

**WRITTEN RESOLUTIONS OF PELAGIC FREEZING (SCOTLAND) LIMITED****COMPANY NUMBER – SC214325****THE COMPANIES ACT 2006 & THE INSOLVENCY ACT 1986**

In accordance with section 288 of the Companies Act 2006 the following resolutions were agreed to and were duly passed on 25 September 2012.

The following special resolutions numbered (i), (iv) and (v) and the ordinary resolutions numbered (ii), (iii) and (vi) were passed:

- (i) the Company be wound up voluntarily;
- (ii) Fraser J Gray of Zolfo Cooper be and is hereby appointed Liquidator for the purpose of winding up the Company's affairs and distributing its assets.
- (iii) the remuneration of the Liquidator shall be fixed and drawn in accordance with the terms of the engagement letter between Zolfo Cooper and the Company dated 17 September 2012.
- (iv) the Liquidator be and is hereby authorised to distribute to the member in specie or in kind the whole or any part of the assets of the Company;
- (v) the Liquidator be and is hereby authorised under the provisions of Section 165(2) of the Insolvency Act 1986 to exercise the powers laid down in Part 1 of Schedule 4 of said Act; and
- (vi) the Company's books and records be transferred to, and held by Denholm Seafoods Ltd and to the order of the Liquidators, until the expiry of 1 year after the date of dissolution of the Company, when they may be disposed of.



Director

For Denholm Seafoods Ltd

Date: 25 September 2012

WEDNESDAY



SCT      \*S1IRTF6R\*      #685  
03/10/2012  
COMPANIES HOUSE