

**NIREUS AQUACULTURE S.A.**  
**REGISTERED OFFICE: Koropi, Attika**  
**COMPANY'S GENERAL ELECTRONIC COMMERCIAL**  
**NUMBER 7852901000**  
**(Previous REG No.: 16399/06/B/88/18)**  
**INVITATION**  
**TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

In compliance with the Law and the Company's Articles of Association and following a decision of the Board of Directors, NIREUS AQUACULTURE S.A and the distinctive NIREUS S.A, invites its shareholders to the Annual Ordinary General Meeting. The meeting will take place on Friday, September 8, 2017, at 15:00 p.m. at the company's headquarters, 1st km Ave. Koropiou Varis, 19400 Koropi, Attica and will have the following agenda:

**Agenda**

- 1.Submission for approval of the Annual Financial and Consolidated Financial Statements for the fiscal year 2016, that have been prepared under I.F.R.S., with the relevant Board of Directors' and Certified Auditors' Reports for the aforementioned Financial Statements.
- 2.Approval for non-distribution of dividends for the fiscal year 2016 (01.01.2016 - 31.12.2016).
- 3.Release of the members of the Board of Directors and the Auditors of NIREUS S.A from any liability for indemnity with respect to the fiscal year 01.01.2016 - 31.12.2016 and with respect to the published annual consolidated financial reports.
- 4.Nomination of regular and substitute Certified Auditors for the fiscal year 01.01.2017 – 31.12.2017 and approval of their fees.
- 5.Approval of fees and remunerations of the Board of Director members as per article 24 par. 2 of C.L. 2190/1920.
- 6.Granted permission, as per article 23 par. 1 of C.L. 2190/1920, as applicable, to the Board of Directors and executive officers of the Company to participate in the Board of Directors' meetings or in the management of affiliated companies (as per article 32, of L. 4308/2014) which pursuing either the same or similar operations.
7. Amendment of the Articles of Association to simplify and harmonize the Articles of Association with the provisions in force.
8. Appointment of an Independent Non Executive Member as an Non-Executive Member and a corresponding change of his status and capacity in the Audit Committee.
9. Sundry decisions and announcements.

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 1st Repetitive General Meeting will be held on Tuesday, September 19th 2017 at 15:00 p.m. at the same

place and if no such quorum is achieved again, the 2<sup>nd</sup> Repetitive General Meeting will be held on Monday, October 2<sup>nd</sup> 2017 at 15:00 p.m. at the same place. New invitations will not be published.

#### **A. VOTING RIGHTS AND PARTICIPATION PROCEDURE**

Eligible to participate in the Annual General Meeting of the company's Shareholders to be held on 08/09/2017 is any Shareholder who is registered as such with the registry of the Dematerialized Securities System managed by 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. Shareholder's status should exist on September 3<sup>rd</sup> 2017 (Record Date), i.e. at the beginning of the fifth (5<sup>th</sup>) day before the date of the Annual General Meeting, while the relevant written certification or electronic proof should be submitted to the Company by September 5<sup>th</sup> 2017 at the latest, i.e. on the third (3<sup>rd</sup>) day before the date of the General Meeting.

For the 1<sup>st</sup> Repetitive General Meeting, to be held on September 19<sup>th</sup> 2017, shareholder's status must exist on September 15<sup>th</sup> 2017 (Record Date), i.e. at the beginning of the 4<sup>th</sup> day before the date of the 1<sup>st</sup> Repetitive General Meeting, while the relevant written certification or electronic proof should be submitted to the Company by September 16<sup>th</sup> 2017 at the latest, i.e. on the third (3<sup>rd</sup>) day before the date of the General Meeting.

For the 2<sup>nd</sup> Repetitive General Meeting, to be held on October 2<sup>nd</sup> 2017, shareholder's status must exist on September 28<sup>th</sup> 2017 (Record Date), i.e. at the beginning of the 4<sup>th</sup> day before the date of the 2<sup>nd</sup> Repeated General Meeting, while the relevant written certification or electronic proof should be submitted to the Company by September 29<sup>th</sup> 2017 at the latest, i.e. on the third (3<sup>rd</sup>) day before the date of the General Meeting. Only the shareholders that have shareholders status on the relevant record date have the right to participate and vote in the General Meeting.

Any shareholder who is not in compliance with the provisions of article 28a of C.L.2190/1920 may participate in the 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 General Meeting.

The possibility of participation in the General meeting electronically without the physical presence of the shareholder or the possibility of distance voting is not yet available.

## **B. MINORITY 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 General Meeting, provided that the relevant request is received by the Board of Directors within at least 15 days prior to the General Meeting, i.e. by August 24th 2017. The request to have additional items included in the agenda shall be accompanied either by the reasons for such inclusion or by a draft decision for approval by the General Meeting and the revised agenda shall be published in the same manner as for the previous agenda, 13 days before the date of the General Meeting, i.e. by August 26th 2017 and shall also be made simultaneously available to Shareholders at the Company's website, along with the reasoning or the draft decision submitted by the Shareholders, according to the provisions of article 27 par.3 of C.L. 2190/1920.

(b) At the request of Shareholders representing 1/20 of the paid-up share capital, at least 6 days before the date of the General Meeting, i.e. at the latest by September 2nd 2017, the Board of Directors is obliged to provide Shareholders, according to article 27, par.3 of Codified Law 2190/20, with draft resolutions of decisions on the items, which have been included in the initial or revised agenda, provided that a request to that effect is received by the Board of Directors at least 7 days before the date of the General Meeting, i.e. latest by September 1st 2017.

(c) Following a request submitted by any Shareholder to the Company within at least 5 full days prior to the General Meeting of September 8<sup>th</sup>, 2017, i.e. at the latest by September 3rd 2017, 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. The Board of Directors may decline the supply 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.

(d) Following a request by shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors must announce to the General Meeting, the amounts which during the last two years were paid to each member of the Board of Directors or to the managers of the company, as well as any benefit to these persons for any reason or any contract between them and the company. The Board of Directors may decline to provide information if a very significant reason exists which must be mentioned in the minutes. Such reason may be, depending on the case, the representation of the requesting

shareholders in the Board of Directors according to par. 3 or 6 of article 18 of C.L. 2190/1920.

(e) At the request of Shareholders representing 1/5 of the paid-up share capital, which shall be submitted to the Company at least 5 full days prior to the General Meeting of September 8<sup>th</sup> 2017, i.e. at the latest by September 2<sup>nd</sup> 2017, 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 decline the supply 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 Repetitive General Meetings.

In all of 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.

### **C. VOTING BY PROXY**

Each shareholder of common shares is eligible to attend the General Meetings and may vote either in person or through a proxy. Each shareholder may appoint up to 3 proxies. Legal entities may participate in the General Meeting by appointing up to 3 natural persons as their representatives. If a Shareholder holds 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 is obliged to disclose to the Company before the commencement of the General Meeting any specific fact that would be useful to Shareholders in order to determine the existence of any risk associated with 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 appointment and the termination of a proxy or its cancellation should be submitted to the Company within at least three (3) days prior to the General Meeting.

The form for the appointment of a proxy is available at the Company's website [www.nireus.com](http://www.nireus.com) and at the Company's Head offices ( tel +30210-6698224)

The proxy form should be submitted, completed and signed, to the Company's Head offices, 1st km Ave. Koropiou Varis, 19400 Koropi, Attica or sent by fax to +30210-6627404 to the attention of Mrs. Melioti, at least three (3) days prior to the General Meeting. Senders are kindly requested to verify the successful receipt of the proxy by the Company by calling the number +30210-6698224.

The possibility of participation in the General meeting electronically without the physical presence of the shareholder or the possibility of distance voting is not yet available.

#### **D. AVAILABLE DOCUMENTS AND INFORMATION**

The present invitation, the draft resolutions proposed by the Board of Directors, the proxy form and any other information of article 27, section 3 of the Codified Law 2190/1920, including shareholders' rights, are available at the Company's website [www.nireus.com](http://www.nireus.com)

#### **E. NUMBER OF SHARES AND VOTING RIGHTS**

The company under the name "NIREUS AQUACULTURE SA" and the distinctive title "NIREUS SA", announces on 16/08/2017 of the Invitation to the Annual Ordinary Shareholders Meeting, which will be held on 08/09/2017, in the Listed Companies Press Releases of the Athens Exchange S.A., the company's share capital consists of 291.497.368 ordinary registered shares with equal voting rights, from which 24.061 are treasury shares. This announcement is made in compliance with the regulations of Law 2190/1920 (article 27 par 3.b).

KOROPI, 16/08/2017  
THE BOARD OF DIRECTORS