

"THE COMPANIES ACT, 1929."

Declaration of Compliance



A
Companies
Registration
Fee Stamp
of 5s.
must be
impressed
here.

WITH THE

**REQUIREMENTS OF THE COMPANIES
ACT, 1929,**

Made pursuant to Section 15, Sub-Section (2), of The Companies Act, 1929,
on behalf of a Company proposed to be Registered as

W. YOUNG & SON (Wholesale Fishmerchants)

REGISTERED
19 FEB 1929

LIMITED.

(See Page 2 of this Form.)

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE: JAMES HOLBORN 0424 (3 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented by **Devies & Graham,**

200, Strand, London, W.C. 2.

3) JAMES FISHER & SONS

of 222 Strand in the County of London, Solicitor

*Hereinafter
"A Solicitor
of the Su-
preme Court
for in Scotland
"an Enrolled
Law Agent")
engaged in
the formation
of "A
person named
in the Articles
of Association
as a
Director (or
Secretary)
of."

NOTE.—This is reserved for binding, and must not be written

Do solemnly and sincerely Declare that I am* A Solicitor of the
Supreme Court engaged in the formation of W. Young & Son
(Wholesale Fishmerchants)

LIMITED,

and That all the requirements of The Companies Act, 1929, in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true, and by virtue of the provisions
of The Statutory Declarations Act, 1835.

Declared at 222 Strand in the County of
London

the 14th day of February

One thousand nine hundred and thirty eight.

before me,

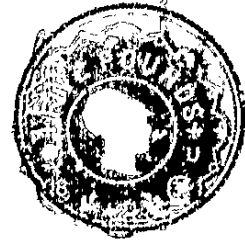
J. J. Fisher

A Commissioner for Oaths. †

W. Young & Son

THE STAMP ACT, 1891 and THE FINANCE ACT, 1933.

COMPANY LIMITED BY SHARES.

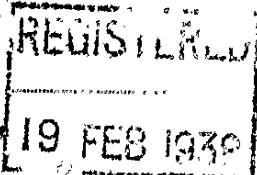


Duty at the rate of 10s. for every £100 must be impressed here.

Statement of the Nominal Capital

OF

W. YOUNG & SON (Wholesale Fishmerchants)



LIMITED,

in pursuance of Section 112 of The Stamp Act, 1891; as amended by Section 41 of The Finance Act, 1933.

(See Page 2 of this Form.)

The Statement is to be lodged with the Memorandum of Association and other Documents when the Registration of the Company is applied for.

90733-87

TELEGRAMS: "CERTIFICATE, E. YRAND, LONDON."

TELEPHONE NO.: HOLBORN 6434 (3 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

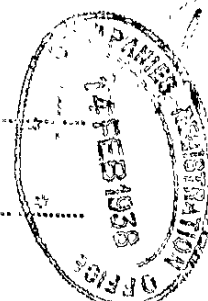
116 CHANCERY LANE, LONDON, W.C. 2

and 13 BROAD STREET PLACE, E.C. 2.

signed by

..... Davies & Graham

..... 222, Strand, W. C. 2.



THE NOMINAL CAPITAL

OF

W. YOUNG & SON (Wholesale Fishmerchants)

LIMITED,

is One thousand Pounds,
divided into thousand Shares
of One each.

Signature

Director.

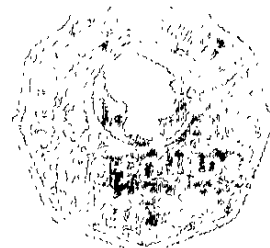
Director.

Dated the 14 day

of February 19 38

NOTE: This margin is reserved for binding, and must not be written over.

* * * This Statement should be signed by an Officer of the Company.



COMPANY LIMITED BY SHARES.

REGISTERED
19 FEB 1938

Memorandum of Association

- of -

W. YOUNG & SON (WHOLESALE FISHMERCHANTS), LIMITED.

1. The name of the Company is "W. YOUNG & SON (WHOLESALE FISHMERCHANTS), LIMITED".

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:-

(A) To carry on the business of Wholesale Fish Merchants and Salesmen.

(B) To carry on, either in connection with the business aforesaid or as distinct and separate businesses, the businesses of steamship owners, shipowners, smack owners, trawlers, deep-sea fishers, fishers, exporters and importers, whole-sale game and poultry merchants, ice manufacturers, cold storage keepers, warehousemen, cod liver oil manufacturers, oil merchants and refiners, utilisers of fish refuse, manure manufacturers,

anchor and chain makers, wire rope makers, rope makers, mast and block makers, ship chandlers, ship storekeepers, compass and nautical instrument makers, marine engineers, engineers, boiler makers, ship builders, dry-dock keepers, slip keepers, boat builders, ship and boat repairers, ship and boat outfitters, ship brokers, ship agents, salvors, wreck removers, wreck raisers, divers, auctioneers, valuers, assessors, stevedores, wharfingers, carriers, forwarding agents, and all other branches of business usually or conveniently connected with any such business as aforesaid.

- (C) To enter into, take over, negotiate or otherwise acquire, any contract or contracts for the construction, building, equipping, fitting out, storing, gearing or otherwise relating to any steamship, ship, trawler, catcher, carrier, smack, yawl, lugger, fishing boat, boat or other vessel whatsoever, and to enter into, take over, negotiate or otherwise acquire any other contractor contracts whatever which the Company may think necessary, desirable or convenient for the purposes of the company or any of them, and to enter into, take over, negotiate, or otherwise acquire any such contract or contracts at such prices and for such considerations, and upon such terms and conditions, and subject to such stipulations and agreements as the company may determine, and at any time, and from time to time to vary, modify, alter or cancel any such contract.
- (D) To deal in (either as manufacturers, agents, factors or merchants) by sale, purchase, or by letting or hiring, or otherwise, and to repair and alter any apparatus, machinery, material and articles which shall be capable of being used in the course of any such business as aforesaid, or which are

likely to be required by customers of any such business.

- (E) To carry on any other business (whether manufacturing or otherwise) 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 more profitable any of the Company's property.
- (F) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges or easements over or in respect of any property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (G) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (H) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or

company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (I) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (J) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (K) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (L) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge,

or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (M) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (N) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (O) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (P) To remunerate any person, firm or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (Q) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares

or securities of any such company as aforesaid.

- (R) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (S) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.
- (T) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or place.
- (U) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is limited.

5. The Share Capital of the Company is £1,000 divided into 1,000 Shares of £1 each.

WE the several persons whose Names, Addresses and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Sub- scriber.
<i>Gordon Victor Young.</i> <i>Cliff House</i> <i>Cliff Parade</i> <i>Leigh-on-Sea</i> <i>Essex.</i> <i>Fish Merchant</i>	<i>Two</i> <i>hundred</i>
<i>Stanley Cecil Young</i> <i>Cliff House</i> <i>Cliff Parade</i> <i>Leigh-on-Sea</i> <i>Essex.</i> <i>Fish Merchant.</i>	<i>Two</i> <i>Hundred.</i>

DATED the *Twelfth* day of *February* 1938.

WITNESS to the above Signatures :-

James R. Train
Chartered Accountant
86, Strand - W.C.2

COMPANY LIMITED BY SHARES.

REGISTERED
19 FEB 1938

Articles of Association

-of-

W. YOUNG & SON (WHOLESALE FISHMERCHANTS), LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the First Schedule to The Companies Act, 1929 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses of Table A numbered 64, 65, 66, 69, 72, 78, 79, 104, and 107 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

2. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscription, whether absolute or conditional, for any Shares in the Company at any rate not exceeding 10 per cent. of the price at which the said Shares are issued.

3. The Company shall be a Private Company, and accordingly the following provisions shall have effect :-

- (A) The Company shall not offer any of its Shares or Debentures to the public for subscription.
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be Members of the Company) shall not at any time exceed fifty.
- (C) The right to transfer Shares in the Company shall be restricted in the manner hereinafter provided.

4. The Company shall be entitled to treat the person whose name appears upon the Register of Members in respect of any Share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such Share, whether or not it shall have express or other notice thereof.

SHARE CAPITAL AND SHARES

5. The original Share Capital of the Company is £1,000, divided into 1,000 Shares of £1 each.

6. Subject to the provisions of Clause 35 of Table A, the Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

7. A Call shall be deemed to have been made at the time when the resolution of the Directors authorising such Call was passed.

8. If by the terms of the issue of any Shares or otherwise any amount is payable in respect of any Share by instalments at fixed times, every such instalment shall be payable

as if it were a Call duly made by the Directors of which due notice had been given.

9. The lien conferred by Clause 7 of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole Registered Holder thereof or shall be one of two or more joint Holders.

10. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of Shares; and Clause 19 of Table A shall be modified accordingly.

BORROWING POWERS

11. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit, but so that the whole amount so raised or borrowed and outstanding at any one time shall not, without the consent of the Company in General Meeting, exceed the amount of the Share Capital of the Company for the time being issued or agreed to be issued. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled Capital, or by the issue, at such price as they may think fit, of Bonds, Debentures, or Debenture Stock, either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

12. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

GENERAL MEETINGS

13. The quorum for the transaction of business at any General Meeting shall be two Members personally present and holding or representing by proxy not less than one tenth of the Share Capital of the Company for the time being issued; and Clause 45 of Table A shall be modified accordingly.

DIRECTORS

14. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than three nor more than five.

15. The following persons shall be the first Directors of the Company GORDON VICTOR YOUNG, STANLEY CECIL YOUNG and DOUGLAS CLIFFORD YOUNG. They shall be Permanent Directors of the Company, and each of them shall be entitled to hold such office so long as he shall live unless he shall become disqualified from any of the causes specified in Article 20 hereof; and accordingly Clauses 73 to 77 and Clause 80 of Table A shall not apply to any Permanent Director.

16. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following Ordinary General Meeting, when he shall retire, but shall be eligible for re-election.

17. The qualification of a Director shall be the holding of at least 100 shares in the Company.

18. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting.

19. A memorandum in writing signed by all the Directors for the time being and annexed or attached to the Directors' Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a Meeting duly convened, held, and constituted.

DISQUALIFICATION OF DIRECTORS

20. The office of a Director shall be vacated :-

- (A) If he become bankrupt or insolvent or compound with his creditors;
- (B) If he become of unsound mind;
- (C) If he be convicted of an indictable offence, not being an offence under The Road Traffic Act, 1930, or any statutory provision in lieu or modification thereof;
- (D) If he cease to hold the necessary Share qualification or do not obtain the same within one calendar month from the date of his appointment;
- (E) If he absent himself from the Meetings of Directors for a period of six calendar months without special leave of absence from the other Directors;
- (F) If he become prohibited from being a Director by reason of any order made under Sections 217 or 275 of The Companies Act, 1929;
- (G) If he give the Company one calendar month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

21. A Director may hold any office or place of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into or be interested in contracts or arrangements with the Company and may have or be interested in dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Meeting of the Directors at which such contract, arrangement, or dealing is first taken into consideration the nature of his interest therein, or, if such interest is subsequently acquired, provided that he discloses the fact that he has acquired such interest at the next Meeting of the Directors held after such interest was acquired. But, except in respect of any agreement or arrangement to give any indemnity or security to any Director who has undertaken or is about to undertake any liability on behalf of the Company, or to any other person or company for any liability or obligation of the Company for which any Director shall be personally responsible whether by way of guarantee or otherwise, or in respect of a resolution to allot any Shares or Debentures to a Director, no Director shall vote as a Director in regard to any contract, arrangement, or dealing in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall not be counted, nor shall he be reckoned in estimating a quorum when any such contract, arrangement, or dealing is under consideration. A general notice given to the Directors by a Director to the effect that he is a member of a specified company or firm, and is to be regarded as interested in any contract, arrangement, or dealing which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement, or dealing so entered into or made.

MANAGING DIRECTOR

22. Clause 68 of Table A shall be read and construed as if the words "rotation of retirement" were substituted for the words "rotation or retirement".

NOTICES

23. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

TRADING ADVERTISEMENTS AND DESCRIPTIONS OF SUBSCRIBERS

Yorston View Young
 Cliff House
 Cliff Parade
 High on Sea
 Fish Merchant. Essex.

Stanley View Young
 Cliff House
 Cliff Parade
 High on Sea
 Fish Merchant. Essex.

DATED the 14th day of February 1938.

WITNESSES to the above Signatures :-

James R. Davis
 Chartered Accountant
 86, Strand W.C.2



Certificate of Incorporation

I Hereby Certify,

That

M. MONTA & CO. (WHOLESALE FISHMERCHANTS), LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this nineteenth day of February One Thousand Nine Hundred and thirty-eight.

Registrar of Companies.

Certificate
received by

D. Baker

for Davies & Graham

222 Strand, W.C.2

Date

21st February 1938



RESOLUTIONS

- of -

W. YOUNG & SON (WHOLESALE FISHMERCHANTS), LIMITED

AT an EXTRAORDINARY GENERAL MEETING of W. YOUNG & SON (WHOLESALE FISHMERCHANTS), LIMITED duly convened and held at 11, Ironmonger Lane, London, E.C.2. on Wednesday the 13th day of May, 1959 the following RESOLUTIONS were duly passed as a SPECIAL RESOLUTION and an ORDINARY RESOLUTION respectively:-

SPECIAL RESOLUTION

1. THAT the Articles of Association of the Company be and they hereby are amended in manner following:-

(a) by the deletion of Article 17 thereof and the substitution therefor of the following new Article:-

"17. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive Notices of and attend at all General Meetings of the Company and at all Separate General Meetings of the holders of any class of shares of the capital of the Company".

(b) by the insertion of the following new Articles immediately after Article 22 thereof:-

"CAPITALISATION OF PROFITS

"22A. The Company in General Meeting may upon the recommendation of the Directors at any time and from time to time pass a resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund which is available for distribution or to the credit of any share premium account, or any capital redemption reserve fund and accordingly that such amount be set free for distribution among the Members or any class of Members who would be entitled thereto if distributed by way of dividend and in the same proportions, on the footing that the same be not paid in cash but be applied either in or towards paying up the amounts for the time being unpaid

SLAUGHTER & MAY,
18, AUSTIN FRIARS,
LONDON, E.C.2.

(3279)

C. 10/2

on any shares in the Company held by such Members respectively or in payment up in full of unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such Members or partly in one way and partly in the other, and the Directors shall give effect to such resolution. Provided that, for the purposes of this Article, a share premium account and a capital redemption reserve fund may only be applied in the paying up of unissued shares to be issued to such Members credited as fully paid.

22B. Where any difficulty arises in regard to any distribution under the last preceding Article the Directors may settle the same as they think expedient and in particular may issue fractional certificates or may ignore fractions altogether, and may determine that cash payments shall be made to any Members in order to adjust the rights of all parties, as may seem expedient to the Directors. The Directors may appoint any person to sign on behalf of the persons entitled to participate in the distribution any contract requisite or convenient for giving effect thereto and such appointment shall be effective and binding upon the Members."

ORDINARY RESOLUTION

2. THAT the capital of the Company be and it is hereby increased to £130,000 by the creation of 129,000 shares of £1 each which shall be under the control of the Directors who may allot and dispose of or grant options over the same to such persons on such terms and in such manner as they think fit.


Chairman.

FILED with the Registrar of Companies
on May, 1959.

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

J. YOUNG & SON (WHOLESALE FISHMERCHANTS)

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Attested by

Slaughter and May (LTD/0118)

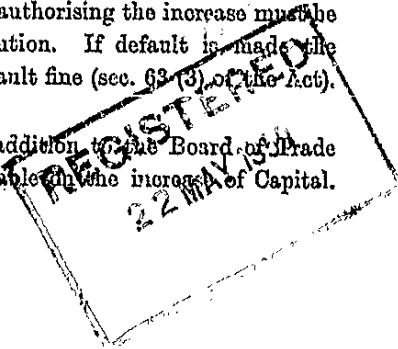
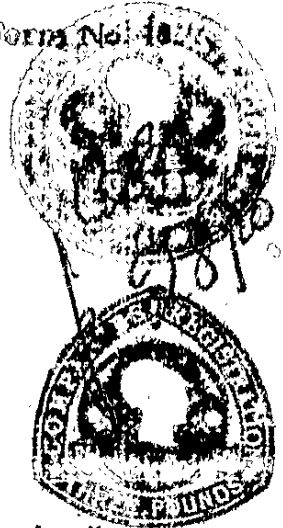
18 Abchurch Lane,

London, E.C.4.

The Solicitors' Law Stationery Society, Limited
Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
Harrover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Form No. 10



11673

TO THE REGISTRAR OF COMPANIES.

A. YOUNG & SON (LIMITED) (INCREASED CAPITAL RESERVE)

Limited, hereby gives you notice, pursuant to

*"Ordinary",
"Extra-
ordinary", or
"Special".

Section 63 of the Companies Act, 1948, that by an Ordinary

Resolution of the Company dated the 13th day of May 1959

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 129,000 beyond the Registered Capital of £ 1,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
129,000	—	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)

subject to which the new shares have been, or are to be, issued are as follows:—

The new shares will upon issue rank in all respects *pari passu* with the existing issued shares in the capital of the Company.

* * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature _____

State whether Director
or Secretary

Secretary

Dated the 13th day of May 1959

Note.—This margin is reserved for binding and must not be written across

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

M. YOUNG & SON (INCORPORATED IN THE NETHERLANDS).

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Signed by

Slaughter and May (A.B./J.B.)

13 Abchurch Lane,

London, E.C.4.

The Solicitors' Law Stationery Society, Limited.

2 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 5 Harrower Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

THE NOMINAL CAPITAL

OF

JOHN A. SON (WHOLESALE STEEL MERCHANTS), Limited

has by a Resolution of the Company dated

15th May 1959 been increased by

the addition thereto of the sum of £ 129,000,

divided into:—

129,000 Shares of £1 each

- Shares of - each

beyond the registered Capital of £1000

Signature [Signature]

(State whether Director or Secretary) Secretary

Dated the 13th day of May 1959

Note—This margin is reserved for binding and must not be written across



"THE COMPANIES ACT, 1948."

COMPANY LIMITED BY SHARES

(COPY)

SPECIAL RESOLUTION

of

W. YOUNG & SON (WHOLESALE FISHMERCHANTS) LIMITED

(Passed the 12th day of April, 1960)

AT AN EXTRAORDINARY GENERAL MEETING of the above name Company convened and held at 1, Hutton Road, Grimsby, on the 12th day of April, 1960, the following special resolution was duly passed:-

the regulations contained in the printed document submitted to this meeting and for the purpose of identification subscribed by the Secretary, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing articles thereof."

REGISTERED
13 APR 1960

J. CARL ROSS.

Chairman

is a true copy of the Original

13 APR 1960

[Handwritten signature]
425

INDISTINCT ORIGINAL

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

W. YOUNG & SON (WHOLESALE FISH MERCHANTS) LIMITED.

PRELIMINARY.

1. Subject as hereinafter provided the Regulations contained in Part I of Table "A" in the First Schedule to the Companies Act 1948 (such Table being hereinafter called "Table 'A'") shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles of Association.

2. The Company shall be a Private Company, and accordingly the following provisions shall have effect :—

- (A) The Company shall not offer any of its shares or debentures to the public for subscription.
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company were while in that employment and have continued after the determination of that employment to be Members of the Company) shall not at any time exceed fifty.
- (C) The right to transfer shares in the Company shall be restricted in the manner hereinafter provided.

3. The Company shall be entitled to treat the person whose name appears upon the Register of Members in respect of any share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such share, whether or not it shall have express or other notice thereof.

SHARE CAPITAL AND SHARES.

4. The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

5. A call shall be deemed to have been made at the time when the Resolution of the Directors authorising such call was passed.

6. The Directors may refuse to register a transfer of shares (whether fully paid or not) to any person of whom they do not approve as a transferee and shall not be bound to assign any reason or ground for so withholding their approval, and may also decline to register any transfer of shares on which the Company has a lien. Clause 24 of Table "A" shall be modified accordingly.

7. If by the terms of the issue of any shares or otherwise any amount is payable in respect of any share by instalments at fixed times every such instalment shall be payable as if it were a call duly made by the Directors of which due notice had been given.

8. The lien conferred by Clause 11 of Table "A" shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS.

9. A resolution in writing signed by all the Members of the Company, or their duly authorised attorneys, shall (except where a meeting is required by statute) be as valid and effectual as if it had been passed at a meeting of the Members duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members (signature in the case of a body corporate which is a Member being sufficient if made by two of its Directors or other governing body) or by their duly authorised attorneys.

10. The quorum at a General Meeting shall be two.

DIRECTORS.

11. The number of Directors shall be not less than two.

12. A Director shall not be required to hold any shares to qualify him for office, but may nevertheless attend and take part in meetings of shareholders and act as proxy for any member thereof.

13. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. The Company in General Meeting may also vote extra remuneration to the Board or any Member of the Board and either for one year or any longer or shorter period. The Directors may repay to any Director all such reasonable expenses as he may incur in attending meetings of the Board, or of Committees of the Board, or General Meetings, or which he may otherwise incur in or about the business of the Company.

POWERS AND DUTIES OF DIRECTORS.

14. Clause 79 of Table "A" shall not apply. The Directors may from time to time at their discretion raise or borrow any sum or sums of money for the purposes of the Company and may secure the same in any manner authorised by the Memorandum of Association.

THE SEAL.

15. (A) The Seal of the Company shall not be affixed to any instrument except by authority of a resolution of the Board and shall be so affixed in the presence of two Directors or of one Director and the Secretary or some other person approved by the Board, and such witnessing Director, Secretary, or other person shall sign the instrument to which the seal is so affixed.

(B) The Company may exercise the powers conferred by statute in regard to having an official seal for use abroad, and such power shall be vested in the Directors.

DISQUALIFICATION OF DIRECTORS.

16. Clause 88 of Table "A" shall not apply. The office of a Director shall be vacated :—

- (A) If (not being a Managing Director holding office as such for a fixed term) he resign his office by writing under his hand lent at the Office.
- (B) If he becomes bankrupt or compounds with his creditors.
- (C) If he is found lunatic or becomes of unsound mind.

17. (A) Any Director may occupy any place of profit under the Company or be retained in any professional capacity for the Company otherwise than as Auditor, and may enter into or be interested in any contract or arrangement with the Company as effectively as if he were not a Director, and (if he has declared the nature of his interest in manner prescribed by law) may vote in respect thereof and retain for his own absolute benefit all profits and advantages accruing to him therefrom : and it shall be no objection to any contracts or arrangements entered into by the Company whether at or after its incorporation that the Directors, or some of them, were interested as vendors, promoters, or otherwise or do not constitute an independent Board, or have any conflicting interests, including any contracts or arrangements the effect of which is to give to any Director or other person a security or indemnity in respect of money lent to or obligations undertaken for the benefit of the Company by such Director or other person under guarantee or security given by such Director or other person.

(B) Without prejudice to the generality of the foregoing provision, any Director may be or become a director or officer of any company promoted by the Company or in which it may be interested as shareholder or otherwise, and shall not be accountable for any remuneration or benefits received by him in that capacity. The Directors may cause to be exercised as they think fit the voting power conferred by such shareholding (including the exercise thereof in favour of any resolution for the appointment of themselves or any of them as, and for the remuneration of, directors or officers of such other company), and any Director may vote in favour of the exercise of such voting power notwithstanding that he is or may become personally interested in the result thereof.

ROTATION OF DIRECTORS.

18. Clause 89 of Table "A" shall not apply. At the Annual General Meeting in the year 1960 and at the Annual General Meeting in every subsequent year one-third of the Directors for the time being, or, if their number is not a multiple

of three, the number nearest to but not greater than one-third, shall retire from office. A Director retiring at a meeting shall retain office until the close or adjournment of the Meeting.

PROCEEDINGS OF DIRECTORS.

19. At Meetings of Directors, unless otherwise determined by the Board, two Directors shall form a quorum. Provided that a resolution in writing, signed by all the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of such Directors. Meetings of Directors may be held at such places, whether within or outside the United Kingdom, as the Directors may from time to time determine.

ALTERNATE DIRECTORS.

20. A Director may at any time appoint (a) another Director or (b) any person approved by the Board to be an alternate Director of the Company, and may at any time revoke such appointment. An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company, nor be required to hold any qualification, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if a Director retires by rotation, but is re-elected by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. All appointments and removals of alternate Directors shall be effected in writing under the hand of the Director making or revoking such appointment and shall be deposited at the Registered Office of the Company. Where a Director is appointed alternate Director his powers and duties as a Director in his own right shall not be in any way affected by such appointment or by the termination thereof.

NOTICES.

21. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

WINDING-UP.

22. In a winding up any part of the assets of the Company including any shares in or securities of other companies, may, with the sanction of an Extraordinary Resolution of the Company, be divided among the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any shares whereon there is any liability.

No. of Certificates Issued: 139.

ROSE GROUP LIMITED.

"The Companies Act, 1948"

COMPANY LIMITED BY SHARES



(Copy)

SPECIAL RESOLUTION

(Pursuant to the Companies Act, 1948, Section 18)

OF

W. YOUNG & SON (WHOLESALE FISH MERCHANTS), LIMITED

Passed 1st June, 1960

REGISTERED
1 JUL 1960

At an EXTRAORDINARY GENERAL MEETING of the members of the
duly convened and held on the 1st June, 1960 at 1, Natten Road,
the following SPECIAL RESOLUTION was duly passed:

"That the name of the Company be changed to
Young's (Seafoods, Limited)."

A True Copy Of The Original.

J. CARL ROSS

SECRETARY.

1793

CHAIRMAN.

DUPLICATE FOR THE FILE.

337044



Certificate of Incorporation on Change of Name

Whereas

W. YOUNG & SON (WHOLESALE FISHMERCHANTS), LIMITED

was incorporated as a limited company under the Companies Act, 1929,

on the nineteenth day of February, 1938

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of.

YOUNG'S (SEAFOODS) LIMITED

Given under my hand at London, this twenty-second day of July One thousand nine hundred and sixty.

L. R. Lane
Registrar of Companies.

Certificate received by *Post*

Date 22/7/60

2855

Company Number 337044

B



Reference: C.R. 98/932/60

BOARD OF TRADE,

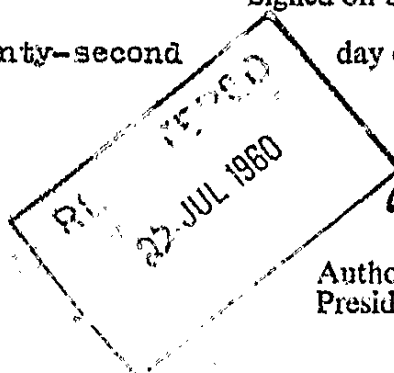
COMPANIES ACT, 1948

W. YOUNG & SON (WHOLESALE FISHMERCHANTS), Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to YOUNG'S (SEAFOODS) LIMITED

Signed on behalf of the Board of Trade

this twenty-second day of July 19 60



Authorised in that behalf by the
President of the Board of Trade

No. C. 60.

THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

Resolutions

OF

YOUNGS (SEAFOODS) LIMITED REGISTERED

20 APR 1965

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 8th day of March, 1965, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:—

RESOLUTIONS

1. THAT the Memorandum of Association with respect to the objects of the Company be amended by deleting the existing Clause 3 and substituting therefor the Clause 3 contained in the printed document submitted to this Meeting and for the purpose of identification signed by the Chairman thereof.

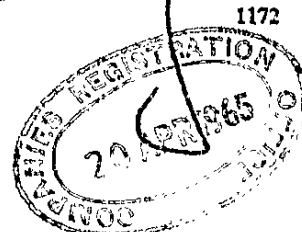
2. THAT the regulations contained in the printed document submitted to this Meeting and for the purpose of identification signed by the Chairman thereof be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association thereof.

R. P. CLARKE,

Secretary.

144

LINKLATER & BARNES
65-67, GRESHAM STREET, LONDON



COMPANY LIMITED BY SHARES

Resolutions

OF

YOUNGS (SEAFOODS) LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 8th day of March, 1965, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:—

RESOLUTIONS

1. THAT the Memorandum of Association with respect to the objects of the Company be amended by deleting the existing Clause 3 and substituting therefor the Clause 3 contained in the printed document submitted to this Meeting and for the purpose of identification signed by the Chairman thereof.

2. THAT the regulations contained in the printed document submitted to this Meeting and for the purpose of identification signed by the Chairman thereof be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association thereof.

R. P. CLARKE,
Secretary.

THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

Memorandum
AND
NEW
Articles of Association
OF
YOUNGS (SEAFOODS) LIMITED

*(New Clause 3 of Memorandum and New Articles of Association
adopted by Special Resolution passed on the 8th day of March, 1965.)*

Incorporated the 19th day of February, 1938.

LINKLATERS & PAINES,
BARRINGTON HOUSE,
59-67 GRESHAM STREET,
LONDON, E.C.2.

THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

YOUNGS (SEAFOODS) LIMITED

(As altered by Special Resolution passed on 8th March, 1965.)

1. The name of the Company is "W. YOUNG & SON (WHOLESALE FISH MERCHANTS) LIMITED".

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:—

- (1) To carry on business as steam trawler and general fishing vessel owners and managers, and to undertake, perform carry on any work, alterations, transactions, or dealings whatsoever in connection with the fishing industry, deep sea or otherwise, and accordingly to purchase, charter, hire or otherwise acquire, let-out-on-hire, sell, exchange or otherwise deal in trawlers, drifters, smacks, and other fishing vessels and craft of any description by whatever power propelled, to manufacture and deal in any of the customary gear or other gear, stores, equipment, accessories and furniture of any such ships or craft and to manage, maintain and employ the same in connection with the Company's businesses or for the conveyance of fish, ice, salt, stores, oil, coal and other fuel, live and dead stock, meat, fruit, and vegetables and other produce, passengers, minerals and merchandise of all kinds between such ports and places as may be necessary or seem expedient in the conduct of the Company's business and in rendering diving, salvage, towing and other like services

Note: By Special Resolution the name of the Company was changed to YOUNGS (SEAFOODS) LIMITED on 22.7.1960.

or otherwise; also to sell, purchase and deal in and export or import cattle and live or dead stock, oil, coal, grain, timber and other goods.

- (2) To carry on business as wholesale and retail fish, ice and shell-fish merchants, fish exporters and importers, fish salesmen, manufacturers and purveyors of fish products of every description and to store, freeze, cure, salt, dry and otherwise prepare for market and consumption all or any description of fish, shell-fish, fish or shell-fish pastes, and other products and foods in which fish can be utilised whether tinned, potted, bottled, canned or otherwise and to sell, export, import and otherwise deal in the same by wholesale and retail.
- (3) To carry on the business of shipbuilders, ship repairers, ship owners, proprietors of shipyards, dry docks, wharves, warehouses and stores, shipwrights, wharfingers, warehousemen and commission agents, and the business of engineering in all its branches including manufacturing, erecting and constructing plant, machinery and equipment, smelting, refining, forging, casting, pressing or otherwise treating or fabricating metals, ores, or plastic or other substances and to buy, sell, import, export or otherwise deal in any products or substances capable of being used in connection with any of the businesses aforesaid.
- (4) To carry on business as fruit, vegetable and crop growers, wholesale and retail merchants and salesmen, fruit and vegetable exporters and importers, and to store, freeze, dry and otherwise prepare for market and consumption all or any description of fruit and vegetables whether fresh, preserved, dried, tinned or otherwise and products and foods in which fruit and vegetables can be utilised and to carry on business as farmers, market gardeners and green-grocers.
- (5) To carry on business as manufacturers and distributors of and dealers in frozen foods and preserved foodstuffs of every description, refrigerators, temperature and/or pressure control and cold storage machinery, appliances and equipment of every description and packages, cans, tins, bottles, receptacles and all or any of the above business whether on ships or not, of every kind required for or applicable to the manufacturing, treating and preserving of foodstuffs or liquids.

- (6) To carry on the business of hatchers, rearers, breeders, sexers, exhibitors, merchants, exporters and importers of and dealers in all kinds of poultry, game or other birds and in the chickens and eggs of any poultry, game or other birds and suppliers to poultry houses, incubators, laying sheds, brooder houses, rearing houses, shelters, huts and other buildings for breeding and rearing purposes and to provide veterinary surgery services and facilities both for the purposes of the business of the Company and for the purposes of any customers of or persons dealing with the Company.
- (7) To undertake and provide all facilities for the storing, drying, lifting, transporting and grinding of grain, hay, grass and other crops, foodstuffs, fertilisers, manure, foods and agricultural produce of all descriptions and to manufacture, prepare, deal in and manipulate crop drying spraying and other machinery of all kinds.
- (8) To carry on the business of self service store keepers, and as retail grocers, druggists, and general store keepers and as provision merchants and producers, manufacturers and importers of and dealers in flour, fruit, vegetables, corn, sauces, spices, pickles, jams, bacon, butter, margarine, jam, preserves, cheese, sugar, eggs and as purchasers and dealers in fresh meat and processed meat, poultry, fish, oils, starches, gelatines, glucoses, sterilisers, and provisions generally and dealers in furniture, glass, china, bedding and household and fancy goods of all descriptions and to manufacture, refine, pack, grow, import, buy, sell or otherwise manipulate or deal in groceries, confectioneries and foods and provisions of all kinds for human or animal consumption.
- (9) To carry on all or any of the business of haulage, cartage and transport contractors, general carriers and transporters, by land and water of passengers, goods, wares and merchandise of and dealers in all plant, machinery, engines, tyres, apparatus, implements, tools, components, and accessories, providers to repairing and other depots, manufacturers of and dealers in motor and other vehicles, petrol, motor spirits, oils, greases and other lubricants, substances for protection against frost, and illuminants and proprietors of stores and depots for the supply thereof; shipping and general forwarding agents, plumbers and dealers in and manufacturers of any equipment usable in connection with plumbing, packing and removal con-

tractors, garage and depository proprietors, motor engineers, motor salesmen suppliers and hirers and agents for the sale supply or hire of any motor or other vehicles.

- (10) To carry on business as printers, lithographers, type foundry, type setters, stereo-typers, electro-typers, photo-lithographers, chrome-lithographers, engravers, dye sinkers, manufacturers of drawing and scientific instruments, paper makers, paper merchants, book sellers, stationers and dealers in and manufacturers of equipment suitable for use in offices.
- (11) To act as distributors and factors for any person, firm or company of any agricultural, horticultural, chemical and other products and to act as managers for or advisers to any person, firm or company engaged in agricultural, horticultural or similar businesses, to undertake the carrying out of any agricultural, horticultural or other processes or tasks for any person, firm or company and to deal in, own, hire, lease or otherwise use any aircraft, helicopter, machine or appliance for agricultural, horticultural or other purposes whether for the Company or for any other person.
- (12) To carry on all or any of the businesses of hirers, renters, repairers, distributors, agents and dealers and financiers for the preparation for the sale for cash or on credit or on the instalment system or by hire purchase, hire agreement, easy payment or otherwise of any of the products, machines, motor or other vehicles and all appliances, in which the company is authorised to own or deal.
- (13) To carry on all or any of the businesses of restaurateurs, hotel and motel proprietors, innkeepers, licensed victuallers, proprietors of clubs, vendors of alcoholic and non-alcoholic beverages and liquors, cigars, cigarettes and tobacco and provisions and refreshment contractors generally and to manufacture, buy, sell and deal in brewers', licensed victuallers, restaurateurs' and hotel and motel proprietors' requirements of every description.
- (14) To carry on all or any of the businesses of inventors, designers, manufacturers, installers, cleaners and disinfectors, merchants, exporters and importers of and dealers in irrigation and pumping plant and equipment and all machinery and appliances required in connection with the boring and sinking of wells and other operations relating to the supply of water for any purpose and to drainage.

artesian and sewage appliances, and borers or sinkers of artesian and other wells.

- (15) To carry on all or any of the businesses of dealers in and manufacturers of hemp, fibre, cork, wire and ropes and all or any material or thing used for or in connection with the manufacture of rope by any process and any articles that may conveniently be made, associated or sold auxiliary to any of such businesses as aforesaid.
- (16) To carry on any other business whatsoever which may seem to be advantageous to the company whether or not such business may be connected with or ancillary to any of the businesses referred to in the preceding provisions of this clause.
- (17) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- (18) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (19) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (20) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the

uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

- (21) To guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets, present and future, and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of, and dividends or interest on, any stocks, shares, debentures or securities of any corporation, firm or person, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company, as defined by Section 154 of the Companies Act, 1948, or another subsidiary, as defined by the said Section, of the Company's holding company, or otherwise associated with the Company in business.
- (22) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (23) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm, or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (24) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (25) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (26) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as

may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.

- (27) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (28) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (29) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (30) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (31) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The Liability of the Members is limited.

*5. The Share Capital of the Company is £1,000 divided into 1,000 Shares of £1 each.

*NOTE: By Ordinary Resolution of 13th May 1959 the capital was increased to £130,000 divided into 130,000 shares of £1 each.

WE the several persons whose Names, Addresses and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
GORDON VICTOR YOUNG, Cliff House, Cliff Parade, Leigh-on-Sea, Essex. <i>Fish Merchant.</i>	Two Hundred
STANLEY CECIL YOUNG, Cliff House, Cliff Parade, Leigh-on-Sea, Essex. <i>Fish Merchant.</i>	Two Hundred

DATED the twelfth day of February, 1938.

WITNESS to the above Signatures:—

JAMES R. TRAIN,

86, Strand, W.C.2.

Chartered Accountant

THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

NEW

Articles of Association

OF

YOUNGS (SEAFOODS) LIMITED

(Adopted by Special Resolution passed 9th March, 1965.)

PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A"), shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company. References herein to regulations of Table A are to regulations in Part I of Table A unless otherwise stated. The regulations in any Table A applicable to the Company under any former enactment relating to companies shall not apply.

PRIVATE COMPANY.

2. The Company is a Private Company, and accordingly the restrictions contained in regulation 2 of Part II of Table A shall apply.

SHARES.

3. All unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

TRANSFER OF SHARES.

4. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.

5. Subject to the provisions of regulation 24 of Table A any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

PROCEEDINGS AT GENERAL MEETINGS.

6. Two members present in person or by proxy shall be a quorum at any General Meeting. Regulation 53 of Table A shall be modified accordingly.

7. A poll may be demanded at any General Meeting by the Chairman, or by any member present in person or by proxy and entitled to vote. Regulation 58 of Table A shall be modified accordingly.

8. A resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representative.

DIRECTORS.

9. Unless and until otherwise resolved in accordance with regulation 94 of Table A the Directors shall not be less than two in number. Regulation 75 of Table A shall not apply.

10. A Director shall not be required to hold any shares of the Company by way of qualification. Regulation 77 of Table A shall not apply. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at any General Meeting.

11. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meetings, or otherwise in or about the business of the Company. Regulation 76 of Table A shall not apply to the Company.

12. The proviso to regulation 79 of Table A, which proviso restricts the borrowing and charging powers exercisable by the Directors, shall not apply to the Company.

13. A Director may be interested, directly or indirectly, in any contract or arrangement with the Company and (except as regards the office of Auditor) he may hold any office or place of profit under the Company, and he or any firm of which he is a partner may act in a professional capacity for the Company, on such terms as to remuneration and otherwise as the Directors may determine. In relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him. Regulation 84 of Table A shall be extended accordingly.

14. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 of Table A shall be modified accordingly.

15. The office of a Director shall be vacated in any of the following events, namely:—

- (A) If he shall become prohibited by law from acting as a Director.
- (B) If (not being a Managing Director holding office as such for a fixed term) he shall resign by writing under his hand left at the Registered Office or if (being such a Director) he shall tender his resignation and the Directors shall resolve to accept the same.
- (C) If he shall have a receiving order made against him or shall compound with his creditors generally.
- (D) If he shall become of unsound mind.
- (E) If he shall be absent from meetings of the Directors for six months without leave and the Directors shall resolve that his office be vacated.

Regulation 88 of Table A shall not apply to the Company.

16. The Directors shall not be subject to retirement by rotation and accordingly regulations 89 to 92 of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.

17. A resolution in writing signed by all the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors. Regulation 106 of Table A shall not apply.

18. Regulations 107 to 109 inclusive of Table A shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

ALTERNATE DIRECTORS.

19. (A) Any Director may at any time by writing under his hand and deposited at the Registered Office appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by resolution of the Directors, shall have effect only upon and subject to the same being approved by resolution of the Directors.

(B) The appointment of an alternate Director shall *ipso facto* determine (i) on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director, or (ii) if he has a receiving order made against him or compounds with his creditors generally, or (iii) if he becomes of unsound mind. His appointment shall also determine *ipso facto* if his appointor ceases for any reason to be a Director.

(C) An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a Director and if his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(b) An alternate Director may be repaid by the Company such expenses as might properly be repaid to him if he were a Director and he shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company. An alternate Director shall be entitled to be indemnified by the Company to the same extent as if he were a Director.

INDEMNITY.

20. Subject to the provisions of and so far as may be permitted by the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 136 of Table A shall be extended accordingly.

OVER-RIDING PROVISIONS.

21. Whenever Ross Group Limited (hereinafter called "the Parent Company"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent. of the Ordinary Shares of the Company for the time being issued the following provisions shall apply and in the event of any inconsistency shall have over-riding effect as against all other provisions of these Articles:—

- (A) The Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director holding office as such for a fixed term his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his office.
- (B) No unissued shares shall be issued without the consent of the Parent Company.
- (C) Any or all powers of the Directors (other than their powers to refuse to register transfers of shares to persons other than existing members) shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

- (d) The Directors shall exercise all voting and other rights and powers of control exercisable by the Company in relation to each of its subsidiary companies for the time being so as to secure (so far as by such exercise they can secure) that the provisions of this Article shall *mutatis mutandis* have effect in relation to each such subsidiary and the Directors thereof as in relation to the Company and its Directors.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

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THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

REGISTERED

3 MAY 1965

Memorandum of Association

OF

YOUNGS (SEAFOODS) LIMITED

(As altered by Special Resolution passed on 8th March, 1965.)

1. The name of the Company is "W. YOUNG & SON (WHOLESALE FISH MERCHANTS) LIMITED".

Note: By Special Resolution the name of the Company was changed to YOUNGS (SEAFOODS) LIMITED on 22.7.1960.

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:—

- (1) To carry on business as steam trawler and general fishing vessel owners and managers, and to undertake, perform carry on any work, alterations, transactions, or dealings whatsoever in connection with the fishing industry, deep sea or otherwise, and accordingly to purchase, charter, hire or otherwise acquire, let-out-on-hire, sell, exchange or otherwise deal in trawlers, drifters, smacks, and other fishing vessels and craft of any description by whatever power propelled, to manufacture and deal in any of the customary gear or other gear, stores, equipment, accessories and furniture of any such ships or craft and to manage, maintain and employ the same in connection with the Company's business, or for the conveyance of fish, ice, salt, stores, oil, coal and other fuel, live and dead stock, meat, fruit, and vegetables and other produce, passengers, minerals and merchandise of all kinds between such ports and places as may be necessary or seem expedient in the conduct of the Company's business and in rendering diving, salvage, towing and other like services

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LINKED COMPANY FILES
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or otherwise; also to sell, purchase and deal in and export or import cattle and live or dead stock, oil, coal, grain, timber and other goods.

- (2) To carry on business as wholesale and retail fish, ice and shell-fish merchants, fish exporters and importers, fish salesmen, manufacturers and purveyors of fish products of every description and to store, freeze, cure, salt, dry and otherwise prepare for market and consumption all or any description of fish, shell-fish, fish or shell-fish pastes, and other products and foods in which fish can be utilised whether tinned, pickled, bottled, canned or otherwise and to sell, export, import and otherwise deal in the same by wholesale and retail.
- (3) To carry on the business of shipbuilders, ship repairers, ship-owners, proprietors of shipyards, dry docks, wharves, warehouses and stores, shipwrights, wharfingers, warehousemen and commission agents, and the business of engineering in all its branches including manufacturing, erecting and constructing plant, machinery and equipment, smelting, refining, forging, casting, pressing or otherwise treating or fabricating metals, ores, or plastic or other substances and to buy, sell, import, export or otherwise deal in any products or substances capable of being used in connection with any of the businesses aforesaid.
- (4) To carry on business as fruit, vegetable and crop growers, wholesale and retail merchants and salesmen, fruit and vegetable exporters and importers, and to store, freeze, dry and otherwise prepare for market and consumption all or any description of fruit and vegetables whether fresh, preserved, dried, tinned or otherwise and products and foods in which fruit and vegetables can be utilised and to carry on business as farmers, market gardeners and green-grocers.
- (5) To carry on business as manufacturers and distributors of and dealers in frozen foods and preserved foodstuffs of every description, refrigerators, temperature and/or pressure control and cold storage machinery, appliances and equipment of every description and packages, cans, tins, bottles, receptacles and all or any of the above business whether on ships or not, of every kind required for or applicable to the manufacturing, treating and preserving of foodstuffs or liquids.

- (6) To carry on the business of hatchers, rearers, breeders, sexers, exhibitors, merchants, exporters and importers of and dealers in all kinds of poultry, game or other birds and in the chickens and eggs of any poultry, game or other birds and suppliers to poultry houses, incubators, laying sheds, brooder houses, rearing houses, shelters, huts and other buildings for breeding and rearing purposes and to provide veterinary surgery services and facilities both for the purposes of the business of the Company and for the purposes of any customers of or persons dealing with the Company.
- (7) To undertake and provide all facilities for the storing, drying, lifting, transporting and grinding of grain, hay, grass and other crops, foodstuffs, fertilisers, manure, foods and agricultural produce of all descriptions and to manufacture, prepare, deal in and manipulate crop drying spraying and other machinery of all kinds.
- (8) To carry on the business of self service store keepers, and as retail grocers, druggists, and general store keepers and as producers, merchants and producers, manufacturers and importers of and dealers in flour, fruit, vegetables, corn, sauces, spices, pickles, tins, bacon, butter, margarine, jam, preserves, cheese, sugar, eggs and as purchasers and dealers in fresh meat and processed meat, poultry, fish, oils, starches, gelatines, glucoses, sterilisers, and provisions generally and dealers in furniture, glass, china, bedding and household and fancy goods of all descriptions and to manufacture, refine, pack, grow, import, buy, sell or otherwise manipulate or deal in groceries, confectioneries and foods and provisions of all kinds for human or animal consumption.
- (9) To carry on all or any of the business of haulage, cartage and transport contractors, general carriers and transporters, by land and water of passengers, goods, wares and merchandise of and dealers in all plant, machinery, engines, tyres, apparatus, implements, tools, components, and accessories, providers to repairing and other depots, manufacturers of and dealers in motor and other vehicles, petrol, motor spirits, oils, greases and other lubricants, substances for protection against frost, and illuminants and proprietors of stores and depots for the supply thereof; shipping and general forwarding agents, plumbers and dealers in and manufacturers of any equipment usable in connection with plumbing, packing and removal con-

tractors, garage and depository proprietors, motor engineers, motor salesmen suppliers and hirers and agents for the sale supply or hire of any motor or other vehicles.

- (10) To carry on business as printers, lithographers, type foundry, type setters, stereo-typers, electro-typers, photo-lithographers, chrome-lithographers, engravers, dye sinkers, manufacturers of drawing and scientific instruments, paper makers, paper merchants, book sellers, stationers and dealers in and manufacturers of equipment suitable for use in offices.
- (11) To act as distributors and factors for any person, firm or company of any agricultural, horticultural, chemical and other products and to act as managers for or advisers to any person, firm or company engaged in agricultural, horticultural or similar businesses, to undertake the carrying out of any agricultural, horticultural or other processes or tasks for any person, firm or company and to deal in, own, hire, lease or otherwise use any aircraft, helicopter, machine or appliance for agricultural, horticultural or other purposes whether for the Company or for any other person.
- (12) To carry on all or any of the businesses of hirers, renters, repairers, distributors, agents and dealers and financiers for the preparation for the sale for cash or on credit or on the instalment system or by hire purchase, hire agreement, easy payment or otherwise of any of the products, machines, motor or other vehicles and all appliances, in which the company is authorised to own or deal.
- (13) To carry on all or any of the businesses of restaurateurs, hotel and motel proprietors, innkeepers, licensed victuallers, proprietors of clubs, vendors of alcoholic and non-alcoholic beverages and liquors, cigars, cigarettes and tobacco and provisions and refreshment contractors generally and to manufacture, buy, sell and deal in brewers', licensed victuallers, restaurateurs' and hotel and motel proprietors' requirements of every description.
- (14) To carry on all or any of the businesses of inventors, designers, manufacturers, installers, cleaners and disinfectors, merchants, exporters and importers of and dealers in irrigation and pumping plant and equipment and all machinery and appliances required in connection with the boring and sinking of wells and other operations relating to the supply of water for any purpose and to drainage.

sanitary and sewage appliances, and borers or sinkers of artesian and other wells.

- (15) To carry on all or any of the businesses of dealers in and manufacturers of hemp, fibre, cork, wire and ropes and all or any material or thing used for or in connection with the manufacture of rope by any process and any articles that may conveniently be made, associated or sold auxiliary to any of such businesses as aforesaid.
- (16) To carry on any other business whatsoever which may seem to be advantageous to the company whether or not such business may be connected with or ancillary to any of the businesses referred to in the preceding provisions of this clause.
- (17) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- (18) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (19) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (20) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the

uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

- (21) To guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets, present and future, and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of, and dividends or interest on, any stocks, shares, debentures or securities of any corporation, firm or person, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company, as defined by Section 154 of the Companies Act, 1948, or another subsidiary, as defined by the said Section, of the Company's holding company, or otherwise associated with the Company in business.
- (22) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (23) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm, or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (24) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (25) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (26) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as

may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.

- (27) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (28) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (29) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (30) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (31) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The Liability of the Shareholders is limited.

*5. The Share Capital of the Company is £1,000 divided into 1,000 Shares of £1 each.

*Note: By Ordinary Resolution of 13th May 1959 the capital was increased to £130,000 divided into 130,000 Shares of £1 each.

We the several persons whose Names, Addresses and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
GORDON VICTOR YOUNG, Cliff House, Cliff Parade, Leigh-on-Sea, Essex. <i>Fish Merchant.</i>	Two Hundred
STANLEY CECIL YOUNG, Cliff House, Cliff Parade, Leigh-on-Sea, Essex. <i>Fish Merchant.</i>	Two Hundred

DATED the twelfth day of February, 1938.

WITNESS to the above Signatures:—

JAMES R. TRAIN,

86, Strand, W.C.2.

Chartered Accountant.

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THE GOVERNMENT OF THE DISTRICT OF COLUMBIA

COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION

(Pursuant to the Companies Act, 1948 Section 192)

of

YOUNG'S (SEAFOODS) LIMITED

Passed 15th April 1965

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the 15th April 1965, at Ross House, Grimsby the following SPECIAL RESOLUTION was duly passed:

"That the name of the Company be changed to

YOUNG'S SEAFOODS LIMITED

D.C. YOUNG

Chairman.

Certified processed by Offset Lithography

P.P. RICHARDSONS & COLEMAN LIMITED

Secretary

205. 6172

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DUPLICATE FOR THE FIRM



Certificate of Incorporation on Change of Name

Whereas

YOUNG'S (SEAFOODS) LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1929,

on the **NINETEENTH DAY OF FEBRUARY, 1938**

And Whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

YOUNG'S SEAFOODS LIMITED

Given under my hand at London, this **TWENTY-FIRST DAY OF JUNE**

ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

Certificate received by

Boat

L. S. Whitfield.

Assistant Registrar of Companies.

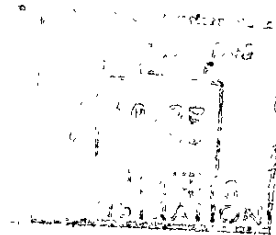
Date

21. 6. 65

No. 337044



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Reference: C.R. 98/2835/65

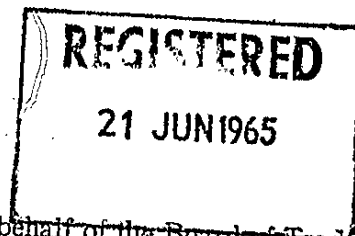
BOARD OF TRADE

COMPANIES ACT, 1948

YOUNG'S (SEAFOODS) LIMITED

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

YOUNG'S SEAFOODS LIMITED



Signed on behalf of the Board of Trade

this TWENTY-FIRST DAY OF JUNE

ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

C.60

K7753 M737848/1621 10,000 4/C4 KP3601

Authorised in that behalf by the
President of the Board of Trade

COPY No. 337041

Certified processed by Offset Lithograph

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D. J. Cuncell
Secretary.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

W. J. Smith

RESOLUTION

OF

YOUNG'S SEAFOODS LIMITED

At THE ANNUAL GENERAL MEETING of the above named Company duly convened and held on the 23rd day of March, 1971, the following Resolution was duly passed as a Special Resolution:-

RESOLUTION

That the Regulations contained in the printed documents submitted to this meeting and, for the purpose of identification, signed by the Chairman thereof, be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association thereof.

D. J. COUNCELL

Secretary.

Certified as a true copy of the original

D. J. Cuncell
Secretary.

COMPANIES ACT, 1948
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

- of -

YOUNG'S SEAFOODS LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Act 1967 (hereinafter called "Table A") shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company. References herein to Regulations of Table A are to regulations in Part I of Table A unless otherwise stated. The regulations in any Table A applicable to the Company under any former enactment relating to companies shall not apply.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly the Regulations in Part II of Table A (except Regulations 1 and 6) shall also apply to the Company.

SHARES

3. All unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons at such times and on such terms as they shall think fit.

TRANSFER OF SHARES

4. No transfer of shares shall be registered unless a proper instrument of transfer has been delivered to the Company. The instrument of transfer shall be signed by or on behalf of the transferor and the transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered in the register relevant thereto. An instrument of transfer need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.
5. Any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether that share be fully paid or not). Regulation 24 of Table A shall be modified accordingly.

PROCEEDINGS AT MEETINGS

6. The members present in person or by proxy shall be a quorum at any General Meeting. Regulations 53 and 56 of Table A shall be amended accordingly.
7. A resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held and may consist of several documents in the like form each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representative.
8. Regulation 74 of Table A shall be modified by the addition of the words: "Any such resolution may be expressed and if so shall be effective to authorise any person named therein to represent the Corporation at all meetings of the Company or of any class of members of the Company without the necessity of a separate resolution in respect of any such meetings. Such authority shall remain in effect until revoked by the corporation giving written notice to that effect to the Company."

DIRECTORS

9. Unless and until otherwise resolved in accordance with regulation 94 of Table A the Directors shall not be less than two in number. Regulation 75 of Table A shall not apply.
10. A Director shall not be required to hold any shares of the Company by way of qualification. Regulation 77 of Table A shall not apply. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at any General Meeting and at any separate meeting of the holders of any class of shares in the Company.
11. The proviso to regulation 79 of Table A, restricting the borrowing and charging powers exercisable by the Directors, shall not apply to the Company.
12. (1) A Director who is in any way interested, either directly or indirectly, in any contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract or arrangement in which he is interested, shall be taken into account in ascertaining whether a quorum is present and may retain for his own absolute use and benefit all profits and advantages accruing to him thereby. Except as regards the office of Auditor a Director may hold any office or place of profit under the Company and he or any firm of which he is a partner may act in a professional capacity for the Company on such terms as to remuneration and otherwise as the Directors may determine.

- (2) The following words shall be added to Regulation 84(2) of Table A: "(e) any question or matter concerning or connected with the Company's or any other Pension Fund or any similar benevolent fund or institution".
13. The Directors need not sign their names in attendance books for meetings of the Directors or committees of the Directors. Regulation 86 of Table A shall be modified accordingly.
14. The Directors shall not be subject to retirement by rotation and accordingly Regulations 89 to 92 of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.
15. A resolution in writing signed by all the Directors shall be effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. Regulation 106 of Table A shall not apply.
16. Regulations 107 to 109 inclusive of Table A shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

ALTERNATE DIRECTORS

17. (1) Any Director may at any time by writing under his hand and deposited at the Registered Office appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by resolution of the Directors, shall have effect only upon and subject to approval by resolution of the Directors.
- (2) The appointment of an alternate Director shall ipso facto determine (i) on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director or (ii) if he has a receiving order made against him or compounds with his creditors generally or (iii) if he becomes of unsound mind. His appointment shall also determine ipso facto if his appointor ceases for any reason to be a Director.
- (3) An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a Director and if his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

NOTICES

18. The signature to any notice to be given by the Company may be printed.

INDEMNITY

19. Subject to the provisions of and so far as may be permitted by the Companies Acts 1948 to 1967, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the discharge of his duties or in relation thereto. Regulation 136 of Table A shall be extended accordingly.

OVERRIDING PROVISIONS

20. Whenever any company (hereinafter called "the Parent Company") is the holder of not less than 90 per cent of the Ordinary Shares of the Company for the time being issued the following provisions shall apply and in the event of any inconsistency shall have overriding effect as against all other provisions of these Articles:-

- (A) The Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but, in the case of a Managing Director, Deputy or Assistant Managing Director holding office as such for a fixed term, his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his office
- (B) No unissued shares shall be issued without the consent of the Parent Company
- (C) Any or all powers of the Directors (other than their powers to refuse to register transfers of shares to persons other than existing members) shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose.

21. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

22. The Directors of the Parent Company may from time to time appoint any person to be an associate, departmental, divisional or local director and define, limit or restrict his powers and duties and determine his remuneration and the designation of his office and may at any time remove any such person from such office. An associate, departmental, divisional or local director (notwithstanding that the designation of his office may include the word director) shall not by virtue of such office be or have power in any respect to act as a Director of the Company nor be entitled to receive notice of or attend or vote at meetings of the Directors nor be deemed to be a Director for any of the purposes of these Articles or the Companies Acts 1948 to 1967.

Company No. 337044

Certified processed by Offset Lithography

D) Bull
Secretary

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

ARTICLES

OF ASSOCIATION

OF

YOUNG'S SEAFOODS LIMITED

(Adopted by Special Resolution
passed on the 23rd March, 1971)

Incorporated the 19th day of February , 1938

This is a copy of the New Articles of Association
approved at The Annual General Meeting of the
Company held on the 23rd March, 1971.

D) Bull
Secretary.

THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

YOUNG'S SEAFOODS LIMITED

(Incorporating all amendments up to 1st January, 1973)

Incorporated the 19th day of February, 1938

This is a copy of the Memorandum and Articles of Association
of the Company as they have been amended from time to time.

W. J. [Signature]
Secretary.



THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

Memorandum of Association
OF

YOUNG'S SEAFOODS LIMITED

(Incorporating all amendments up to 1st January, 1973)

1. The name of the Company is "YOUNG'S SEAFOODS LIMITED" *
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:—
 - (1) To carry on business as steam trawler and general fishing vessel owners and managers, and to undertake, perform carry on any work, alterations, transactions, or dealings whatsoever in connection with the fishing industry, deep sea or otherwise, and accordingly to purchase, charter, hire or otherwise acquire, let-out-on-hire, sell, exchange or otherwise deal in trawlers, drifters, smacks, and other fishing vessels and craft of any description by whatever power propelled, to manufacture and deal in any of the customary gear or other gear, stores, equipment, accessories and furniture of any such ships or craft and to manage, maintain and employ the same in connection with the Company's businesses or for the conveyance of fish, ice, salt, stores, oil, coal and other fuel, live and dead stock, meat, fruit, and vegetables and other produce, passengers, minerals and merchandise of all kinds between such ports and places as may be necessary or seem expedient in the conduct of the Company's business and in rendering living, salvage, towing and other like services

* The name of the Company was changed from W. Young & Son (Wholesale Fish Merchants), Limited to Young's (Seafoods) Limited by Certificate of the Board of Trade dated 22nd July, 1960 and to Young's Seafoods Limited by Certificate of the Board of Trade dated 21st June, 1965.

or otherwise; also to sell, purchase and deal in and export or import cattle and live or dead stock, oil, coal, grain, timber and other goods.

- (2) To carry on business as wholesale and retail fish, ice and shell-fish merchants, fish exporters and importers, fish salesmen, manufacturers and purveyors of fish products of every description and to store, freeze, cure, salt, dry and otherwise prepare for market and consumption all or any description of fish, shell-fish, fish or shell-fish pastes, and other products and foods in which fish can be utilised whether tinned, potted, bottled, canned or otherwise and to sell, export, import and otherwise deal in the same by wholesale and retail.
- (3) To carry on the business of shipbuilders, ship repairers, ship owners, proprietors of shipyards, dry docks, wharves, warehouses and stores, shipwrights, wharfingers, warehousemen and commission agents, and the business of engineering in all its branches including manufacturing, erecting and constructing plant, machinery and equipment, smelting, refining, forging, casting, pressing or otherwise treating or fabricating metals, ores, or plastic or other substances and to buy, sell, import, export or otherwise deal in any products or substances capable of being used in connection with any of the businesses aforesaid.
- (4) To carry on business as fruit, vegetable and crop growers, wholesale and retail merchants and salesmen, fruit and vegetable exporters and importers, and to store, freeze, dry and otherwise prepare for market and consumption all or any description of fruit and vegetables whether fresh, preserved, dried, tinned or otherwise and products and foods in which fruit and vegetables can be utilised and to carry on business as farmers, market gardeners and green-grocers.
- (5) To carry on business as manufacturers and distributors of and dealers in frozen foods and preserved foodstuffs of every description, refrigerators, temperature and/or pressure control and cold storage machinery, appliances and equipment of every description and packages, cans, tins, bottles, receptacles and all or any of the above business whether on ships or not, of every kind required for or applicable to the manufacturing, treating and preserving of foodstuffs or liquids.

- (6) To carry on the business of hatchers, rearers, breeders, sowers, exhibitors, merchants, exporters and importers of and dealers in all kinds of poultry, game or other birds and in the chickens and eggs of any poultry, game or other birds and suppliers to poultry houses, incubators, laying sheds, brooder houses, rearing houses, shelters, huts and other buildings for breeding and rearing purposes and to provide veterinary surgery services and facilities both for the purposes of the business of the Company and for the purposes of any customers of or persons dealing with the Company.
- (7) To undertake and provide all facilities for the storing, drying, lifting, transporting and grinding of grain, hay, grass and other crops, foodstuffs, fertilisers, manure, foods and agricultural produce of all descriptions and to manufacture, prepare, deal in and manipulate crop drying spraying and other machinery of all kinds.
- (8) To carry on the business of self service store keepers, and as retail grocers, druggists, and general store keepers and as provision merchants and producers, manufacturers and importers of and dealers in flour, fruit, vegetables, corn, sauces, spices, pickles, jams, bacon, butter, margarine, jam, preserves, cheese, sugar, eggs and as purchasers and dealers in fresh meat and processed meat, poultry, fish, oils, starches, gelatines, glucoses, sterilisers, and provisions generally and dealers in furniture, glass, china, bedding and household and fancy goods of all descriptions and to manufacture, refine, pack, grow, import, buy, sell or otherwise manipulate or deal in groceries, confectioneries and foods and provisions of all kinds for human or animal consumption.
- (9) To carry on all or any of the business of haulage, cartage and transport contractors, general carriers and transporters, by land and water of passengers, goods, wares and merchandise of and dealers in all plant, machinery, engines, tyres, apparatus, implements, tools, components, and accessories, providers to repairing and other depots, manufacturers of and dealers in motor and other vehicles, petrol, motor spirits, oils, greases and other lubricants, substances for protection against frost, and illuminants and proprietors of stores and depots for the supply thereof; shipping and general forwarding agents, plumbers and dealers in and manufacturers of any equipment usable in connection with plumbing, packing and removal con-

tractors, garage and depository proprietors, motor engineers, motor salesmen suppliers and hirers and agents for the sale supply or hire of any motor or other vehicles.

- (10) To carry on business as printers, lithographers, type foundry, type setters, stereo-typers, electro-typers, photo-lithographers, chrome-lithographers, engravers, dye sinkers, manufacturers of drawing and scientific instruments, paper makers, paper merchants, book sellers, stationers and dealers in and manufacturers of equipment suitable for use in offices.
- (11) To act as distributors and factors for any person, firm or company of any agricultural, horticultural, chemical and other products and to act as managers for or advisers to any person, firm or company engaged in agricultural, horticultural or similar businesses, to undertake the carrying out of any agricultural, horticultural or other processes or tasks for any person, firm or company and to deal in, own, hire, lease or otherwise use any aircraft, helicopter, machine or appliance for agricultural, horticultural or other purposes whether for the Company or for any other person.
- (12) To carry on all or any of the businesses of hirers, renters, repairers, distributors, agents and dealers and financiers for the preparation for the sale for cash or on credit or on the instalment system or by hire purchase, hire agreement, easy payment or otherwise of any of the products, machines, motor or other vehicle, and all appliances, in which the company is authorised to own or deal.
- (13) To carry on all or any of the businesses of restaurateurs, hotel and motel proprietors, innkeepers, licensed victuallers, proprietors of clubs, vendors of alcoholic and non-alcoholic beverages and liquors, cigars, cigarettes and tobacco and provisions and refreshment contractors generally and to manufacture, buy, sell and deal in brewers', licensed victuallers, restaurateurs' and hotel and motel proprietors' requirements of every description.
- (14) To carry on all or any of the businesses of inventors, designers, manufacturers, installers, cleaners and disinfectors, merchants, exporters and importers of and dealers in irrigation and pumping plant and equipment and all machinery and appliances required in connection with the boring and sinking of wells and other operations relating to the supply of water for any purpose and to drainage,

sanitary and sewage appliances, and borers or sinkers of artesian and other wells.

- (15) To carry on all or any of the businesses of dealers in and manufacturers of hemp, fibre, cork, wire and rope and all or any material or thing used for or in connection with the manufacture of rope by any process and any articles that may conveniently be made, associated or sold auxiliary to any of such businesses as aforesaid.
- (16) To carry on any other business whatsoever which may seem to be advantageous to the company whether or not such business may be connected with or ancillary to any of the businesses referred to in the preceding provisions of this clause.
- (17) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- (18) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (19) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (20) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the

uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

- (21) To guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets, present and future, and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of, and dividends or interest on, any stocks, shares, debentures or securities of any corporation, firm or person, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company, as defined by Section 154 of the Companies Act, 1948, or another subsidiary, as defined by the said Section, of the Company's holding company, or otherwise associated with the Company in business.
- (22) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (23) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm, or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (24) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (25) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (26) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as

may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.

- (27) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (28) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (29) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependents of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (30) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (31) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The Liability of the Members is limited.
5. The Share Capital of the Company is £130,000 divided into 130,000 Shares of £1 each.

WE the several persons whose Names, Addresses and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
GORDON VICTOR YOUNG, Cliff House, Cliff Parade, Leigh-on-Sea, Essex. Fish Merchant.	Two Hundred
STANLEY CECIL YOUNG, Cliff House, Cliff Parade, Leigh-on-Sea, Essex. Fish Merchant.	Two Hundred

DATED the twelfth day of February, 1938.

Witness to the above Signatures:-

JAMES R. TRAIN,
86, Strand, W.C.2.
Chartered Accountant.

THE COMPANIES ACT, 1948
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

- of -

YOUNG'S SEAFOODS LIMITED ✓

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Act 1967 (hereinafter called "Table A") shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company. References herein to Regulations of Table A are to regulations in Part I of Table A unless otherwise stated. The regulations in any Table A applicable to the Company under any former enactment relating to companies shall not apply.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly the Regulations in Part II of Table A (except Regulations 1 and 6) shall also apply to the Company.

SHARES

3. All unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons at such times and on such terms as they shall think fit.

TRANSFER OF SHARES

4. No transfer of shares shall be registered unless a proper instrument of transfer has been delivered to the Company. The instrument of transfer shall be signed by or on behalf of the transferor and the transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered in the register relevant thereto. An instrument of transfer need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.
5. Any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether that share be fully paid or not). Regulation 24 of Table A shall be modified accordingly.

PROCEEDINGS AT MEETINGS

6. Two members present in person or by proxy shall be a quorum at any General Meeting. Regulations 53 and 58 of Table A shall be amended accordingly.
7. A resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held and may consist of several documents in the like form each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representative.
8. Regulation 74 of Table A shall be modified by the addition of the words: "Any such resolution may be expressed and if so shall be effective to authorise any person named therein to represent the corporation at all meetings of the Company or of any class of members of the Company without the necessity of a separate resolution in respect of any such meetings. Such authority shall remain in effect until revoked by the corporation giving written notice to that effect to the Company."

DIRECTORS

9. Unless and until otherwise resolved in accordance with regulation 94 of Table A the Directors shall not be less than two in number. Regulation 75 of Table A shall not apply.
10. A Director shall not be required to hold any shares of the Company by way of qualification. Regulation 77 of Table A shall not apply. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at any General Meeting and at any separate meeting of the holders of any class of shares in the Company.
11. The proviso to regulation 79 of Table A, restricting the borrowing and charging powers exercisable by the Directors, shall not apply to the Company.
12. (1) A Director who is in any way interested, either directly or indirectly, in any contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract or arrangement in which he is interested, shall be taken into account in ascertaining whether a quorum is present and may retain for his own absolute use and benefit all profits and advantages accruing to him thereby. Except as regards the office of Auditor a Director may hold any office or place of profit under the Company and he or any firm of which he is a partner may act in a professional capacity for the Company on such terms as to remuneration and otherwise as the Directors may determine.

- (2) The following words shall be added to Regulation 84(2) of Table A: "(e) any question or matter concerning or connected with the Company's or any other Pension Fund or any similar benevolent fund or institution".
13. The Directors need not sign their names in attendance books for meetings of the Directors or committees of the Directors. Regulation 86 of Table A shall be modified accordingly.
14. The Directors shall not be subject to retirement by rotation and accordingly Regulations 89 to 92 of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.
15. A resolution in writing signed by all the Directors shall be effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. Regulation 106 of Table A shall not apply.
16. Regulations 107 to 109 inclusive of Table A shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

ALTERNATE DIRECTORS

17. (1) Any Director may at any time by writing under his hand and deposited at the Registered Office appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by resolution of the Directors, shall have effect only upon and subject to approval by resolution of the Directors.
- (2) The appointment of an alternate Director shall ipso facto determine (i) on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director or (ii) if he has a receiving order made against him or compounds with his creditors generally or (iii) if he becomes of unsound mind. His appointment shall also determine ipso facto if his appointor ceases for any reason to be a Director.
- (3) An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a Director and if his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not have as aforesaid; have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

18. The signature to any notice to be given by the Company may be printed.

INDEMNITY

19. Subject to the provisions of and so far as may be permitted by the Companies Acts 1948 to 1967, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the discharge of his duties or in relation thereto. Regulation 136 of Table A shall be extended accordingly.

OVERRIDING PROVISIONS

20. Whenever any company (hereinafter called "the Parent Company") is the holder of not less than 90 per cent of the Ordinary Shares of the Company for the time being issued the following provisions shall apply and in the event of any inconsistency shall have overriding effect as against all other provisions of these Articles:-

- (A) The Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but, in the case of a Managing Director, Deputy or Assistant Managing Director holding office as such for a fixed term, his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his office
- (B) No unissued shares shall be issued without the consent of the Parent Company
- (C) Any or all powers of the Directors (other than their powers to refuse to register transfers of shares to persons other than existing members) shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose.

21. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

22. The Directors of the Parent Company may from time to time appoint any person to be an associate, departmental, divisional or local director and define, limit or restrict his powers and duties and determine his remuneration and the designation of his office and may at any time remove any such person from such office. An associate, departmental, divisional or local director (notwithstanding that the designation of his office may include the word director) shall not by virtue of such office be or have power in any respect to act as a Director of the Company nor be entitled to receive notice of or attend or vote at meetings of the Directors nor be deemed to be a Director for any of the purposes of these Articles or the Companies Acts 1948 to 1967.

NO. OF COMPANY 337044

THE COMPANIES ACT, 1948.

Notice of Place where Register of Members is kept or of any Change in that place.

Pursuant to Section 110 (3).

To the REGISTRAR OF COMPANIES.

YOUNG'S SEAFOODS LIMITED

hereby gives you notice, in accordance with subsection (3) of Section 110 of the Companies Act, 1948, that the Register of Members of the Company is kept at

Imperial House, Victoria Street.

Grimsby, South Humberside.

(Signature)

(State whether Director or Secretary) for Secretary

DATED the 1st day of December 1975.

NOTE:—This notice must be forwarded to the Registrar of Companies within 14 days after the date of the incorporation of the Company or of the change, as the case may be.

Cat. No. C.F. 103

Jordan & Sons Limited

International Law Agents, Consultants & Publishers
Jordan House, 47 Brunswick Place, London N1 6EE



Presented by

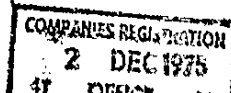
B. TAYLOR,

IMPERIAL HOUSE, VICTORIA STREET.

GRIMSBY.

Document Filer's Reference

BT/EJL



.....Young's Seafoods Limited

by notifies you in accordance with Section 200 of the Companies Act, 1948, that:
the 1st February, 1976 Mr. K. Ashley became a Director of the Company.

PARTICULARS OF NEW DIRECTORS OR SECRETARY

Christian Name or Names	Any former Christian Name or names and Surname	Nationality	Usual Residential Address	Business Occupation and Particulars of other Directorships	Date
K. Ashley	None	British	2a, Redwood, Burham, Bucks.	Co. Dir. - None	18.

20th February, 1976.

Signature for Secretary

G

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1980

Form No. 102

Notice of place where a register of holders of debentures or a duplicate thereof is kept or of any change in that place

102

Pursuant to section 86(3) of the Companies Act 1948 as
amended by the Companies Act 1976

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

[71010]

337044

Name of company

*delete if
inappropriate

Young's Seafoods

Limited*

hereby gives you notice in accordance with section 86(3) of the Companies Act 1948 that a register
of holders of debentures of the company is now kept at:

Clifton House, Goldington Road,
Bedford, MK40 3NF.

in lieu of*

Imperial House, Victoria Street, Grimsby,
South Humberside, DN31 1ET.

where it was previously kept

†delete as
appropriate

Signed

J. W. F. [signature]

[Director] [Secretary]† Date 15. 8.83.

Presentor's name, address and
reference (if any):

B. Taylor,
Clifton House,
Goldington Road,
Bedford,
MK40 3NF.

For official use
General section

Post room



Printed & Supplied by:—
Jordan & Sons Limited Company Formation and Information Services Stationers and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

THE COMPANIES ACTS 1948 TO 1981

G

Notice of place where register of members is kept or of any change in that place

Pursuant to section 110(3) of the Companies Act 1948 as amended by the Companies Act 1976

Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

[11011]

337044

Name of company

Young's Seafoods	Limited*
------------------	----------

*delete if inappropriate

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the register of members is now kept at:

Clifton House, Goldington Road,
Bedford, MK40 3NF.

in lieu of*

Imperial House, Victoria Street, Grimsby,
South Humberside, DN31 1ET.

where it was previously kept

Signed

J. W. [Signature]

[Director] [Secretary]†

Date 15. 8.83.

†delete as appropriate

Presenter's name, address and reference (if any):

B. Taylor,
Clifton House,
Goldington Road,
Bedford,
MK40 3NF.

For official use

General section

Post room



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Company No. 337044

03.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

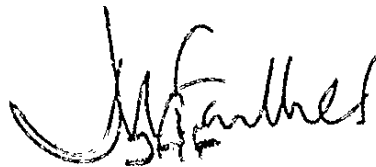
of

YOUNG'S SEAFOODS LIMITED

Passed on the 11th February, 1986

At an ANNUAL GENERAL MEETING of the above named Company duly convened and held at Clifton House Goldington Road Bedford the following Resolution was passed as a Special Resolution, namely:-

"That, the Company having satisfied the provisions of Section 252 of the Companies Act 1985 relating to dormant companies, the Company be exempt from the obligation to appoint auditors as otherwise required by section 384 of the Act".



CHAIRMAN.



G

COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

84

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

[1][2][7]

337044

Name of company

* YOUNG'S SEAFOODS LIMITED

* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes 1 to 5 overleaf before completing this form

Day Month

3 0 0 9

† delete as appropriate

The current accounting reference period of the company is to be treated as [shortened][~~extended~~]† and [is to be treated as having come to an end][~~will come to an end~~]† on

Day Month Year

3 0 0 9 1 9 8 6

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

See note 4c and complete as appropriate

The company is a [subsidiary][holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed

[Director][Secretary]† Date 3rd Oct 1986

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LONDON N1 6EE
TELEPHONE 01 253 0039
TELEX 261010



Presenter's name address and reference (if any):

A. JOHNSON,
ASSIST. CO. SECRETARY
ROSS HOUSE
GRAYSBY DN31 3SW

For official Use
General Section

Post room

G

COMPANIES FORM No. 325

325**Notice of place where register of directors' interests in shares etc. is kept or of any change in that place**

Note: This notice is not required where the register is and has always been kept at the Registered Office

Please do not
write in
this margin

Pursuant to section 325 of and Schedule 13 paragraph 27 to the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

11208

337044

Name of company

* Young's Seafoods Limited

* Insert full name
of company

gives notice that the register of directors' interests in shares and/or debentures, which is kept by the company pursuant to section 325 of the above Act, is [now] kept at:

Ross House, Grimsby, South Humberside,

Postcode

DN31 3SW

† delete as
appropriate

Signed

[Director] [Secretary] † Date 5th August 1986

Presentor's name address and
reference (if any):

A. Johnson,
Assistant Company Secretary,
Ross House,
Grimsby,
S. Humberside, DN31 3SW

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Post room

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LONDON N1 6EE
TELEPHONE 01 253 3040
TELEX 261010



G**COMPANIES FORM No. 353****353****Notice of place where register of members is kept or of any change in that place**

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Please do not
write in
this margin

Pursuant to section 353 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

* Insert full name
of company

To the Registrar of Companies

For official use

Company number

110191

337044

Name of company

* Young's Seafoods Limited

gives notice that the register of members is [now] kept at:

Ross House, Grimsby, South Humberside,

Postcode DN31 3SW

† delete as
appropriate

Signed

[Director] [Secretary] † Date 5th August 1986

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Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3030
TELEX 281010



Presenter's name address and
reference (if any):

A. Johnson,
Assistant Company Secretary,
Ross House,
Grimsby,
S. Humberside, DN31 3SW

For official Use

General Section

Post room

G

COMPANIES FORM No. 225(2)

Notice by an holding or subsidiary company of new accounting reference date given after the end of an accounting reference period

225(2)

Please do not write in this margin

Pursuant to section 225(2) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

* Insert full name of company

Note
Please read notes 1 to 4 overleaf before completing this form

† delete as appropriate

To the Registrar of Companies

For official use

Company number

--	--	--	--

337044

Name of company

* YOUNG'S SEAFOODS LIMITED

gives notice that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3	1	1	2
---	---	---	---

The previous accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3	1	1	2	1	9	8	8
---	---	---	---	---	---	---	---

The company is a [subsidiary][holding company]† of UNITED BISCUITS (HOLDINGS) PLC

company number 26184 (S)

the accounting reference date of which is 31st DECEMBER

Signed

T.R.J. Stewart

[Director][Secretary]† Date

14.11.88

Presentor's name address and reference (if any):

D. R. J. Stewart
Group Secretary
United Biscuits (UK) Limited
Grant House
P.O. Box 40
Syon Lane

For official Use
General Section

Post room

COMPANY REGISTRATION	
21 NOV 1988	
REG	CHRG 16

Number of Company: 337044

The Companies Act 1985

C O M P A N Y L I M I T E D B Y S H A R E S

SPECIAL RESOLUTION

(Pursuant to s. 380(1) of the Companies Act 1985)

OF

YOUNG'S SEAFOODS LIMITED

Passed 3rd June 1988

At the ANNUAL GENERAL MEETING of the above-named Company, duly convened, and held at Ross House, Grimsby on the 3rd day of June 1988 the subjoined SPECIAL RESOLUTION was duly passed, viz:-

RESOLUTION

That, the Company having satisfied the provisions of Section 252, Companies Act 1985 relating to dormant companies, the Company be exempt from the obligation to appoint auditors as otherwise required by Section 384 of that Act.

.....
D R J STEWART - SECRETARY

