



SELONDA S.A.  
NAVARCHOU NIKODIMOU 26/30  
105 56 ATHENS  
TEL.: 210-3724900  
FAX: 210-3724909  
E-mail: [Selonda@gr.selonda.com](mailto:Selonda@gr.selonda.com)

## SELONDA AQUACULTURE S.A.

### INVITATION TO THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

(S.A. REGISTRY NO. 23166/06/B/90/01)  
(GENERAL COMMERCIAL REGISTRY NO. 769101000)

According to the Law and the Company's Articles of Incorporation, the Board of Directors invites the Shareholders of the joint stock company under the name "Selonda Aquaculture S.A." (the Company) to participate to the Extraordinary General Meeting of the Shareholders, that will take place on **the 1<sup>st</sup> of April, 2016, the day being Friday, at 14.00hrs**, at the Company's offices, which are located in Athens, Plaka, at 30, Navarchou Nikodimou Street, to discuss and resolve on the following items of the Agenda:

**ITEM No.1:** Issuance of a common secured bond loan up to the amount of 30,000,000.00 Euro, according to the provisions of L. 3156/2003, and granting of authorization to the Company's Board of Directors in order to specify the particular terms thereof.

**ITEM No.2:** Granting of authorization in accordance with article 23 par. 1 of C.L. 2190/1920, to members of the Board of Directors and to managers to participate in legal entities with a similar objective to that of the Company.

**ITEM No.3:** Approval of agreements in accordance with article 23<sup>a</sup> of C.L. 2190/1920.

**ITEM No.4:** Supplementation - specification of the authorization of the General Meeting of the shareholders of the Company granted to the Board of Directors on 25.06.2015, with regard to the increase of the Company's share capital which was resolved on the same date, in order to determine the offer price of the shares in accordance with article 13 par. 6 of C.L. 2190/1920, namely the nominal value of the issued shares plus the value which will be credited to the reserve account by the subscription of shares above par. Ascertainment that the condition set by the resolution of the General Meeting of the Company's Shareholders dated 25.06.2015 has been met. Ascertainment that the abolition of the pre-emptive right of the existing shareholders of the Company in this share capital increase is unnecessary, provided that this is an increase through contribution in kind, in which no pre-emptive right of the existing shareholders is acquired in accordance with the Law and the Company's Articles of Association.





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**ITEM No.5:** Several announcements.

In case of lack of quorum and pursuant to the provisions of the law and in order to decide upon any of the aforementioned items, the **1<sup>st</sup> Repeated Extraordinary General Meeting will be held on Tuesday, April 12<sup>th</sup>, 2016, at 14:00p.m.** at the same place and if no such quorum is achieved again, the **2<sup>nd</sup> Repeated Extraordinary General Meeting will be held on Monday, April 25<sup>th</sup> 2016, at 14:00p.m.** at the same place.

Pursuant to art. 26 par. 2b of C.L. 2190/1920, as amended with the art. 3 of the Law 3884/2010, the Company informs the Shareholders for the following:

**A. VOTING RIGHTS AND PARTICIPATION PROCEDURE AT THE GENERAL MEETING**

Eligible to participate in the General Meeting is any Shareholder who is registered as such with the registry of the Dematerialized Securities System managed by the Hellenic Exchanges S.A. ("HELEX") where securities (shares) of the company are held. Proof of shareholder status on the Record Date should be obtained through a relevant written certification from HELEX or alternatively through the direct electronic link-up of the Company with the records of HELEX.

Every share has the right of one vote.

Shareholder's status should exist on **27.3.2016** (Record Date), i.e. at the beginning of the fifth (5<sup>th</sup>) day before the date of the Extraordinary General Meeting on **01.04.2016**, while the relevant written certification or electronic proof should be submitted to the Company by **29.3.2016** at the latest, i.e. on the third (3<sup>rd</sup>) day before the date of the 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. Any shareholder who is not in compliance with the provisions of article 28a of C.L. 2190/1920 may participate in the General Meeting only after the Meeting has provided relevant authorization.

The exercise of the above rights does not require shareholders to block their shares or comply with any other relevant procedures, which limit the ability to sell or transfer their shares in the time period between the record date and the date of the General Meeting.

**B. VOTING RIGHTS PROCEDURE THROUGH PROXY**





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The shareholder who is eligible to attend the General Meeting may vote either in person or through a proxy. Each shareholder (legal entity or natural person) may appoint up to three (3) proxies for one and only General Meeting or for as many Meetings take place in a defined time.

If a shareholder holds Company's shares that are held in more than one securities account, the shareholder may appoint different proxies for the shares that are held in each securities account with regard to the General Meeting.

A proxy who acts for more than one shareholder may vote differently on behalf of each shareholder.

The proxy votes pursuant to the shareholder's orders, if they exist, and is obliged to file the voting orders for at least one (1) year from the date the Shareholders' Meeting Minutes record is filed within the competent authority or in case the Resolution is subject to promulgation, from the date of its submission to the Sociétés Anonymes Registry. The non compliance of the proxy with the obtained orders does not affect the value of the General's Meeting decisions even if the proxy's vote is a "casting vote".

The proxy is obliged to disclose to the Company before the commencement of the General Meeting any specific fact that would be useful to shareholders in order to determine whether there is a risk of the proxy serving interests other than the shareholder's interests. Within the context of this paragraph, conflict of interest may arise in cases where the proxy: a) is a controlling shareholder of the Company or is another legal entity or entity controlled by that shareholder, b) is a Member of the Board of Directors or of the management team of the Company or of a shareholder controlling the Company, or of another legal person or entity controlled by a shareholder controlling the Company, c) is an employee or certified public accountant of the Company or of a shareholder controlling the Company, or of another legal person or entity controlled by a shareholder controlling the Company, d) is the spouse or a first-degree relative of one of the natural persons referred in cases (a) to (c).

The provision of proxy or its cancellation should be submitted in writing to the Company within at least three (3) days prior to the General Meeting i.e. until **29.03.2016**.

The form for the appointment of proxy is available at the Company's website [www.selonda.gr](http://www.selonda.gr). The proxy form should be submitted, completed and signed, to the Company's Head offices, 30 Navarchou Nikodimou street, Plaka, Athens, to the attention of Mrs. Andromahi Papatoli (Investors' Relations's Department, tel. 210 37 24 900), at least three (3) days prior to the General Meeting, i.e. until **29.03.2016**.

The Company's Articles of Incorporation does not foresee the possibility of participation in the General Meeting electronically without the physical presence of the shareholder or the possibility of distance voting or the possibility appointing or recalling a proxy electronically.

### C. MINORITY SHAREHOLDER'S RIGHTS





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Pursuant to article 39 par. 2, 2a, 4 and 5 of the C.L. 2190/1920 the shareholders have the following rights:

- (a) At the request of shareholders representing 1/20 of the paid-up share capital, the Board of Directors shall be obliged to include additional items to the agenda of the General Meeting, provided that the relevant request is received by the Board of Directors within at least fifteen (15) days prior to the General Meeting. That request to have additional items included in the agenda shall be accompanied by reasons for such inclusion or a draft decision for approval by the General Meeting and the revised agenda shall be published in the same manner as for the previous agenda, thirteen (13) days before the date of the General Meeting and shall also be made simultaneously available to shareholders at the Company's website ([www.selonda.gr](http://www.selonda.gr)), along with the reasoning or draft decision submitted by the shareholders, according to the provisions of article 27 par. 3 of the C.L. 2190/1920.
- (b) At the request of shareholders representing 1/20 of the paid-up share capital, at least six (6) days before the date of the General Meeting, the Board of Directors is obliged to provide shareholders, according to article 27, par. 3 of the C.L. 2190/1920, with drafts of decisions on the items, which have been included in the initial or revised agenda, if a request to that effect is received by the Board of Directors at least seven (7) days before the date of the General Meeting.
- (c) Following a request submitted by any shareholder to the Company within at least five (5) days prior to the General Meeting, the Board of Directors shall be obliged to provide the General Meeting with the requested specific information on the Company's business affairs, to the extent that it may be useful for the actual assessment of the items on the agenda. The Board of Directors may provide a single response to shareholders' requests with the same content. The obligation to provide information does not apply in the event that the information requested is already available at the Company's website, especially in the form of questions and answers.
- (d) At the request of shareholders representing 1/5 of the paid-up share capital, which shall be submitted to the Company at least five (5) full days prior to the General Meeting, the Board of Directors shall be obliged to provide the General Meeting with information on the course of corporate affairs and the state of the Company's assets. The Board of Directors may decline the provision of the information requested for a very significant reason which is mentioned in the minutes.

Respective time-limits for the exercise of minority rights are applicable in case of Repeated General Meetings.

In all the above cases where the respective rights are exercised, the applicant shareholders are obliged to demonstrate their status as shareholders, as well as the number of shares they hold, at the time of the exercise of their right. Such proof of shareholder status on the Record Date may be obtained through a relevant written certification from HELEX or through the direct electronic link-up of the Company with the records of HELEX.





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#### D. AVAILABLE DOCUMENTS AND INFORMATION

The whole documents' text and the draft resolutions provided in cases (c) and (d) of article 27, par. 3 of the C.L. 2190/1920 are available in hard copy form at the Company's Investor Relations Department, at 30, Navarchou Nikodimou street, Plaka, Athens, to the attention of Mrs. Andromahi Papatoli, tel. 210 37 24 900.

All information contained in article 27, par. 3 of the Law 2190/1920(including this Invitation, the total number of shares and voting rights on the date of this Invitation, documents to be submitted to the General Meeting, the draft resolutions proposed by the Board of Directors and comments of the Board of Directors on each item of the agenda, the proxy form )are available at the Company's website [www.selonda.gr](http://www.selonda.gr), and may be sent by post without charge to any shareholder, at his request.

Athens, 11 March 2016  
The Board of Directors

