

Company Number: SC366612

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

VILLA SEAFOOD UK LTD

(Company)



S9EW09F2

SCT

03/10/2020

#22

COMPANIES HOUSE

SATURDAY

Circulation Date: 15 June 2020

Pursuant to Chapter 2 of part 13 of the Companies Act 2006 (Act), the directors of the Company (Directors) propose that:

- (a) resolutions 1, and 2 below are passed as special resolutions (together the **Special Resolutions**); and
- (b) resolution 3 below is passed as an ordinary resolution (the **Ordinary Resolution**).

(the Ordinary Resolutions and Special Resolutions to be known collectively as the **Resolutions**).

SPECIAL RESOLUTIONS

- 1 **THAT** the draft articles of association attached to this resolution be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association.
- 2 **THAT**, subject to the passing of resolution 1 above, the 66,666 Ordinary shares of £1 each in the capital of the Company registered in the name of Villa Seafood Group AS be redesignated as 66,666 A Ordinary shares of £1 each in the capital of the Company, such that Villa Seafood Group AS's shareholding shall be, following the passing of this resolution, 66,666 A Ordinary shares of £1 each in the capital of the Company and the 66,667 Ordinary shares of £1 each in the capital of the Company registered in the name of 2400074 Ontario Inc. be redesignated as 66,667 B Ordinary shares of £1 each in the capital of the Company, such that 2400074 Ontario Inc.'s shareholding shall be, following the passing of this resolution, 66,667 B Ordinary shares of £1 each in the capital of the Company.

ORDINARY RESOLUTION

- 3 **THAT**, subject to the passing of resolutions 1 and 2 above, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot:
 - (a) 66,667 C Ordinary shares of £1 each in the capital of the Company up to an aggregate nominal amount of £66,667; and

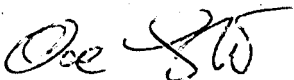
- (b) 1 A Ordinary share of £1 each in the capital of the Company up to an aggregate nominal amount of £1,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date before the fifth anniversary of the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:


.....
For and on behalf of:
Villa Seafood Group AS

Date: June 16th, 2020

.....
For and on behalf of:
2400074 Ontario Inc.

Date:

- (b) 1 A Ordinary share of £1 each in the capital of the Company up to an aggregate nominal amount of £1,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date before the fifth anniversary of the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

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For and on behalf of:
Villa Seafood Group AS



.....
For and on behalf of:
2400074 Ontario Inc.

Date:

Date:

June 15, 2020

Company Number: SC366612

NOTES

- 1 "Eligible Members" are the members who are entitled to vote on the Resolutions on the Circulation Date.
- 2 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy to Pannone Corporate LLP, The Chapel, 378-380 Deansgate, Manchester, M3 4LY for the attention of Lauren Beech.

Post: returning the signed copy by post to Pannone Corporate LLP The Chapel, 378-380 Deansgate, Manchester, M3 4LY for the attention of Lauren Beech.
- 3 If you do not agree to the Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.
- 4 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 5 To be valid, this document must be received no later than midday on the date which is 28 days from the Circulation Date. If the Resolutions are not received by this time your vote will not count. Unless sufficient eligible members sign and return the Resolutions by that deadline, the Resolutions will lapse.
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 7 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.