



**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 14:00 ON Monday, 12/01/2015**

Mandra-Idilia, 19/12/2015

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 12/01/2015 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 1.1.2013 to 31.12.2013 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 2013 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. 32 held on December 15th, 2014.

2. Decision of profit distribution for the fiscal year 2013 and non dividend payment

The General Meeting will be asked to decide the profit appropriation for the year 2013 and the Board of Directors will propose no dividend distribution due to negative results during 2013.

3. Approval of Board of Directors activities during the 2013 fiscal year and release of members of the Board of Directors and auditors from all liability to pay compensation for management during the 1.1.2013 – 31.12.2013 fiscal year

The General Meeting will be asked to approve the Board of Directors activities during the 2013 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 2013 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 2014 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 2014 to [BAKER TILLY HELLAS SA] . 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) Mr Athanasios Prahalis from his position as CEO in order to be candidate for re-election as an Executive member of the Board as well as Mrs. Anita Hamilton from her position as Executive member in order to be candidate for election as CEO.
- b) Mr. Vasilis Keltsopoulos from his position as Independent Non Executive member of the Board.
- c) Mr. Stefanos Manellis from his position as Chairman and Board member.
- d) Mr. Oleg Karpushev, Mr. Yuri Vinokurov and Ioannis Bougas from their position as Executive Member, Independent Non Executive member and Independent Non Executive member of the Board respectively.
- e) Mrs. Anita Hamilton from her position as CEO in order to be candidate for re-election as Executive member of the Board.

The Board of Directors notifies the Shareholders General Meeting that by virtue of the Board of Directors resolutions dated as of 26.09.2013, 03.02.2013, 05.02.2014, 21.03.2014 and 01.10.2014 in compliance with the Company's Articles of Association and law 2190/1920 elected as new members of the Board members Mr. Athanasio Prahalis as Chairman and Executive Member. Mr. Vadim Dubrovin as an Executive Member and Mrs. Anita Hamilton as an 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. Ioannis Bougas; 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 1.1.2013 – 31.12.2013 fiscal year and preliminary approval of remuneration for the 1.1.2014 - 31.12.2014 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 2013 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. Distribution, capitalization or offset of untaxed reserves under article 72 of Law 4172/2013

The Board of Directors proposes to the General Meeting the execution of the provision of the law in any case it is applicable

11. Approval of submission of article 99 of Law 3588/2007 application

The Board of Directors proposes to the General Meeting to approve the submission of 99 Law 3588/2007 application

12. Amendment of articles 1 and 10 of the Articles of Association (AoA)

The Board of Directors proposes to the General Meeting the amendments of article 1 of the AoA so as the trade name of the company to be "DIAS SA PRODUCTION AND EXPLOITATION OF AQUACULTURE" and of article 10 of the AoA so as a foreign or/and domestic legal entity can be appointed as BoD member

13. Election of new Board of Directors

The Board of Directors proposes to the General Meeting to elect new BoD so as to comply to the provisions of Law 3016/2002

14. Miscellaneous items – notices - other approvals

Various issues will be discussed