

988001/17

Golden Sea Fisheries

12/9/73

SPECIAL RESOLUTION

OF

REPETEX LIMITED C/M

At an Extraordinary General Meeting of the above named Company duly convened and held at 1, West Smithfield, London, E.C.1. on the 19th day of July, 1973, the subjoined Special Resolutions were duly passed, viz:-

RESOLUTION ONE

"That the whole of Clause 3 of the Memorandum of Association be deleted and a new Clause 3 be substituted to be marked 'A' for the purpose of identification and signed by the Secretary."

RESOLUTION TWO

"That the Articles of Association be altered by making the following amendments:-

Article No.

Amendment

Article 2

So that the following Regulation shall not apply to the Company:-  
Number 6 of Part II of Table "A"

Article 11

Delete



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

- (A) To grow, breed, hatch, cultivate and produce fish, shell fish and other fresh water and marine produce and to treat, prepare, buy, sell and dispose of any such products either in their natural or in treated or prepared state; to carry on the business of shipowners, trawlers, fishers, fish salesmen, wholesale and retail fish merchants, oyster and shellfish dealers, cold storage keepers, warehousemen, oil merchants and refiners, utilisers of fish refuse, manure manufacturers, anchor and chain makers, rope makers, ship chandlers and store keepers, marine engineers, boiler makers, shipbuilders, dry dock keepers, slip keepers, boat builders, ship and boat repairers and outfitters, brokers and agents, salvors, wreck removers and 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; to construct hire, charter, purchase and work steam ships and other vessels of any class; 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 contract or 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; 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.
- (B) To conduct and carry out research into the methods of carrying out any of the objects aforesaid.

- (c) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (d) To purchase, take on lease or by 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 and any buildings, workrooms, shops, warehouses, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock or things and any real or personal 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.
- (e) To purchase or by other means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any copyrights, patents, patent rights, trade marks, designs, rights of production, rights of publication or other rights, brevets d'invention and licences 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.
- (f) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- (g) 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 any arrangement for sharing profits or for co-operation 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 or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.

- (H) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights 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 the property or business of this Company and to pay all the expenses of or incidental to such promotion.
- (I) To manufacture, sell, treat and deal in all kinds of commodities, substances, materials, articles and things necessary or useful for carrying on any of the businesses of the Company or in or for any of the operations of the Company.
- (J) To sell or otherwise dispose of the whole or any part of the undertaking 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.
- (K) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (L) To lend money to persons or companies on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of contracts by any persons or companies.
- (M) 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 or raised by mortgage, charge or lien upon the undertaking and 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.
- (N) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (O) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, 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.

- (r) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest 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 conducted so as directly or indirectly to benefit this Company.
- (s) 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.
- (t) To remunerate any person, firm or company rendering service to the Company whether 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.
- (u) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting shares, debentures or debenture stock.
- (v) To enter into any arrangement with any government or authority supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.
- (w) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences, calculated to benefit existing or former employees, Officers or Directors of the Company or the dependants or connections of such persons and to grant pensions and allowances and to make payments towards insurance and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (x) To distribute among the Members of the Company in kind any of the 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.

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(w) To carry out all or any of the foregoing objects as Principals or Agents or in partnership, co-operation or conjunction with any other person, firm, association or company and in any part of the world, and to procure the Company to be registered or recognised in any country or place.

(x) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.

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It is hereby expressly declared that each of the preceding sub-clauses shall be construed independently of and shall be in no way limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Company.

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COMPANY LIMITED BY SHARES

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**Memorandum of Association**  
OF  
**Golden Sea Produce Limited.**

The name of the Company is GOLDEN SEA PRODUCE LIMITED.

The registered office of the Company is situate in England.

The objects for which the Company is established are :-

- (A) To grow, breed, hatch, cultivate and produce fish, shellfish and other fresh water and marine produce, and to treat, prepare, buy, sell and dispose of any such products either in their natural or in treated or prepared state; to carry on the business of shipowners, trawlers, fishers, fish salesmen, wholesale and retail fish merchants, oyster and shellfish dealers, cold storage keepers, warehousemen, oil merchants and refiners, utilisers of fish refuse, manure manufacturers, anchor and chain makers, rope makers, ship chandlers and store keepers, marine engineers, boiler makers, ship-builders, dry-dock keepers, slip keepers, boat builders, ship and boat repairers and outfitters, brokers and agents, salvors, wreck removers and 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; to construct, hire, charter, purchase and work steamships and other vessels of any class, 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 contract or 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; 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.
- (B) To conduct and carry out research into the methods of carrying out any of the objects aforesaid.

- (C) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (D) To purchase, take on lease or by 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 and any buildings, workrooms, shops, warehouses, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock or things and any real or personal 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.
- (E) To purchase or by other means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any copyrights, patents, patent rights, trade marks, designs, rights of production, rights of publication or other rights, brevets d'invention and licences 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.
- (F) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- (G) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on

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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 any arrangement for sharing profits or for co-operation 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 or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.

- (H) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights 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 the property or business of this Company and to pay all the expenses of or incidental to such promotion.
- (I) To manufacture, sell, treat and deal in all kinds of commodities, substances, materials, articles and things necessary or useful for carrying on any of the businesses of the Company or in or for any of the operations of the Company.
- (J) To sell or otherwise dispose of the whole or any part of the undertaking 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.
- (K) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (L) To lend money to persons or companies on such terms as may seem expedient and in



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particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of contracts by any persons or companies.

- (M) 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 or raised by mortgage, charge or lien upon the undertaking and 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.
- (N) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (O) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, 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.
- (P) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest 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 conducted so as directly or indirectly to benefit this Company.
- (Q) 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.
- (R) To remunerate any person, firm or company rendering service to the Company whether 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.

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- (S) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting shares, debentures or debenture stock.
- (T) To enter into any arrangement with any government or authority supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.
- (U) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences, calculated to benefit existing or former employees, Officers or Directors of the Company or the dependants or connections of such persons and to grant pensions and allowances and to make payments towards insurance and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (V) To distribute among the Members of the Company in kind any of the 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.
- (W) To carry out all or any of the foregoing objects as Principals or Agents or in partnership, co-operation or conjunction with any other person, firm, association or company and in any part of the world, and to procure the Company to be registered or recognised in any country or place.
- (X) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each of the preceding sub-clauses shall be construed

(6)

independently of and shall be in no way limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100,000 divided into One Hundred Thousand Shares of One Pound each.

WE, the several persons whose names and addresses 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. (In Words)
JEAN HERBERT, 133 Moorgate, London E.C.2.  Company Director.	One
THOMAS ARTHUR HERBERT, LL.B., 133 Moorgate, London E.C.2.  Barrister-at-Law.	One

DATED the 3rd day of March, 1969.

WITNESS to the above Signatures :-

CHRISTINE FREDA HERBERT,  
133 Moorgate,  
London E.C.2.

Company Director.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

Golden Sea Produce Limited.

*(As altered by Special Resolution passed 19th July, 1973)*

PRELIMINARY

1. 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 save in so far as they are excluded or varied hereby: that is to say, the Clauses in Part I of Table A numbered 24, 53 and 75 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

2. The Company is a Private Company and accordingly Clauses 2, 3, 4 and 5 in Part II of Table A shall apply to the Company.

SHARES

3. The shares in the initial and any increased capital 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, subject to clause 4 hereof.

TRANSFER OF DECEASED MEMBERS SHARES TO ISSUE

4. Notwithstanding anything in Clause 3 hereof any share of a deceased Member may be transferred by his

executors or administrators to any son, daughter, widow or widower, brother, sister, nephew, niece or cousin of such deceased Member.

#### LIEN

5. The lien conferred by Clause 11 in Part I 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 members.

#### GENERAL MEETING

6. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

#### DIRECTORS

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than five. If at any time there shall only be one Director of the Company, he or she may act as sole Director, exercising all the powers, authorities and discretions vested in the Directors.

9. Any Director may appoint any person approved by the Board to be an alternate Director, and such appointment shall have effect, and such appointee while he holds office as an alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director, appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as Director or removes the alternate Director from office and any appointment or removal under this Clause shall be effected by notice in writing to the Company under

SCAN UPON  
DEMAND

WE APOLOGISE THAT  
THIS PAGE/S IS MISSING

THANK YOU FOR YOUR  
UNDERSTANDING

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