



**SELONDA AQUACULTURE S.A.**  
**INVITATION TO EXTRA ORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS**  
**OF 25/10/2018**

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 Extra Ordinary General Assembly of the Shareholders, that will take place on October *the 25<sup>th</sup> 2018, the day being Thursday at 14.00 hrs, at the Company's Head offices, at 56 Kifissias Avenue and Delphon Street, Maroussi*, to discuss and resolve on the following items of the Agenda:

**ITEM No.1:** Submission and Approval: of the Draft Merger Contract, dated the 12<sup>th</sup>.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.

**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 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.

**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.

**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.

**ITEM No 6:** Miscellaneous subjects.

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 Extra Ordinary General Meeting will be held on 05/11/2018 at the same place at 14.00hrs and if no such quorum is achieved again, the 2<sup>nd</sup> Repeated Extra Ordinary General Meeting will be held on 16/11/2016 at the same place at 14.00hrs .

Pursuant to art. 26 par. 2b of the Law 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 Extra Ordinary 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"). 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 21/10/2018 (Record Date), i.e. at the beginning of the fifth (5<sup>th</sup>) day before the date of the Extra Ordinary General Meeting on October 25<sup>th</sup> 2018, while the relevant written certification or electronic proof should be submitted to the Company by 22/10/2018 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 Law 2190/1920 may participate in the Extra Ordinary 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 Extra Ordinary General Meeting.

#### **B. VOTING RIGHTS PROCEDURE THROUGH PROXY**

The shareholder who is eligible to attend the Extra Ordinary 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.

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' Minutes record is filed within the competent authority or from the date of its promulgation, if it is necessary. 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 Extra Ordinary 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 to the Company within at least three (3) days prior to the Extra Ordinary General Meeting i.e. until 22/10/2018.

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, at 56 Kifissias Avenue and Delphon Street, Maroussi 151 25, Attica (to the attention of Mr Kosmas Alexandris, tel. 210 37 24 900) at least three (3) days prior to the Extra Ordinary General Meeting, i.e. until 22/10/2018.

The Company's Articles of Incorporation does not foresee the possibility of participation in the Extra Ordinary 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

Pursuant to article 39 par. 2, 2a, 4 and 5 of the Law 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 Annual General Meeting, provided that the relevant request is received by the Board of Directors within at least fifteen (15) days prior to the Extra Ordinary 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 Extra Ordinary 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 Annual 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 Law 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 Extra Ordinary General Meeting, the Board of Directors is obliged to provide shareholders, according to article 27, par. 3 of the Law 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 Annual General Meeting. Following a request submitted by any shareholder to the Company within at least five (5) days prior to the Extra Ordinary 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. Moreover, with the request of shareholders representing 1/20 of the paid-up share capital, the Board of Directors obliged to announce to the General Meeting, the amounts, for the last two (2) years, that have been debilitated to every member of the Board of Directors or to the Company's Directors, as and every supply to the above persons for any reason or agreement between the Company and these persons. The Board of Directors may decline the provision of the information requested for a very significant reason which is mentioned in the minutes. 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.

- (c) 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 Extra Ordinary General Meeting, the Board of Directors shall be obliged to provide to 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 Extra Ordinary 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. The shareholder's status shall be certified by means of the online connection between HELEX and the Company.

#### D. AVAILABLE DOCUMENTS AND INFORMATION

The complete documents' text and the draft resolutions provided for in cases (c) and (d) of article 27 par. 3 of Codified Law 2190/1920 shall be also available in hard copy at the Company's Investor Relations' Department, at 56 Kifissias Avenue and Delphon Street, Maroussi 151 25, Attica (to the attention of Mr Kosmas Alexandris, tel. 210 37 24 900).

The present invitation, the draft resolutions proposed by the Board of Directors, the proxy form and any other information of article 27 par. 3 of Codified Law 2190/1920, including shareholders' rights, are available in electronic form 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.

Maroussi, 04/10/2018  
The Board of Directors

