



**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 ANNUAL ORDINARY GENERAL MEETING  
TO BE HELD AT 09:00 ON Thursday, 30/06/2011**

In compliance with the Law 2190/1920 and the Company's Articles of Association and following the decision of the Board of Directors dated 08.06.2011, DIAS AQUACULTURE S.A. invites its shareholders to the Annual Ordinary General Meeting. The meeting will take place at the company's registered offices at 1<sup>st</sup> klm Attiki Odos, Mandra-Idilia, Attica at 09:00 hours on Thursday, 30.06.2011 to discuss the following items on the agenda:

1. Submission and approval of the Annual Financial Statements (consolidated and non consolidated) for the period 1.1.2010 to 31.12.2010 together with the relevant Auditors' and Board of Directors' reports.
2. Decision of profit distribution for the fiscal year 2010 and non dividend payment.
3. Approval of Board of Directors activities during the 2010 fiscal year and release of members of the Board of Directors and auditors from all liability to pay compensation for management during the 1.1.2010 – 31.12.2010 fiscal year
4. Election of ordinary and deputy Certified Auditors for the 2011 fiscal year and fixing of their fee.
5. Approval of remuneration for members of the Board of Directors and senior executives for the 1.1.2010 – 31.12.2010 fiscal year and preliminary approval of remuneration for the 1.1.2011 - 31.12.2011 fiscal year.
6. 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 purpose. (in accordance with law 2190/20 article 23).
7. Miscellaneous items – notices - other approvals

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 11/07/2011, 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 22/07/2011, Friday at 09:00 a.m. The aforementioned Repeated General Meetings will be held at the company's registered offices at 1<sup>st</sup> klm Attiki Odos, Mandra-Idilia, Attica, 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 3884/2011, 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 25/06/2011 (Record Date), i.e. at the start of the 5th day before the date of the General Meeting of 30 June 2011, and the relevant written certification or the electronic verification of shareholder status must have been received by the company by 27/06/2011 at the latest, i.e. on the 3rd day before the date of the General Meeting.

For the 1st Iterative General Meeting of 11/07/2011, shareholder status must exist on 07/07/2011 (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 11 July 2011, and the relevant written certification or the electronic verification of shareholder status must have been received by the company by 08/07/2011 at the latest, i.e. on the 3rd day before the date of the above General Meeting.

For the 2st Iterative General Meeting of 22/07/2011, shareholder status must exist on 18/07/2011 (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 22 July 2011, and the relevant written certification or the electronic verification of shareholder status must have been received by the company by 19/07/2011 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 15/06/2011, 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 17/06/2011, 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 24/06/2011, i.e. at least 6 days before the General Meeting, if the relevant request is communicated to the Board of Directors until 23/06/2011, i.e. at least 7 days before the General Meeting.

c. Following the request of any shareholder, communicated to the Company until 24/06/2011, 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 1/20 of the paid-up share capital, which is communicated to the Company until 24/06/2011, i.e at least 5 full days before the General Meeting the Board of Directors is required to inform the General Meeting on the amounts which were paid during the last two-year period by the Company for whatever reason to members of the Board of Directors or to the Managers or other employees of the Company as well as of any benefit by the Company to the above persons or any agreement whatsoever existing between the Company and such persons. The Board of Directors may refuse to supply the requested information for sufficient reasons which shall be entered in the Minutes. The Board of Directors may refuse to provide this information on reasonable grounds which must be mentioned in the minutes. Such reason may be, where appropriate, the representation of the shareholders to the Board of Directors in line with article 18 paragraphs 3 or 6 of C.L. 2190/1920.

e. Following a request of shareholders representing 1/5 of the paid-up share capital which is communicated to the Company until 24/06/2011, 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 Annual Ordinary 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. (1st klm Attiki Odos, Mandra-Idilia, Attica). 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 (1st klm Attiki Odos, Mandra-Idilia, Attica) or shall be sent by fax: +30210-5517902 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: +30210-5553256. 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, General Meeting Invitation, draft resolutions and forms that will be used for the exercise of voting rights, information regarding minority shareholders rights in line with article 37 paragraph 2, 2a, 4, and 5 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 (1st klm Attiki Odos, Mandra-Idilia, Attica)

**Mandra Idilia, Attica 09.06.2011**

**The Board of Directors**