7) members and respectively the codification of the AoA of a single text

## **12. Miscellaneous items – notices - other approvals**

Various issues will be discussed