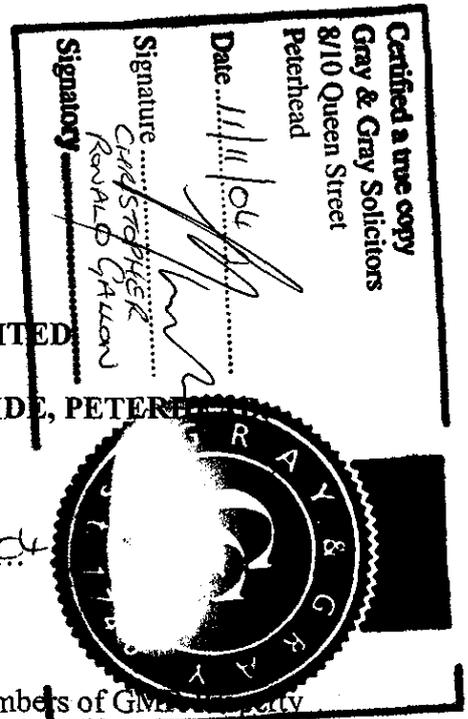


THE COMPANIES ACT 1985

SPECIAL RESOLUTION

Of

GMR PROPERTY (PETERHEAD) LIMITED
COMPANY NUMBER SC173377
REGISTERED OFFICE 1 STATION PLACE, LONGSIDE, PETERHEAD,
ABERDEENSHIRE, AB42 1SQ



Passed on ..8th.. November.. 2004

At an EXTRAORDINARY GENERAL MEETING of the Members of GMR Property (Peterhead) Limited ("the Company") duly convened and held at Peterhead on the Second day of April Two Thousand and One following Resolution was passed as a SPECIAL RESOLUTION of the Company, namely:-

RESOLUTION

The provisions of the Memorandum of Association of the Company with respect to the objects of the Company be and are hereby altered by the re-numbering of sub-clause(D) of Clause 3 thereof to read sub-clause (D)(i) and the addition of the following sub-clause:-

- (d)(ii) To promote the interests of GMR Seafoods Limited (Registered Number SC154973) and any other company which is for the time being the subsidiary, holding company or subsidiary of any holding company of the Company in any manner whatever, and in particular by paying or discharging the liabilities thereof or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities and by giving any security or charge for any such indemnity or guarantee or for the payment of money or performance of obligations by any such company as aforesaid, either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests as aforesaid, to the intent that the promotion of the interests of any such company as aforesaid shall be an object and not a power of the Company.

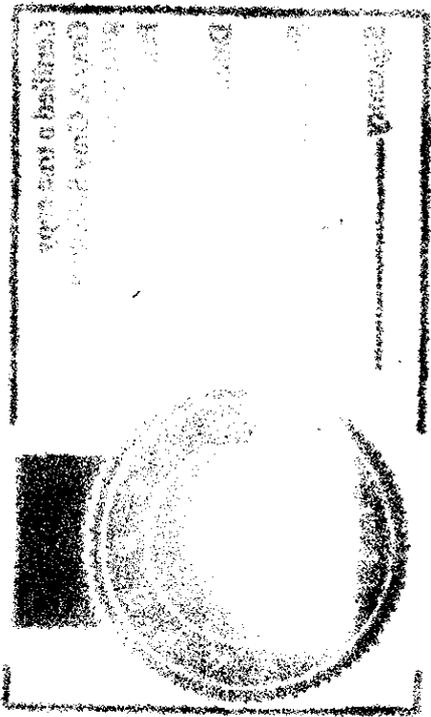
Mary Rennie
Company Secretary

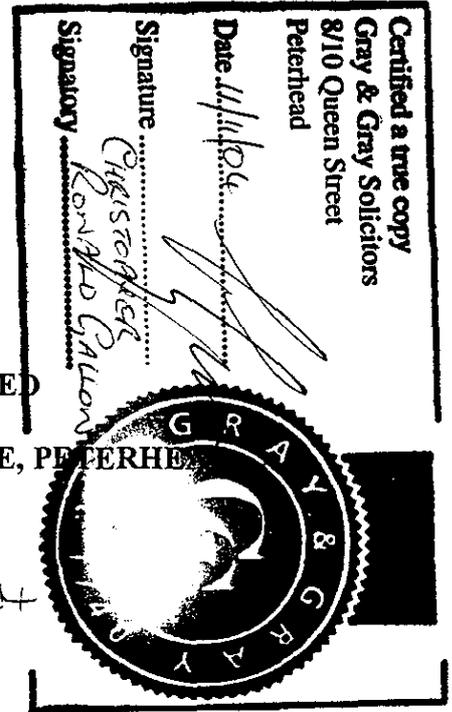
08/11/04
Date

Robert Rennie
Company Director

08/11/04
Date







THE COMPANIES ACT 1985

SPECIAL RESOLUTION

Of

GMR PROPERTY (PETERHEAD) LIMITED
COMPANY NUMBER SC173377
REGISTERED OFFICE 1 STATION PLACE, LONGSIDE, PETERHEAD,
ABERDEENSHIRE, AB42 1SQ

Passed on 5th November 2004

At an EXTRAORDINARY GENERAL MEETING of the Members of GMR Property (Peterhead) Limited ("the Company") duly convened and held at Peterhead on 5th November 2004 the following Resolution was passed as a SPECIAL RESOLUTION of the Company, namely:-

RESOLUTION

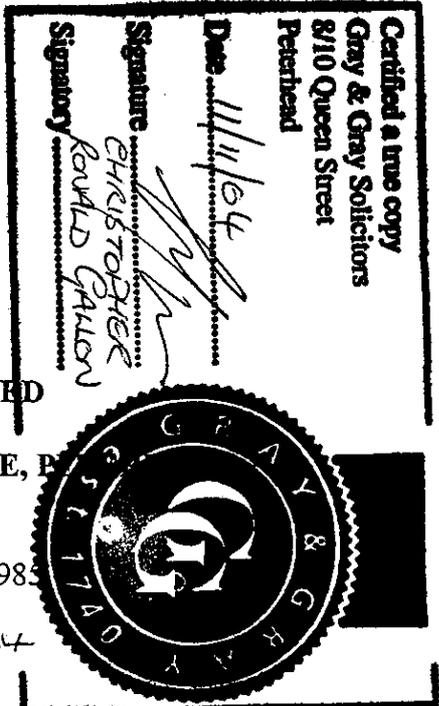
1. THAT all prior acts done by the Directors of the Company be ratified and approved notwithstanding any defect or irregularity that may have occurred.
2. THAT the execution of a Guarantee by the Company in favour of The Royal Bank of Scotland plc (hereinafter referred to as "the Bank") guaranteeing the obligations of GMR Seafoods Limited (Company Number SC154973) granted subsequent to the execution of a security and a debenture creating a fixed and floating charge over the assets and undertakings of the Company in favour of the Bank, such borrowing and execution having been approved by the Directors by Resolution dated 12th March 1977 be ratified and approved notwithstanding such borrowing being *ultra vires* at the time of granting the said Guarantee in terms of the Articles of Association of the Company.

M. J. Rennie
Company Secretary

08/11/04
Date

Gordon Rennie
Company Director

08/11/04
Date



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
Of

GMR PROPERTY (PETERHEAD) LIMITED
COMPANY NUMBER SC173377
REGISTERED OFFICE 2 STATION PLACE, LONGSIDE, P
ABERDEENSHIRE, AB42 1SQ

Pursuant to Section 381A of Companies Act 1985

Passed on ... 8th November 2004 ...

WE, the undersigned, being all the members who at the date hereof would have been entitled to attend and vote at a GENERAL MEETING of the Company HEREBY RESOLVE as follows such resolutions to take effect as elective resolutions pursuant to Section 379A of the Act.

ELECTIVE RESOLUTIONS

1. THAT the provisions of Section 80A of the Act shall apply, in place of section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.
2. THAT THE Company hereby elects:
 - (a) to dispense with the laying of accounts and reports before the Company in general meeting in accordance with Section 252;
 - (b) to dispense with the holding of annual general meetings in accordance with Section 366(a); and
 - (c) to dispense with the obligation to appoint auditors annually in accordance with Section 386.
3. THAT the Company hereby elects pursuant to Sections 369(4) and 378(3) of the Act that the provisions of those sections shall have effect in relation to the Company as if for the reference to 95% in those provisions there were substituted references to 90%.

Marg Perry
Company Secretary

CS/11/04
Date

John Perry
Company Director

CS/11/04
Date

We, being the auditors of the above named Company hereby:-

- (a) acknowledge that a copy of the above resolutions have been sent to us;
and
- (b) notify the Company that in our opinion the above resolutions do not concern us as auditors;
- (c) notify the Company that in our opinion the above resolutions do concern us as auditors but need not be considered by the Company in general meeting