

Company Number: SC513398

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

ORGANIC SEA HARVEST LIMITED

(Company)

Circulation Date: 15 June 2020

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

- (a) resolutions 1, 2 and 4 below are passed as special resolutions (together the **Special Resolutions**); and
- (b) resolution 3 below is passed as an ordinary resolution (the **Ordinary Resolution**),

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

SPECIAL RESOLUTION

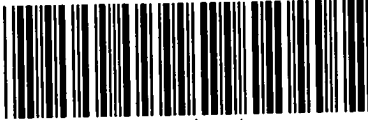
- 1 **THAT** the draft articles of association attached to this resolution be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association.

SPECIAL RESOLUTION

- 2 **THAT**, subject to the passing of resolution 1 above, the 17,134 Ordinary shares of £0.025 each in the capital of the Company registered in the name of Villa Seafood UK Ltd be redesignated as 17,134 A Ordinary shares of £0.025 each in the capital of the Company, such that Villa Seafood UK Ltd's shareholding shall be, following the passing of this resolution, 17,134 A Ordinary shares of £0.025 each in the capital of the Company.

ORDINARY RESOLUTION

- 3 **THAT**, subject to the passing of resolutions 1 and 2 above, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot 8,304 A Ordinary shares of £0.025 each in the capital of the Company up to an aggregate nominal amount of £207.60 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date before the fifth anniversary of the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors



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may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

- 4 **THAT**, subject to the passing of resolutions 1, 2 and 3 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by this resolution, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:

- (a) be limited to the allotment of 8,304 A Ordinary shares up to an aggregate nominal amount of £207.60; and
- (b) expire on the date before the fifth anniversary of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

AGREEMENT

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

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

Heon Diew

.....
For and on behalf of:
Villa Seafood UK Ltd

Date: 16/06/20

.....
For and on behalf of:
Villa Seafood Inc.

Date:

.....
For and on behalf of:
Stonehaven Consulting AG

Date:

may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

- 4 **THAT**, subject to the passing of resolutions 1, 2 and 3 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by this resolution, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:

- (a) be limited to the allotment of 8,304 A Ordinary shares up to an aggregate nominal amount of £207.60; and
- (b) expire on the date before the fifth anniversary of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

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

.....
For and on behalf of:
Villa Seafood UK Ltd

Date:


.....
For and on behalf of:
Villa Seafood Inc.

Date: June 15, 2020

.....
For and on behalf of:
Stonehaven Consulting AG

Date:

may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

4 **THAT**, subject to the passing of resolutions 1, 2 and 3 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by this resolution, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:

- (a) be limited to the allotment of 8,304 A Ordinary shares up to an aggregate nominal amount of £207.60; and
- (b) expire on the date before the fifth anniversary of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

AGREEMENT

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

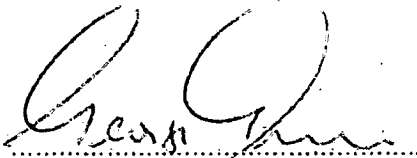
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For and on behalf of:
Villa Seafood UK Ltd

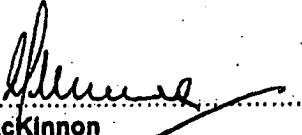
Date:

.....
For and on behalf of:
Villa Seafood Inc.


Date:


.....
For and on behalf of:
Stonehaven Consulting AG

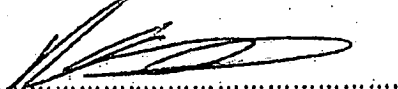
Date: 16 June 2020


Allister MacKinnon

Date: 16th June 2020


Alexander MacInnes

Date: 16th JUNE 2020


Robert Gray

Date: 16/6/2020.

Company Number: SC513398

NOTES

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

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

Post: returning the signed copy by post to Pannone Corporate LLP The Chapel, 378-380 Deansgate, Manchester, M3 4LY for the attention of Lauren Beech.

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