



SELONDA S.A.
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ANNOUNCEMENT OF DRAFT DECISIONS

Pursuant to the Law 2190/1920 art. 27 par. 3, as in effect following the amendments of the Law 3884/2010, the Board of Directors of the Company hereby announces the following draft decisions referring to the agenda items:

ITEM No.1: Submission for approval of the Financial Statements of the Company and the Group according to the International Financial Reporting Standards for the year 2014 (01.01.2014 - 31.12.2014), after hearing and approval of the relevant Reports of the Board of Directors on the activities during the above year and of the Auditors' Certificate prepared by the Chartered Accountants of the Company.

Minimum Necessary Quorum: 20% of the total of common shares with voting right.

Minimum Necessary Majority: 50% of the total (present or represented) common shares with voting right plus (+) one (present or represented) vote.

It is hereby suggested:

- The approval of the Annual Financial Statements, individual and consolidated for the year that expired on the 31.12.2014,
- The Management Report and the Report of the Chartered Accountant.

The shareholders may download a copy of the financial statements from www.selonda.gr.

ITEM No.2: Approval of the distribution of the net profit of the year 2014 (01.01.2014 - 31.12.2014).

Minimum Necessary Quorum: 20% of the total of common shares with voting right.

Minimum Necessary Majority: 50% of the total (present or represented) common shares with voting right plus (+) one (present or represented) vote.

It is hereby suggested:

- The approval of the profit distribution table of the Company for the fiscal year 2014 as these results are reflected in the financial statements.





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ITEM No.3: Acquittal of all members of the Board of Directors as well as of the Auditors from any compensation liability for the management of the affairs of the Company, the drafting and the review of the financial statements of the Company for the year 2014 (01.01.2014 - 31.12.2014).

Minimum Necessary Quorum: 20% of the total of common shares with voting right.

Minimum Necessary Majority: 50% of the total (present or represented) common shares with voting right plus (+) one (present or represented) vote.

It is hereby suggested:

- The approval of the financial statements of the Company for the year 2014 (01.01.2014 - 31.12.2014).
- The acquittal of the Chartered Accountants from any liability for their activities during the closed fiscal year of 2014.

ITEM No.4: Appointment of the Company's Regular and Substitute Auditors for auditing the financial statements of the Company and its Group for the fiscal year 2015 (01.01.2015 - 31.12.2015) and approval of their fees.

Minimum Necessary Quorum: 20% of the total of common shares with voting right.

Minimum Necessary Majority: 50% of the total (present or represented) common shares with voting right plus (+) one (present or represented) vote.

It is hereby suggested for the current fiscal year 2015:

- The election of Chartered Accountants from **GRANT THORNTON**.
- The settlement of their fees according to the law.

ITEM No.5: Approval of remuneration and compensation paid to the members of the Board of Directors for their presence and participation at the meetings of the Board during the year 2014 and pre-approval of the remuneration and compensation to be paid to the members of





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the Board of Directors for the year 2015, according to articles 24 of the Law 2190/1920 and 5 of the Law 3016/2002.

Minimum Necessary Quorum: 20% of the total of common shares with voting right.

Minimum Necessary Majority: 50% of the total (present or represented) common shares with voting right plus (+) one (present or represented) vote.

It is hereby suggested:

- The approval of the remuneration package paid to the members of the Board for the fiscal year 2014, amounts pre-approved by the decision of the Ordinary General Shareholder's Meeting of the 03.07.2014 as they have been changed by the decision of the Board at 29.10.2014.

-The pre-approval of the remuneration package of the members of the Board for the fiscal year 2015.

ITEM No.6: Granting permission according to article 23 par. 1 of the Law 2190/1920 to the members of the Board of Directors and to General Managers of the Company to participate in the Boards of Directors or the management of other subsidiary or affiliate companies that pursue same or similar objectives to the Company's scope (related in the meaning of art. 42e par. 5 of Law 2190/1920).

Minimum Necessary Quorum: 20% of the total of common shares with voting right.

Minimum Necessary Majority: 50% of the total (present or represented) common shares with voting right plus (+) one (present or represented) vote.

The granting of the said permission is hereby suggested.

ITEM No.7: a) Approval of the deeds of guarantee executed by the Board of Directors, between the Company and the Banks in favour of subsidiaries and affiliate companies of the





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Group pursuant to Art. 23a of the Law 2190/1920 during the second semester of the fiscal year 2014 and during the first semester of the fiscal year 2015. b) Approval of Contracts and Agreements pursuant to Art. 23a of the Law 2190/1920.

Minimum Necessary Quorum: 20% of the total of common shares with voting right.

Minimum Necessary Majority: 50% of the total (present or represented) common shares with voting right plus (+) one (present or represented) vote.

It is hereby suggested:

- The approval of the deeds of guarantee of the Company to the Banks and fiduciary institutions in favour of subsidiary and affiliate companies pursuant to article 23a of the Law 2190/1920.
- The approval of Contracts and Private Agreements falling within the scope of article 23a of the Law 2190/1920.

ITEM No.8: Approval of the agreements that refer to the rehabilitation procedure of the company "DIAS AQUACULTURE SA".

Minimum Necessary Quorum: 20% of the total of common shares with voting right.

Minimum Necessary Majority: 50% of the total (present or represented) common shares with voting right plus (+) one (present or represented) vote.

It is hereby suggested:

- The approval of the agreements that refer to the rehabilitation procedure of the company "DIAS AQUACULTURE SA" pursuant to articles 106b και 106h of the Law 3588/2007 that have been agreed between the company "DIAS AQUACULTURE SA" and some of its creditors. The Company participates at the agreements as the third part.

ITEM No.9: Increase of the share capital of the Company through the contribution in kind of the assets of the company "DIAS AQUACULTURE SA", issuance of new common nominal





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shares and waiving the preemptive rights of the existing shareholders of the Company in favour of the company "DIAS AQUACULTURE SA". Granting authorisation to the Board of Directors for the further specification of the terms of the increase, its implementation and the trading of the new shares of the Company at the Athens Stock Exchange. Amendment of article 5 of the Statutes of the Company.

Minimum Necessary Quorum: 66,6% of the total of common shares with voting right.

Minimum Necessary Majority: 66,6% of the total (present or represented) common shares with voting right plus (+) one (present or represented) vote.

It is hereby suggested:

- The increasing of the share capital of the Company through the contribution in kind of the assets of the company "DIAS AQUACULTURE SA", issuance of new common nominal shares and waiving the preemptive rights of the existing shareholders of the Company in favour of the company "DIAS AQUACULTURE SA", pursuant to articles 106b και 106h of the Law 3588/2007, as it has been agreed between the company "DIAS AQUACULTURE SA" and some of its creditors and the Company participates at this agreement as the third part.

This agreement must be approved (as there is a conditional acceptance) by a) the Ordinary (Annual) Assembly of the Shareholders, b) the responsible authorities, c) the court decision. Particularly, as the agreement has been accomplished and as it has been approved by the court, it is suggested the increasing of the share capital of the Company by 12.378.594,00 €, through the contribution in kind of the assets of the company "DIAS AQUACULTURE SA" and through the partial contribution of its liability, pursuant to articles 106b και 106h of the Law 3588/2007, by the issuance of 41.261.980 new common nominal shares which its value amounts to 0,30 €, and waiving the preemptive rights of the existing shareholders of the Company in favour of the company "DIAS AQUACULTURE SA".

Finally, as a result of the proposed increasing there will be an addition to the article 5 of the Statutes of the Company as below:

"Due to the decision of the Extraordinary Assembly of the Shareholders, the share capital of the Company has been increased by ... € through the contribution in kind of the assets of





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the company "DIAS AQUACULTURE SA" and through the partial contribution of its liability, pursuant to article 106h of the Law 3588/2007, by waiving the preemptive rights of the existing shareholders and by the issuance of 41.261.980 new common nominal shares which its value amounts to 0,30 €. As a result of this increasing the share capital of the Company is amounts to ...€, divided to ... new common nominal shares which its value amounts to 0,30 €"

- The granting authorisation to the Board of Directors for the further specification of the terms of the increase, its implementation and the trading of the new shares of the Company at the Athens Stock Exchange.

ITEM No.10: a) Approval of the agreements of the bonds loans of a total value of one hundred and ten million Euros (€110.000.000,00) for the partial refinancing of the Company, b) Approval of the agreements securing the claims arising from the bond loans.

Minimum Necessary Quorum: 20% of the total of common shares with voting right.

Minimum Necessary Majority: 50% of the total (present or represented) common shares with voting right plus (+) one (present or represented) vote.

It is hereby suggested:

- The approval of the final agreements of the bonds loans of a total value of one hundred and ten million Euros (€110.000.000,00) for the partial refinancing of the Company, that has been agreed by the extraordinary General Assembly of the Shareholders on 11.09.2014.
- The approval of the agreements securing the claims arising from the bond loans.

ITEM No.11: Miscellaneous announcements.





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