



SELONDA AQUACULTURE S.A.
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SELONDA AQUACULTURE S.A.
INVITATION TO THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS
(GENERAL COMMERCIAL REGISTRY NO. 769101000)

According to the law and the Articles of Association of the Company, after the decision of the Board of Directors dated 09.01.2020, 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 January the 31th 2020**, the day being Friday, at 09.00 hrs, at the headquarters, which are located in Kifissias 56 avenue and Delfon 2 street at Maroussi to discuss and resolve on the following items of the Agenda:

Item 1: Submission and Approval: a) of the 09.12.2019 Draft Contract Breakdown of the “Selonda Aquaculture S.A.” by separating branches with the establishment of new companies pursuant to Article 57 of Law 4601/2019 and Law 4548/2018, b) of the explanatory report of the BoD, (c) the reports of the statutory auditors, that include the assessment of the branches according to article 17 of Law 4548/2018 and the examination of the terms of the draft contract according to article 10 of Law 4601/2019.

Item 2: Approval of the Separation of the Company by Separation of Branches by Establishing New Companies in accordance with article 57 par.3 of Law 4601/2019 and the provisions of Law 4548/2018, as in force.

Item 3: Appointment of a representative of the Company to sign before the notary of the act of separation and establishment of the two companies.

Item 4: Approval of the Company's remuneration policy according to articles 109 to 112 of Law 4548/2018.

In case of lack of quorum pursuant to the provisions of the Law in order to decide upon the aforementioned items of the Agenda, the **Iterative Extraordinary General Meeting will be held on Thursday February 6th, 2020 at 09.00** at the same place without new invitation.

Pursuant to article 121 of Law 4548/2018, the Company informs the Shareholders for the following:

A. VOTING RIGHTS AND PARTICIPATION PROCEDURE AT THE GENERAL MEETING

Eligible to participate in the Extraordinary 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 at the beginning of **26.01.2020** (Record Date), i.e. at the beginning of the fifth (5th) day before the date of the Extraordinary General Meeting **on 31.01.2020**. At the iterative general meetings the shareholders of the Company may participate under the same typical requirements as per above. Only those who have shareholder status on the said Record Date shall be considered before the Company to be entitled to participate and vote in the General Meeting. Shareholders who are not in compliance with the





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provisions of article 124 par. 5 of Law 4548/2018 as in force may participate in the Ordinary (Annual) General Meeting only upon permission of such Meeting.

The exercise of the above rights does not require shareholders to block their shares or comply with any other relevant procedure, which limits the ability to sell or transfer their shares during the time period between the record date and the date of the Ordinary (Annual) General Meeting.

B. VOTING RIGHTS PROCEDURE THROUGH PROXY

The shareholder who is eligible to attend the Ordinary (Annual) General Meeting may participate and 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 within 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 General Meeting's Minutes are filed with the competent authority or from the date of its registration with the Sociétés Anonymes Registry, if that is necessary. The non compliance of the proxy with the obtained orders does not affect the value of the General Meeting's 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 Ordinary (Annual) General Meeting any specific fact that would be useful to shareholders in order to assess whether there is a risk of the proxy serving interests other than the represented 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, in general, 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 chartered auditor 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 to in cases (a) to (c) above.

The appointment of a proxy or its revocation should be submitted in written and notified to the Company in written at least forty eight (48) hours prior to the Ordinary (Annual) General Meeting i.e. until **29.01.2020**.

The form for the appointment of proxy is available at the Company's website www.selonda.gr. The proxy form should be submitted, completed and signed, to the Company's Investors' 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), until 29.01.2020.

The Company's Articles of Association does not provide for the possibility of participation in the General Meeting by electronic means without the physical presence of the shareholders or the possibility of distance voting or the possibility of appointing or recalling a proxy by electronic means.

C. MINORITY SHAREHOLDERS' RIGHTS

Pursuant to articles 141 par. 2,3,6,7, of Law the shareholders have the following rights:





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- (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 Ordinary (Annual) General Meeting, provided that the relevant request is received by the Board of Directors at least fifteen (15) days prior to the Ordinary (Annual) 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 way as the previous agenda, thirteen (13) days before the date of the General Meeting and shall at the same time be made available to shareholders at the Company's website (www.selonda.gr), along with the reasoning or draft decision submitted by the shareholders, according to the provisions of article 123 par. 4 of Law 4548/2018.
- (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 1123 par. 3 of Law 4548/2018, 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) complete 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 this may be useful for the actual assessment of the items on the agenda. Moreover, at the request of shareholders representing at least 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 paid to every member of the Board of Directors or to the Company's Directors, as and every allowance to the above persons for any reason or by virtue of any agreement between the Company and these persons. The Board of Directors may refuse to provide the information requested for a compelling 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.
- (d) At the request of shareholders representing 1/10 of the paid-up share capital, which shall be submitted to the Company at least five (5) complete 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 refuse to provide the information requested for a compelling significant reason which is mentioned in the minutes.

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

In all the above cases where the respective rights are exercised, the applicant shareholders are obliged to prove 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 written certification from HELEX where the securities are held or the direct online connection between HELEX and the Company.

D. AVAILABLE DOCUMENTS AND INFORMATION

The complete documents' text and the draft resolutions provided for in cases of article 123 par. 4 of Law 4548/2018 shall be also available in hard copy at the Company's Investor Relations' Department, at 56 Kifissias





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The present invitation, the draft resolutions proposed by the Board of Directors, the proxy form and any other information of article 123 par. 3, 4 of Law 4548/2018, including shareholders' rights, are available in electronic form at the Company's website (www.selonda.gr), and may be sent by post without charge to any shareholder, at his request.

Maroussi, 09/01/2020
The Board of Directors