



SELONDA AQUACULTURE S.A.  
KIFISSIAS AV 56 – DELFON STR 2  
151 25 MAROUSSI  
TEL:210-3724900  
FAX:210-3724909  
E-mail:Selonda@gr.selonda.com

**ANNOUNCEMENT OF DRAFT DECISIONS  
FOR THE EXTRA ORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS OF 25/10/2018**

Pursuant to Codified Law 2190/1920 article 27 par. 3, as in effect following the amendments of Law 3884/2010, the Board of Directors of the Company hereby announces the following draft decisions referring to the items on the agenda of the Ordinary (Annual) General Meeting of the shareholders of the Company of 25/10/2018:

**ITEM No.1:** Submission and Approval: of the Draft Merger Contract, dated the 12th.07.2018 of the companies "SELONDA AQUACULTURE S.A." GENERAL COMMERCIAL REGISTRY NO. . 769101000, "KALYMNOS AQUACULTURE S.A." GENERAL COMMERCIAL REGISTRY NO. . 71338720000, "NIMOS S.A." GENERAL COMMERCIAL REGISTRY NO. . 72747020000 and "SPARFISH S.A." GENERAL COMMERCIAL REGISTRY NO. . 5400501000, pursuant to the provisions of the articles 69-77a of the Law 2190/1920 and the articles 1-5 of the Law 2166/1993 currently in effect, after the reading out of the relevant from 12/07/2018 Board of Directors Report of the company to the General Assembly pursuant to article 69 par. 4 of the Law 2190/1920 , of the report of the Board of Directors pursuant to article 4.1.4.1.3. of the Athens Stock Exchange Regulation, currently in effect, as well as the certificates of the Chartered Accountants, of the Independent Analyst and further the documents and the financial statements according to the law and the Athens Stock Exchange and ratification of all the resolutions, declarations, announcements, powers of attorney, deeds and actions of the board of directors of the companies, their servants and proxies that will have been enacted for the purposes of the Merger until the date of the meeting of the Extraordinary General Assembly.

Minimum Necessary Quorum: 2/3 of the paid-up share capital.

Minimum Necessary Majority: 2/3 of the total (present or represented) voting rights.

It is hereby suggested to approve the Draft Merger Contract, dated the 12th.07.2018 of the companies "SELONDA AQUACULTURE S.A." GENERAL COMMERCIAL REGISTRY NO. . 769101000, "KALYMNOS AQUACULTURE S.A." GENERAL COMMERCIAL REGISTRY NO. . 71338720000, "NIMOS S.A." GENERAL COMMERCIAL REGISTRY NO. 72747020000 and "SPARFISH S.A." GENERAL COMMERCIAL REGISTRY NO. . 5400501000 pursuant to the provisions of the articles 69-77a of the Law 2190/1920 and the articles 1-5 of the Law 2166/1993 currently in effect.

**ITEM No.2:** Approval of the Merger of the companies "SELONDA AQUACULTURE S.A." GENERAL COMMERCIAL REGISTRY NO. . 769101000, "KALYMNOS AQUACULTURE S.A." GENERAL COMMERCIAL





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REGISTRY NO. . 71338720000, "NIMOS S.A." GENERAL COMMERCIAL REGISTRY NO. . 72747020000 and "SPARFISH S.A." GENERAL COMMERCIAL REGISTRY NO. . 5400501000, by absorption from the company "SELONDA AQUACULTURE S.A." GENERAL COMMERCIAL REGISTRY NO. . 769101000, pursuant to the provisions of the articles 68-77a of the Law 2190/1920 and the articles 1-5 of the Law 2166/1993 currently in effect.

Minimum Necessary Quorum: 2/3 of the paid-up share capital.

Minimum Necessary Majority: 2/3 of the total (present or represented) voting rights.

It is hereby suggested to approve the Merger of the companies "SELONDA AQUACULTURE S.A." GENERAL COMMERCIAL REGISTRY NO. . 769101000, "KALYMNOS AQUACULTURE S.A." GENERAL COMMERCIAL REGISTRY NO. . 71338720000, "NIMOS S.A." GENERAL COMMERCIAL REGISTRY NO. . 72747020000 and "SPARFISH S.A." GENERAL COMMERCIAL REGISTRY NO. . 5400501000, by absorption from the company "SELONDA AQUACULTURE S.A." GENERAL COMMERCIAL REGISTRY NO. . 769101000, pursuant to the provisions of the articles 68-77a of the Law 2190/1920 and the articles 1-5 of the Law 2166/1993 currently in effect.

ITEM No.3: Increase of the share capital of the company due to the absorption of the companies "KALYMNOS AQUACULTURE S.A." GENERAL COMMERCIAL REGISTRY NO 71338720000, "NIMOS S.A." GENERAL COMMERCIAL REGISTRY NO. . 72747020000 and "SPARFISH S.A." GENERAL COMMERCIAL REGISTRY NO. . 5400501000 – amendment of article 5 of the Articles of Incorporation of the Company and new codification.

Minimum Necessary Quorum: 2/3 of the paid-up share capital.

Minimum Necessary Majority: 2/3 of the total (present or represented) voting rights.

It is hereby suggested to resolve positive on the share capital increase of the company due to the absorption of the companies "KALYMNOS AQUACULTURE S.A." GENERAL COMMERCIAL REGISTRY NO 71338720000, "NIMOS S.A." GENERAL COMMERCIAL REGISTRY NO. 72747020000 and "SPARFISH S.A." GENERAL COMMERCIAL REGISTRY NO. 5400501000 by the total sum of €2.080.415,23 effected as follows

a) by the sum of €772.200, corresponding to the contributed share capital of the company named "KALYMNOS AQUACULTURE S.A." that is €2.574.000 minus €1.801.800 that is the deduction of the holdings of the company in its share capital

b) by the sum of €1.217.315,23 corresponding to the contributed share capital of the company named "NIMOS S.A." that is €4.057.717,44 minus €2.840.402,21 that is the deduction of the holdings of the company in its share capital





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c) by the sum of €90.900 corresponding to the contributed share capital of the company named "SPARFISH S.A." that is €1.818.000 minus €1.727.100 that is the deduction of the holdings of the company in their share capital

The increase of the share capital of the company will take place by an increase in the nominal value of each existing share and by an issue of 500 new registered shares so that the share capital of the absorbing entity will increase in total to €75.729.564,43 divided into 245.497.664 common registered shares of nominal value € 0,308473666 each. For the purpose of rounding the resulting of the above nominal value of the common registered shares of the acquiring the share capital of the absorber will increase by € 374,711.44 through the capitalization of "share premium" reserves and an increase in the nominal value of each share of the absorber from € 0.38473666 to € 0.31 per common registered share.

Thus, the total share capital of the Company, after the above described increase, will amount to the total amount of €76.104.275,87 divided into 245.497.664 ordinary nominal shares of € 0,31 nominal value each.

It is suggested to resolve positive on the amendment of article 5 and the new codification of the Articles of Incorporation of the Company.

It is also suggested to resolve positive on the amendment of article 5 and the new codification of the Articles of Incorporation of the Company.

**ITEM No.4:** Grant of an irrevocable order and authorization to the Board of Directors of the company for the settlement of all the issues relating to the granting of licenses and approvals from the Capital Market Committee and the Athens Stock Exchange, the drafting and issuance of the Information Leaflet of the company concerning the Merger by absorption of the companies "KALYMNOS AQUACULTURE S.A." GENERAL COMMERCIAL REGISTRY NO. . 71338720000, "NIMOS S.A." GENERAL COMMERCIAL REGISTRY NO. 72747020000 and "SPARFISH S.A." GENERAL COMMERCIAL REGISTRY NO. . 5400501000, the settlement of any possible arising fractural rights and several other stock exchange issues, the listing and trading of the new shares of the absorbing company after the completion of the merger procedures and any other relevant matter.

Minimum Necessary Quorum: 1/5 of the paid-up share capital.

Minimum Necessary Majority: 50% of the total (present or represented) voting rights.

It is hereby suggested the approval of the grant of an irrevocable order and authorization to the Board of Directors of the company for the settlement of all the issues relating to the granting of licenses and approvals from the Capital Market Committee and the Athens Stock Exchange, the drafting and issuance of the Information Leaflet of the company concerning the Merger by absorption of the





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companies "KALYMNOS AQUACULTURE S.A." GENERAL COMMERCIAL REGISTRY NO. . 71338720000, "NIMOS S.A." GENERAL COMMERCIAL REGISTRY NO. 72747020000 and "SPARFISH S.A." GENERAL COMMERCIAL REGISTRY NO. . 5400501000, the settlement of any possible arising fractural rights and several other stock exchange issues, the listing and trading of the new shares of the absorbing company after the completion of the merger procedures and any other relevant matter.

ITEM No.5: Deliberation of the company representative for the execution of the Merger Notary deed and granting of authorization for the enactment of any other action, declaration or legal transaction indispensable for this purpose and generally for the completion of the Merger and the materialization of the resolutions of the Extraordinary General Assembly.

Minimum Necessary Quorum: 1/5 of the paid-up share capital.

Minimum Necessary Majority: 50% of the total (present or represented) voting rights.

It is hereby suggested that the Legal Counsel of the company Mr Antonis Giannopapas be authorized to execute, by signing, the Merger Notary Deed as well as all and any other document specifically referred to in item 5 hereinabove, and the lawyer Mrs Sofia Nikitaki, be his substitute, in case of an insuperable impediment.

ITEM No 6: Miscellaneous subjects.

For further information you may call at 210 3724900, responsible persons:

1. Thomas Chasiotis
2. Kosmas Alexandris