

THE COMPANIES ACT 1985 & 1989

FILING COPY

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of the Members of

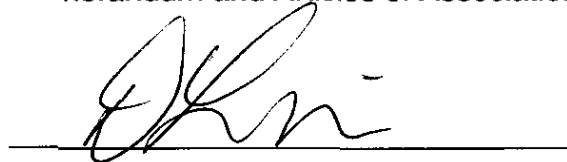
**SEAFOOD ECOSSE LIMITED ("the Company")
Registered Number SC119437**

The following Resolution is a copy of Written Resolution of the Company agreed to by the Members of the Company in accordance with Section 381 (a) of the Companies Act 1985 on 6th February 2006:-

WRITTEN RESOLUTION:-

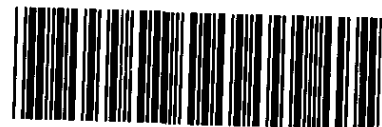
THAT:-

The existing Memorandum and Articles of Association of the Company are cancelled and in substitution therefor the new Memorandum and Articles of Association, of which a print is attached to this Resolution, are adopted as the Memorandum and Articles of Association of the Company.



Name of Director: DAVID WILLIAM LEIPER

WEDNESDAY



SCT *S84KSR8Q*
01/05/2019 #422
COMPANIES HOUSE

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

MEMORANDUM of ASSOCIATION
of
SEAFOOD ECOSSE LIMITED

1. The name of the Company is 'Seafood Ecosse Limited'.
2. The registered office of the Company will be situate in Scotland.
3. The objects for which the Company is established are:
 - (a) To carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere in all or any of its branches any business, undertaking, project or enterprise of any description whether of a private or public character and all or any trades processes and activities connected therewith or ancillary or complementary thereto.
 - (b) To acquire any shares, stocks, debentures, debenture stocks, bonds, obligations, securities, life and sinking fund policies, annuities, mortgages or charges or other property (heritable or moveable, real or personal) by purchase, subscription, syndicate, participation, underwriting, tender, concession, grant, licence, lease, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee or underwrite the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership or tenure thereof as the case may be.
 - (c) To sell, exchange or otherwise dispose of, deal with or turn to account, any of the shares, stocks and others acquired or agreed to be acquired, and generally to vary the securities and investments of the Company from time to time.
 - (d) To lend money with or without security to any parties and on such terms as may seem expedient or to make advances upon investments, to negotiate loans, to offer for public subscription or otherwise, and to assist in placing any investments and generally to advance and lend money and assets of all kinds.
 - (e) To undertake and execute any trusts which the Company may think it expedient to undertake; and to act as agents, managers, secretaries, registrars, executors, factors or liquidators.
 - (f) To guarantee or become liable for the payment of money or for the performance

of any obligations and generally to transact all kinds of guarantee business; and to undertake obligations of every kind and description upon such terms as the Company or its directors may consider desirable, and by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) to secure and guarantee the performance by the Company or any other company of any obligation undertaken by the Company or any other company as the case may be.

- (g) To receive money on deposit, loan or otherwise, upon such terms as the Company may approve; and to carry on business as bankers and financiers and to undertake and carry out all such deals and transactions as any individual may lawfully undertake and carry out.
- (h) To purchase, feu, take on lease or in exchange or by other means acquire and hold any feudal, freehold, leasehold or other property or lands, tenements and hereditaments and any rights, privileges, servitudes and easements over or in respect of any property, and to manager, maintain, improve, develop and turn the same to account, to expend money in maintaining, improving or adding to the marketable value of same or in the demolition of buildings and other erections thereon, or in the erection thereon of buildings of such a nature and for such purposes as to the directors may seem proper, and to sell, feu, sub-divide, let or otherwise dispose of, or deal with, all or any part of any such property or rights.
- (i) To purchase, take on lease, acquire and use for any purposes of the Company, any machinery, stock-in-trade and other property, rights, privileges and interests (including letters patent, licences, copyrights, trademarks, secret processes, designs, goodwill and concessions), and other rights of whatever kind, real or heritable and personal or moveable or any of them; and to hold exercise, develop, improve, sell, lease, hire, exchange, mortgage, alter, pledge or otherwise deal with or dispose of same.
- (j) To pay all preliminary expenses of the Company and of any company promoted or formed by the Company or of any company in which the Company or its shareholders is or are or may competently be interested.
- (k) To provide all requisite accommodation and facilities for the purposes of the Company.
- (l) To purchase, lease or otherwise acquire or undertake the whole or any parts of the business, undertaking, property and liabilities of any person or company carrying on or authorised to carry on any business which the Company is authorised to carry on or which may be conducted so as directly or indirectly to benefit the Company or possessed of any property suitable for the purposes of the Company, or the stock, shares and debentures or other interest of or in any such company, or to amalgamate with any such company, and for the purpose of such amalgamation to transfer the undertaking of the Company to the Company or companies with which it is being amalgamated or to accept the transfer to the Company of the undertaking of any such company or part thereof.
- (m) To pay for any purchase or acquisition in cash or by annual, perpetual or

terminable payments, redeemable or irredeemable, or by bills of the Company, or by shares of the Company of any class, and whether fully paid up or partly paid up, or by debenture stock or other securities or acknowledgements of the Company or one or more of them or part of the one and part of the other or others or in any other way.

- (n) To borrow or raise or secure the payment of money for the purposes of the business of the Company in such manner as the Company or its directors may think fit, and to issue bonds, debentures and debenture stock or other obligations or securities whether charged or not charged on the whole or any part of the property (present and future), assets or revenue of the Company, or its uncalled capital or by mortgage, pledge, conveyance, bond, assignation in security or other obligations of the Company and to redeem, purchase or pay off such securities.
- (o) To draw, make, accept, execute, endorse, negotiate, discount, issue and deal in promissory notes, bills of exchange, drafts, warrants, cheques, mandates, coupons, bills of lading, shipping documents, dock or warehouse warrants and other negotiable or transferable documents.
- (p) To sell, dispose of or transfer the business or undertaking of the Company, or any breach or part thereof or any property or assets thereof, in consideration of payment in cash or royalties or other perpetual or terminable payments, or in shares (partly or fully paid up) or debentures, debenture stock, or other securities of any other company or in one or other or all of such modes of payment or in such manner and for such consideration as the Company may think fit.
- (q) To promote or concur in promoting any companies for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (r) To enter into any partnership, arrangement for sharing of profits, union of interests, reciprocal concession or co-operation with any persons, companies or societies carrying on or about to carry on any business or branch of business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (s) To adopt such means of making known the business of and the services and facilities provided by the Company and keeping the same before the public as may seem expedient.
- (t) To remunerate any person, association, firm or company for services rendered or to be rendered to the Company or in or about the conduct of the Company's business, and that by cash payment or by allotment of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (u) To grant pensions, allowances, gratuities and bonuses or other benefits or any share or interest in the profits of the Company's business or any part thereof and generally, so far as is lawful, to make voluntary or ex gratia payments either in

money or moneysworth to directors or former directors or employees of the Company, or of any subsidiary, allied or associated company, or of any company or business which is acquired by the Company, or to the widows or children or other dependants of such person, and to make or enter into arrangements for the provision of policies of life assurance or to purchase annuities for any such persons or otherwise to provide for them, and to establish and support or aid in the establishment or support of hospitals, dispensaries, places of recreation, institutions, clubs or organisations calculated to benefit persons employed by the Company, and to support and subscribe and guarantee money to any public trade, charitable, educational, religious or other object or to any exhibitions or exposition calculated to advance the interest of the Company or the persons employed by the Company or its predecessors in business of any associated or subsidiary company.

- (v) To distribute any of the property and assets of the Company among the members in specie (and, in particular, any shares, stocks, debentures or securities of other companies which belong to the Company or of which the Company has the right to dispose) but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (w) To obtain or assist in obtaining any Provisional Order or Act of Parliament or other necessary authority or sanction for enabling the Company to carry on any of its objects into effect; or for effecting any modification of the Company's constitution; and to assist in procuring alterations in the law; and to oppose any Parliamentary or other proceedings which the Company may think adverse to its interest.
- (x) To acquire or obtain from any Government or Authority, supreme, municipal, local or otherwise, or any corporation, company or person, any charters, rights, privileges, and concessions which may be conducive to any of the objects of the Company, and to accept, make payments under, carry out, exercise and comply with any such charters, rights, privileges and concessions.
- (y) To procure the Company to be registered or established or authorised to do business in any part of the world.
- (z) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights or which it may be deemed advisable to undertake with a view to development, rendering valuable, prospecting or turning to account any property, real or personal, belonging to the Company or in which the Company may be interested.
- (aa) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or contractors, and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.
- (bb) To do all such other things which are or which the Company may consider to be incidental or conducive to the attainment of the above objects or any of them.

Declaring that the word 'company' in this clause, except where used in reference to the Company, shall be deemed to include any person, partnership, or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere and also that the objects expressed in each paragraph of this clause shall be separate and independent objects of the Company and shall not (except where otherwise expressed in such paragraph) be limited or restricted in any way by reference to or by inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 ordinary shares of £1 each.

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ARTICLES of ASSOCIATION

of

SEAFOOD ECOSSE LIMITED

1. The Regulations contained or incorporated in Table A as prescribed by the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called 'Table A') shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.

Shares

2. The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1.00 each.
 - a) The Directors are unconditionally authorised for the purposes of Section 80 of the Act to allot Shares up to the amount of the total unissued Share Capital of the Company (original and increased) for the time being at any time or times during the period of five years from the date of incorporation of the Company or during any further period of renewal of the authority conferred by this Article, whichever is the later.
 - b) In accordance with section 91 of the Act, section 89(1) and section 90(1) to (6) (inclusive) shall be excluded from applying to the Company.

Directors

3. Unless otherwise determined by Ordinary Resolution the number of Directors (other than Alternate Directors) shall not be subject to any maximum and there may be a sole Director. A sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally and Regulations 89 and 90 of Table A shall be modified accordingly.

Borrowing Powers

4. The Directors, without prejudice to their general powers, may in the name and on behalf of the Company and from time to time at their discretion borrow from themselves or from others any sum or sums of money for the purposes of the Company without limit as to amount and mortgage or charge the undertaking, property and uncalled Capital of the Company or any part thereof as security for any debt, liability or obligation of the

Company or of any third party and upon such terms and in such manner as they think fit.

Proceedings Of Directors

5. The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors.
6. The Directors shall not be liable to retirement by rotation and Regulations 78 and 84 of Table A shall be varied accordingly.



Name of Director: DAVID WILLIAM WEIERKER