

Company No. 787093

THE COMPANIES ACT 1948  
COMPANY LIMITED BY SHARES  
SUBAFILMS LIMITED

Agreement in writing between all  
the Members of the above-named Company

We, being all the Members of Subafilms Limited at the date hereof, HEREBY AGREE pursuant to Article 27(E) of the Company's Articles of Association ("the Articles") that for the avoidance of doubt and notwithstanding the provisions of Article 27(B) of the Articles, the following matters shall not require a unanimous resolution of all the Directors of the Company for the time being but may be decided by a majority of votes, but subject always to the provisions of Article 27(A) and (C) of the Articles:-

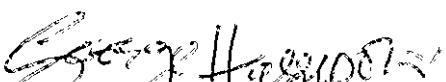
- (a) The declaration, payment or recommendation of dividends of an equal amount per share;
- (b) The payment of Directors' fees of an equal amount per Director; and
- (c) The payment of promotional fees or any other remuneration to or to the order of a member of the Company of an equal amount (exclusive of any applicable value added or similar sales tax) per member.

We further HEREBY AGREE that the incorporation, by reference, of Article 27(B) of the Articles into Article 13(A) of the Articles shall henceforth be construed as the incorporation of Article 27(B) as clarified by our



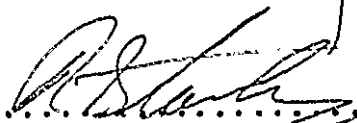
agreement and we further HEREBY AGREE that subject as  
aforesaid and notwithstanding the provisions of Clause 76 in  
Part I of Table A (as defined in and applied by Article 1 of  
the Articles) Directors' fees shall be determined by the  
Directors, but subject to such restriction (if any) on  
the aggregate amount thereof as may be prescribed from time  
to time by the members in general meeting.


Dated 7th November 1989

  
.....  
G. Harrison

  
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J.P. McCartney

  
.....  
Y.O. Lennon

  
.....  
R. Starkey

  
.....  
Director, for and on  
behalf of APPLE CORPS  
LIMITED