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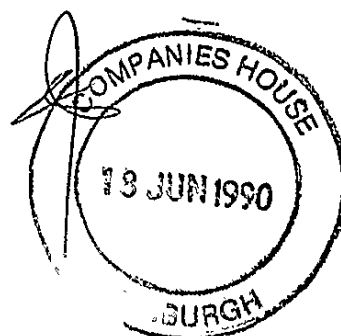
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MEMORANDUM OF ASSOCIATION  
of  
SPENCER (ABERDEEN) LIMITED

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McGRIGOR DONALD,  
Pacific House,  
70 Wellington Street,  
Glasgow G2 6SB

IPB:SPENC.MAA



MEMORANDUM OF ASSOCIATION

of

SPENCER (ABERDEEN) LIMITED

- \* I. The name of the Company is "SPENCER (ABERDEEN) LIMITED".
- II. The Registered Office of the Company will be situated in Scotland.
- \* III. The objects for which the Company is established are:-
  - (1) To carry on in Scotland and elsewhere the business of manufacturers of and dealers in fish and marine animal oils, vegetable oils, animal oils, mineral and lubricating oils and generally oils and fats of all descriptions, veterinary products, drugs and equipment, electrical and electronic goods and equipment, paint manufacturers, paint merchants, wallpaper and wall covering manufacturers and merchants, glaziers and manufacturers and merchants of glass, putty and all products connected with glass, farmers, manure merchants, fertiliser manufacturers and merchants, animal feed and animal feed supplement manufacturers, producers, compounders and dealers, coal merchants, timber merchants, salt merchants, curers and soap makers, tallow chandlers, bone crushers, provision merchants and curers, leather merchants and manufacturers and mill furnishers, and to engage in other trades in connection with the manufacture, preparation and disposal of oils, soap, tallow, timber, coals, salt, manures, veterinary products, electrical and electronic goods and equipment, glass, putty and all products connected with glass.

\* Amended by Special Resolution passed on 17th May 1990.

- (2) To carry on the business of fishing by lines, trawl, net or otherwise from any port in the United Kingdom or elsewhere and to purchase, sell, build or otherwise acquire, charter, hire, equip and furnish, sell and repair steamships, motor ships, sailing ships and other ships, boats, vessels and aeroplanes; and to work, let and hire or otherwise employ, sell, exchange, dispose of or deal with the same and to employ the same in fishing, towing and salving ships or boats at any time and in the conveyance of passengers, mail, goods, fish, other sea products, produce of the soil, and all merchandise or materials necessary or incidental to the efficient conduct of the business of the Company; and to acquire postal or other subsidies and enter into mail, Admiralty and other contracts.
- (3) To carry on in all or any of their branches all or any of the trades or businesses of Auctioneers, Fish Salesmen, Fish Buyers, Game, Rabbit and Poultry Dealers, Salmon Factors, Fishcurers, Kipperers, Fishmongers, Fish Merchants, Fishers, Fish Fryers, ice Manufacturers and Dealers, Cold Storage Warehousemen, Engineers, Shipbuilders, Preservers and Manufacturers of all foods and fishery products, Lessees of Fisheries, Caterers, Butchers and Provision Merchants.
- (4) To carry on all or any of the business of Importers, Exporters and Wholesale and Retail Merchants, Traders, Brokers, Manufacturers, Warehousemen and Dealers of and in and Agents for all manner of goods, articles commodities, live and dead stock, produce, metals, minerals and merchandise of every description.
- (5) To carry on the business of cargo shippers, forwarding agents, carriers by land, water and air, ship and insurance brokers,

managers of shipping companies and agents or managers of other trading companies, garage proprietors, motor, electrical and power engineers, salesmen, hirers, repairers, traders and dealers in all kinds of plant, machinery, tools, implements, appliances, equipment, petrol, methylated and other similar spirits, oils, tyres and other accessories, fittings, substances, materials and articles used or required in connection with the business of garage proprietors and motor, electrical and power engineers, salesmen, hirers and repairers, and to undertake and carry on all kinds of commercial trading and dealing.

- (6) To promote the interests of Viewcode Limited (registered number 123258) and any other company which is for the time being the subsidiary, holding company or subsidiary of any holding company of the Company in any manner whatever and in particular by paying or discharging the liabilities thereof or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities and by giving any security or charge for any such indemnity or guarantee or for the payment of money or performance of obligations by any such company as aforesaid, either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests as aforesaid to the intent that the promotion of the interests of any such company as aforesaid shall be an object and not a power of the Company;
- (7) To carry on any other business whatsoever similar to the main business of the Company, as specified in sub-clauses (1), (2), (3), (4), (5) and (6) hereof or which can be advantageously or

conveniently carried on by the Company by way of extensions of or in connection with any such main business as aforesaid, or is calculated directly or indirectly to develop any branch of the business of the Company or to increase the value of or render more profitable any of the assets, properties or rights of the Company.

- (8) To carry out the objects of the Company as wholesalers and retailers, principals, agents, trustees or otherwise and either alone or in conjunction with others, and likewise to do all such other things as are incidental or conducive to the attainment of the objects of the Company, and in particular and without prejudice to this generality and in aid of and for the purposes of the Company, and to establish agencies or branch establishments of any kind.
- (9) To acquire and take over the whole of any part of the business, property and liabilities of any persons (including therein any partnership or corporation) carrying on any business which the Company is authorised to carry on, or possessed of any property or rights suitable for the purposes of the Company.
- (10) To take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being conducted either directly or indirectly to benefit the Company.
- (11) To purchase, lease or otherwise acquire any heritable or moveable property, patents, licences, rights or privileges which the Company may think necessary or convenient for the purposes

of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.

- (12) To acquire, use and register trade marks and other similar rights and to apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem at the time capable of being used by the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired, and generally to acquire all or any rights, privileges and advantages; and for the purposes aforesaid to make or employ or assist other persons to make any experiments, researches or investigations, either for the purpose of seeking to perfect or improve existing machinery, processes or appliances, or to discover or invent new ones.
- (13) To promote any other company for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to pay all the expenses of, or incidental to, such promotion.
- (14) To borrow or raise money and to secure the payment thereof by bond and disposition in security or ex facie absolute disposition, or by the issue of debentures or debenture stock, perpetual or otherwise, or in any other way fit, and to burden or pledge all or any of the properties or assets of the Company, including its uncalled capital.

- (15) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable documents.
- (16) To grant pensions, allowances, gratuities and bonuses to Directors of former Directors, or to the widows, relations or other dependants of Directors, employees or ex-employees of the Company or the dependants of such persons, and to further these objects to establish and subscribe to, and to support any charitable or other institutions, clubs, societies or funds.
- (17) To advance money by way of loan or otherwise with or without security to any company, firm or individual and in particular to customers, tenants and others having dealings with the Company; to allow time for the repayment of any such loan and to allow time for payment of a debt which may be due to the Company; as also to grant guarantees for the payment of any sum or sums of money or the performance of any contract or obligation by any company, firm or individual.
- (18) To conduct in connection with the business in any of its branches the business of Hire Purchase and to enter into agreements regulating the same to such extent and in such manner as may be thought expedient.
- (19) To invest and deal with any moneys of the Company not immediately required for the purposes of its business in such investments or securities as may be thought expedient, and to deal generally in investments and securities.

- (20) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any persons engaged or interests or about to become engaged or interested in the carrying on or conduct of any business or enterprise which the Company is authorised to carry on or conduct or from which the Company would or might derive any benefit, whether direct or indirect.
- (21) To amalgamate with any other company or companies.
- (22) To procure the Company to be registered or recognised in any colony or dependency, and in any foreign country or place.
- (23) To sell or dispose of the whole properties and assets of the Company or any part thereof in such manner, and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock or securities of any other company, whether promoted by the Company for the purpose or not.
- (24) To distribute any of the property of the Company among the members in specie.
- (25) To give financial assistance within the meaning of Section 152 of the Companies Act 1985 and any statutory amendment or re-enactment thereof in connection with any acquisition or proposed acquisition of shares in the Company to such person or persons and on such terms as the Directors think fit;
- (26) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in partnership or conjunction with any other persons, firm, association or company, or by means of any subsidiary or auxiliary company or in any part of



the world, and either by or through agents, sub-contractors, trustees or otherwise and to do all such other things as are incidental or conducive to the attainment of the above objects.

And it is hereby declared that in this Memorandum words denoting the singular number shall include the plural number and vice versa; that the word "company" in this Clause, except where used in reference to this Company, shall be deemed to include any firm, partnership or other body of persons whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere; and that the objects set forth in any paragraph of this Clause shall not, except when the context expressly so requires, be in any ways limited or restricted by reference to or inference from the terms of any other paragraph, or by the name of the Company, and none of such paragraphs or the objects therein specified or the powers thereby conferred shall be deemed merely subsidiary or auxiliary to the objects mentioned in the first six paragraphs of this clause, but the Company shall have full powers to exercise all or any of the powers conferred by any part of this Clause in any part of the world, and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first six paragraphs of this Clause.

- IV. The liability of the members is limited.
- V. The Share Capital of the Company is £450,000 divided into 1,800,000 Ordinary Shares of 25p each.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company, in pursuant 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:-

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Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
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ISAAC SPENCER Knox Harrogate	One Hundred Preference Shares
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Gentleman

JOHN SPENCER 26 Forest Road Aberdeen	One Hundred Ordinary Shares
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Manufacturer

HENRY SPENCER The Limes Newland Park Hull	One Hundred Ordinary Shares
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Manufacturer

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Dated the Twenty First day of March, 1910.

Witness to the above Signature of Isaac Spencer:-

C. ELLIS SPENCER, 70a Basinghall Street, London E.C., Chartered Accountant.

Witness to the above Signature of John Spencer:-

GEORGE DUNCAN of No. 15 Golden Square, Aberdeen, Advocate.

Witness to the above Signature of Henry Spencer:-

C. ELLIS SPENCER, 70a Basinghall Street, London, E.C., Chartered Accountant.