



EXPLANATORY REPORT PREPARED BY THE BOARD OF DIRECTORS OF DIAS AQUACULTURE S.A.

For the 2007 fiscal year (in accordance with Article 11s of Law 3371/2005)

1. The structure of company share capital

On 31 December 2007 the Company's share capital stood at € 9,146, 670 divided into 19,461,000.00 common registered shares with a nominal value of € 0.47 each. All company shares are common registered shares with voting rights and are listed for trading on the Athens Exchange.

The rights of Company shareholders deriving from its shares depend on their holding in the capital which corresponds to the paid-up value of each share. Each share entitles its holder to all rights provided for by law and the Articles of Association and in particular:

- the right to a dividend from the annual profits or liquidated profits of the Company.

35% of the net profits (having deducted the statutory reserve first) are distributed from the profits each fiscal year to shareholders as a first dividend. The General Meeting decides on whether to distribute any additional dividend. All persons who are shareholders before the dividend cut-off date are entitled to a dividend. The dividend attaching to each share is paid to the shareholder within the lawful deadlines laid down from the date of the Ordinary General Meeting which approved the annual financial statements. The place and manner of payment shall be announced in the press. The right to collect a dividend shall be deleted and the relevant amount paid to the state after the elapse of 5 years from the end of the year in which the General Meeting approved distribution.

- The right to receive the contribution paid, upon liquidation or upon the writing off of capital corresponding to the shares, where this is decided upon by the General Meeting.

- An option in each Company share capital increase in share and the right to subscribe new shares.

- The right to obtain a copy of the financial statements and reports of the certified auditors and Board of Directors of the Company.

- The right to participate in the General Meeting which consists of the following specific rights: legal standing, attendance, participation in discussions, submission of proposals on items on the agenda, entry of views in the minutes and voting rights.

- The General Meeting of the shareholders of the company shall retain all its rights during the period of liquidation. Company shareholders' liability is limited to the nominal value of the shares held.

2. Restrictions on the transfer of Company shares

Company shares may be transferred in the manner laid down by law and there are no restrictions on their transfer contained in the Articles of Association.

3. Major direct or indirect holdings within the meaning of Article 9 to 11 of Law 3556/2007

On 31.12.2007 the following shareholders had holdings accounting for more than 5% of all voting rights in the Company:

Stelios Pitakas held 35.084% and Georgios Pitakas held 9.724%.

No other natural person or legal entity had a holding representing more than 5% of the share capital.

4. Holders of all classes of shares entitling them to special rights of control

There are no shares in the Company granting their holders special rights of control.

5. Restrictions on voting rights

The Company's Articles of Association contain no restrictions on voting rights.

6. Agreements between Company shareholders which entail restrictions on the transfer of shares or restrictions on the exercise of voting rights

The Company is not aware of the existence of agreements between its shareholders who entail restrictions on the transfer of its shares or the exercise of voting rights deriving from its shares.

7. Rules on the appointment and replacement of Board of Directors members and amendment of the Articles of Association

The rules contained in the Company's Articles of Association on appointment and replacement of members of the Board of Directors and amendment of the provisions of the Articles of Association are not different from those contained in Codified Law 2190/1920.

8. Powers of the Board of Directors or specific members to issue new shares or purchase own shares

Under Article 13(1)(b) of Codified Law 2190/1920, the Board of Directors of the Company is entitled, following a decision of the General Meeting to that effect, subject to the publicity requirements in Article 7b of Codified Law 2190/1920, to increase the Company's share capital by issuing new shares by means of a decision taken by a majority of at least 2/3 of all its members. In this case the share capital may be increased by up to the level of the capital paid-up on the date on which the Board of Directors was granted the said power by the General Meeting. This power of the Board of Directors may be renewed by the General Meeting for a period not exceeding 5 years for each renewal.

9. Important agreements concluded by the Company which take effect, are amended or expire where there is a change in control of the Company following a public offering or the results of such agreement.

There are no agreements which take effect, are amended or expire in the case of a change in control of the Company following a public offering.

10. Any agreements between the company and its board members or employees providing for compensation if they resign or are made redundant without valid reason or if their employment ceases because of a public offering.

There are no agreements between the company and members of the Board of Directors or staff which provide for the payment of remuneration specifically in the case of resignation or dismissal without just cause or termination of service or employment due to a public offering.

Kifissia, 17 March 2008

The Board of Directors