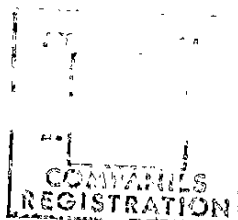


Number of
Company

906978/1



Form No. 41

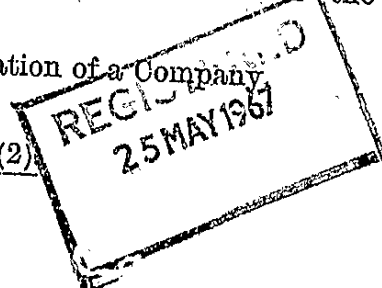
THE COMPANIES ACT, 1948



A 5s.
Companies
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company

Pursuant to Section 15 (2)



Insert the
Name of the
Company.

APPLE MUSIC

LIMITED

Presented by

Bryce Hanmer & Co.

23 Albemarle Street

London, W.1

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, -- Bernard Basil Chambers

of 5 Chaucer Avenue, Weybridge, Surrey

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (a) a person named in the

Articles of Association as secretary (2)

of APPLE MUSIC

Limited,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at 5 Clifford Street
London W1

the 20th day of April
one thousand nine hundred and sixty-
seven

B. B. Chambers

Before me,

J. S. Lyall

A Commissioner for Oaths [Notary Public for
Justice of the Peace]

Note.—This margin is reserved for binding and must not be written across.

STATEMENT OF THE NOMINAL CAPITAL

OF

APPLE MUSIC



LIMITED

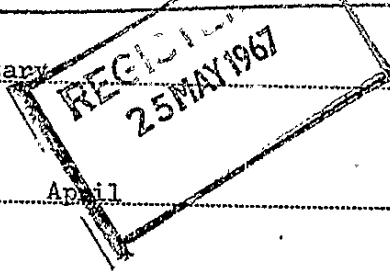
Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

THE NOMINAL CAPITAL of the above named Company is £100

Signature

B. B. Chambers

Description Secretary



Dated the twenty eighth day of April 1967

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

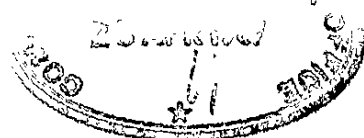
This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Bryce Hanmer & Co.

23 Albemarle Street

London, W.1.



THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Memorandum
AND
Articles of Association
OF
APPLE MUSIC LIMITED.

294
The Companies Act, 1948

906978/3

COMPANY LIMITED BY SHARES

Memorandum of Association

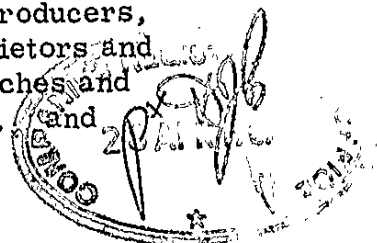
OF

APPLE MUSIC LIMITED.



1. The name of the Company is "APPLE MUSIC LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(A) To carry on business as music publishers, arrangers and dealers, producers, manufacturers, licensors, licensees, performers, agents, consultants, distributors, renters, printers, proprietors, contractors, exporters, importers, buyers, sellers, hirers, publishers, exhibitors and dealers in, and agents of, works of every nature or sort including (but without prejudice to the generality of the foregoing) cinematographic films, plays, dramas, comedies, operas, oratorios, pantomimes, revues, ballets, concerts, songs, novels, scenarios, sketches, and in connection therewith to undertake and carry out all or any of the functions, operations, services, or work ordinarily or which can conveniently be undertaken and carried out by persons engaged in such businesses, including the hire, leasing and relinquishing of artistes, singers, dancers, entertainers, directors, producers and other persons in connection with the theatrical and motion picture industries and radio and television shows and of playwrights, dramatists, writers of plots and other subjects for plays, cinematograph films, newspapers, or magazines; also in connection with historical, topical and all kinds of other education, scientific, and other film subjects; and generally to advise and trade in all respects and license and sub-license or be licensed or sub-licensed as agents, theatrical agents, cinematograph agents, producers, performers, exploiters, organisers, proprietors and exhibitors of plays, operas, concerts, sketches and motion pictures, photoplays and films, and



productions of all kinds and description in every medium and form, and to acquire, purchase, sell, hire, or be interested in and to dispose of copy-rights.

- (B) To carry on either alone or with others all or any of the businesses of producers, managers, presenters and performers of bands and orchestras and musical combinations of every nature or sort in every medium and form whatever now known or hereafter devised and as proprietors, lessees, licensees or managers of cinemas, theatres, musical halls and all places of amusement, recreation or entertainment, and in particular either alone or with others to provide for the production, representation and performance of motion pictures, stage plays, operas, operettas, revues, burlesques, vaudevilles, ballets, pantomimes, spectacular pieces, masques, recitals, promenade and other concerts, and other theatrical, musical, variety and dramatic performances and entertainments, circus and exhibitions of art of every description. To carry on the business of proprietors and managers of cinematograph houses and to provide for the representation and exhibition of cinematograph and television films and entertainments and generally to transact any business in connection therewith, and to permit the Company's premises to be used for such other purposes as may seem expedient.
- (C) To employ persons to write, compose, invest, adapt or arrange plays, cinematograph, moving picture and television plays, sketches, songs, music and dances, and any other theatrical, musical or variety compositions, and to enter into agreements with authors, composers and lyric writers or other persons for the dramatic or other rights of operas, stage plays, operettas, revues, burlesques, vaudevilles, ballets, pantomimes, spectacular pieces, musical compositions, cinematograph and moving picture plays, scenarios, and other musical and dramatic performances and entertainments or for the representation thereof and to enter into engagements of all kinds with artistes and other persons.
- (D) To engage, provide and employ, or to act as agents in the engaging, providing and employing of artistes, actors, singers, dancers, and acrobats, variety performers, lecturers, operators, instructors or entertainers, and to enter into contracts with any artistes, persons or companies (either theatrical, cinematograph, television or otherwise) for the production and representation of scenarios, stage plays, film plays, television plays, operas, burlesques, vaudevilles, pantomimes, ballets,

concerts, exhibitions, variety entertainments, performances and amusements of any kind.

- (E) To manufacture and deal in cameras, film plates, negatives, apparatus and material of all kinds for photography, television and broadcasting, and to carry on the business of photographers, photographic printers and publishers, stationers, dealers in fancy goods, gramophones, gramophone records, radios and ancillary equipment and apparatus and to organise and arrange scenic and dramatic incidents for cinematographic or ordinary photographic reproduction or reproduction of transmission by means of television or radio, and take, produce, reproduce or publish or transmit cinematograph or other pictures and sounds of such incidents, natural objects, scenes or events in any part of the world.
- (F) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (G) To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (H) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any

company of or in which this Company is a member or is otherwise interested.

- (J) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (K) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.
- (L) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (N) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (O) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation,

or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (P) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (Q) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company; to carry on any other business of any description, the carrying on of which shall, in the opinion of the Directors, be advantageous to the Company.
- (R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (S) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interest in any other company or corporation.
- (T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees,

6.

contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

- (V) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the interpretation of this clause the powers conferred on the Company by any paragraph shall not be restricted by reference to any other paragraph, or to the name of the Company or by the juxtaposition of two or more objects or by any marginal note or heading and that, in the event of any ambiguity, this clause and every paragraph thereof shall be construed in such a way as to widen, and not to restrict, the powers of the Company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100, divided into 100 Shares of £1 each.

WE, the several persons whose Names, Addresses and Descriptions 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.	No. of Shares taken by each Subscriber.
<p><i>B B Chambers</i></p> <p>BERNARD BASIL CHAMBERS, 6 CHAUCER AVENUE, WEYBRIDGE, SURREY, CHARTERED ACCOUNTANT</p> <p><i>M A Brown.</i></p> <p>MARGARET ALEXANDRA GREENTWOOD BROWN 23 ALBEMARLE STREET LONDON. W.1 MARRIED WOMAN</p>	<p>TWO</p> <p>TWO</p>
TOTAL SHARES TAKEN.	FOUR

Dated this 28TH day of APRIL 1967

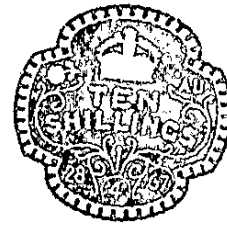
Witness to the above Signatures :-

K.R. Batchelor
KATHLEEN ROSEMARY BATCHELDOR,
11 FINERAN COURT,
ST. JOHN'S HILL,
LONDON, S.W.11.

187-
28/4
The Companies Act, 1948

906978 4

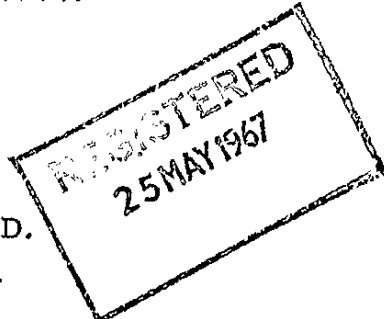
COMPANY LIMITED BY SHARES



Articles of Association

OF

APPLE MUSIC LIMITED.



1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.
2. Regulations 24, 53 and 88 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") and regulation 5 of Part II of Table A shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and regulations 2, 3, 4, and 6 of Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.
3. The shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.
4. The Company in General Meeting may direct that any original Shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members or to any class of members. If any such direction is given, such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company, and the Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the

same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

5. In regulation 11 of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Part I of Table A shall be modified accordingly.

7. The proviso to regulation 32 of Part I of Table A shall be omitted.

8. The first Secretary of the Company shall be Bernard Basil Chambers.

9. Until the Company in General Meeting shall otherwise determine, the number of the Directors shall not be less than two. The names of the first Directors shall be determined in writing by the Subscribers to the Memorandum of Association.

10. The proviso to regulation 79 of Part I of Table A shall be omitted.

11. The Company shall not be subject to section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

12. The office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

13. (a) Any Director may nominate any person approved by the Board and the Board shall appoint any person so

nominated and approved, whether or not he is a member of the Board, to be an alternate Director, 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 nominating him, to attend and vote thereat accordingly, but he shall ipso facto vacate office if and when the Director nominating him vacates office as Director, or requests the Board to remove the alternate Director from office, and any nomination or request under this clause shall be by instrument in writing, addressed to the Company under the hand of the Director making the same.

(b) Any Member of the Board appointed as an alternate Director shall at any meeting of Directors which he attends while he holds office as an alternate Director and at which the Director, whose alternate he is, is not present be entitled to one vote in his own capacity as a Director and one further vote as such alternate Director.

(c) Every person acting as an alternate Director shall be deemed to be an officer of the Company and he shall not be deemed to be the agent of the Director nominating him. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director nominating him and shall consist of such portion of the last mentioned remuneration as shall be agreed between the alternate Director and the Director nominating him.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

B B Chambers

BERNARD BASIL CHAMBERS,
6 CHAUCER AVENUE,
WEYBRIDGE,
SURREY.
CHARTERED ACCOUNTANT

MAG Brown.

MARGARET ALEXANDRA GREATWOOD BROWN
23 ALBEMARLE STREET
LONDON W.1

MARRIED WOMAN

Dated this 28TH day of APRIL 1967

Witness to the above Signatures :-

K. R. Batchelor
KATHLEEN ROSEMARY BATCHELDOR,
11 FINERAN COURT,
ST. JOHN'S HILL,
LONDON, S.W.11.

DUPLICATE FOR THE FILE.

No. 906978



Certificate of Incorporation

I Hereby Certify that

APPLE MUSIC LIMITED

is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Twenty-fifth day of May
One Thousand Nine Hundred and Sixty Seven.

L.S. Whisfield.
Assistant Registrar of Companies.

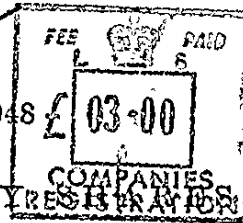
Certificate
received by }

Date **P** 25 MAY 1967

Number of
Company

906978

1053/78/100



COMPANY LIMITED BY RESOLUTION

Special Resolution

(Pursuant to s. 141 (2))

OF

APPLE MUSIC

LIMITED

Passed 17th November, 1967.



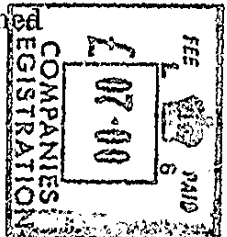
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

- 23 Albemarle Street
- London, W.1

on the 17th day of November, 1967, the subject of the Special Resolution was duly passed, viz. :—

RESOLUTION

That the name of the company be and it is hereby changed from Apple Music Limited to The Beatles Limited



The Special Resolution must be printed in this space, and be affixed to or written on it, except in the case of an exempt private company when it may be typed. See s. 143 (1) and Note overleaf.

Signature

Chairman

To be signed
by the Chair-
man, a Direc-
tor or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

Section 143 of the Companies Act, 1948, provides (*inter alia*) as follows:—

(1) A printed copy of every resolution or agreement to which this section applies shall, within fifteen days after the passing or making thereof, be forwarded to the registrar of companies and recorded by him :

Provided that an exempt private company need not forward a printed copy of any such resolution or agreement if instead it forwards to the registrar of companies a copy in some other form approved by him.

* * * * *

(4) This section shall apply to—

- (a) special resolutions ;
- (b) extraordinary resolutions ;
- (c) resolutions which have been agreed to by all the members of a company, but which, if not so agreed to, would not have been effective for their purpose unless, as the case may be, they had been passed as special resolutions or as extraordinary resolutions ;
- (d) resolutions or agreements which have been agreed to by all the members of some class of shareholders but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members ;
- (e) resolutions requiring a company to be wound up voluntarily, passed under paragraph (a) of subsection (1) of section two hundred and seventy-eight of this Act.

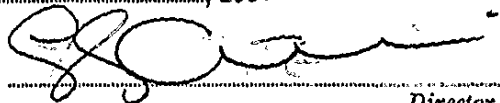
* * * * *

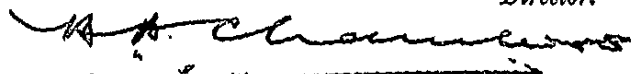
NOTE.—In the case of an exempt private company the Registrar of Companies under the proviso to s. 143 (1) will accept a typed top copy on durable paper, provided that there is on the file (e.g., on the last Annual Return) a certificate that the company is an exempt private company. If no such certificate is on the file, the certificate below should be completed.

CERTIFICATE

WE CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of section one hundred and twenty-nine of the Companies Act, 1948, are satisfied at the date of this certificate and have been satisfied at all times since* 25th May, 1967

Dated this.....20th.....day of.....November....., 1967


.....
Director.


.....
Secretary.

* NOTE.—Insert " 1st July, 1948 " (the date of the commencement of the Companies Act, 1948), or, if the company was registered after that date, the date on which it was registered, or, if the proviso to s. 129 (1) of the Companies Act, 1948, has effect, the time at which it was shown to the Board of Trade that the conditions mentioned in the certificate were satisfied.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 906978

Whereas

APPLE MUSIC LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1948,

on the 25TH MAY, 1967

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

THE BEATLES LIMITED

4TH DECEMBER, 1967.

Given under my hand at London the

Assistant Registrar of Companies

C.172

Company No.

906978

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THE COMPANIES ACTS 1948 TO 1967

mc

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

THE BEATLES LIMITED

Passed on October 29, 1971.

At an Extraordinary General Meeting of The Beatles Limited duly convened and held on October 29, 1971 the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

That the Articles of Association of the Company be amended by the insertion of the following new Article to be numbered 14 and the appropriate heading:-

'ROTATION OF DIRECTORS'

- 14 The Directors shall not be required to retire by rotation and all references to retirement of Directors by rotation in Regulations 89 to 97 inclusive of Table A Part I shall be deemed to be deleted. In Regulation 95 of Table A Part I the words from and including 'Any Director' shall be deemed to be deleted.

DATED THIS 29th day of October 1971.

T. P. Mellis

CHAIRMAN

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

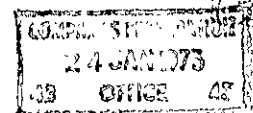
THE BEATLES LIMITED

Incorporated the 25th day of May, 1967

No. 906978

This document is filed in accordance with Section 9 of the European Communities Act 1972, and is hereby certified to be a true copy of the Company's Memorandum and Articles of Association.

Gerry Hoad
.....
Director



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

THE BEATLES LIMITED

1. The name of the Company is " THE BEATLES LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(A) To carry on business as music publishers, arrangers and dealers, producers, manufacturers, licensors, licensees, performers, agents, consultants, distributors, renters, printers, proprietors, contractors, exporters, importers, buyers, sellers, hirers, publishers, exhibitors and dealers in, and agents of, works of every nature or sort including (but without prejudice to the generality of the foregoing) cinematographic films, plays, dramas, comedies, operas, oratorios, pantomimes, revues, ballets, concerts, songs, novels, scenarios, sketches, and in connection therewith to undertake and carry out all or any of the functions, operations, services, or work ordinarily or which can conveniently be undertaken and carried out by persons engaged in such businesses, including the hire, leasing and relinquishing of artistes, singers, dancers, entertainers, directors, producers and other persons in connection with the theatrical and motion picture industries and radio and television shows and of playwrights, dramatists, writers of plots and other subjects for plays, cinematograph films, newspapers, or magazines; also in connection with historical, topical and all kinds of other education, scientific, and other film subjects; and generally to advise and trade in all respects and license and sub-license or be licensed or sub-licensed as agents, theatrical agents, cinematograph agents, producers, performers, exploiters, organisers, proprietors and exhibitors of plays, operas, concerts, sketches and motion pictures, photoplays and films, and

productions of all kinds and description in every medium and form, and to acquire, purchase, sell, hire, or be interested in and to dispose of copy-rights.

- (B) To carry on either alone or with others all or any of the businesses of producers, managers, presenters and performers of bands and orchestras and musical combinations of every nature or sort in every medium and form whatever now known or hereafter devised and as proprietors, lessees, licensees or managers of cinemas, theatres, musical halls and all places of amusement, recreation or entertainment, and in particular either alone or with others to provide for the production, representation and performance of motion pictures, stage plays, operas, operettas, revues, burlesques, vaudevilles, ballets, pantomimes, spectacular pieces, masques, recitals, promenade and other concerts, and other theatrical, musical, variety and dramatic performances and entertainments, circus and exhibitions of art of every description. To carry on the business of proprietors and managers of cinematograph houses and to provide for the representation and exhibition of cinematograph and television films and entertainments and generally to transact any business in connection therewith, and to permit the Company's premises to be used for such other purposes as may seem expedient.
- (C) To employ persons to write, compose, invest, adapt or arrange plays, cinematograph, moving picture and television plays, sketches, songs, music and dances, and any other theatrical, musical or variety compositions, and to enter into agreements with authors, composers and lyric writers or other persons for the dramatic or other rights of operas, stage plays, operettas, revues, burlesques, vaudevilles, ballets, pantomimes, spectacular pieces, musical compositions, cinematograph and moving picture plays, scenarios, and other musical and dramatic performances and entertainments or for the representation thereof and to enter into engagements of all kinds with artistes and other persons.
- (D) To engage, provide and employ, or to act as agents in the engaging, providing and employing of artistes, actors, singers, dancers, and acrobats, variety performers, lecturers, operators, instructors or entertainers, and to enter into contracts with any artistes, persons or companies (either theatrical, cinematograph, television or otherwise) for the production and representation of scenarios, stage plays, film plays, television plays, operas, burlesques, vaudevilles, pantomimes, ballets,

concerts, exhibitions, variety entertainments, performances and amusements of any kind.

- (E) To manufacture and deal in cameras, film plates, negatives, apparatus and material of all kinds for photography, television and broadcasting, and to carry on the business of photographers, photographic printers and publishers, stationers, dealers in fancy goods, gramophones, gramophone records, radios and ancillary equipment and apparatus and to organise and arrange scenic and dramatic incidents for cinematographic or ordinary photographic reproduction or reproduction of transmission by means of television or radio, and take, produce, reproduce or publish or transmit cinematograph or other pictures and sounds of such incidents, natural objects, scenes or events in any part of the world.
- (F) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (G) To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (H) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any

company of or in which this Company is a member or is otherwise interested.

- (J) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (K) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.
- (L) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (N) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (O) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation,

or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (P) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (Q) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company; to carry on any other business of any description, the carrying on of which shall, in the opinion of the Directors, be advantageous to the Company.
- (R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (S) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interest in any other company or corporation.
- (T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (U) 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 conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

- (V) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the interpretation of this clause the powers conferred on the Company by any paragraph shall not be restricted by reference to any other paragraph, or to the name of the Company or by the juxtaposition of two or more objects or by any marginal note or heading and that, in the event of any ambiguity, this clause and every paragraph thereof shall be construed in such a way as to widen, and not to restrict, the powers of the Company.

4. The liability of the members is limited. ✓

5. The Share Capital of the Company is £100, divided into 100 Shares of £1 each.

WE, the several persons whose Names, Addresses and Descriptions 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.	No. of Shares taken by each Subscriber
<p>B. B. Chambers, Bernard Basil Chambers, 6, Chaucer Avenue, Weybridge, Surrey. Chartered Accountant.</p> <p>M. A. G. Brown, Margaret Alexandra Greatwood Brown, 23, Albemarle Street, London, W. 1. Married Woman.</p>	<p>Two</p> <p>Two</p>
TOTAL SHARES TAKEN.	Four

Dated this 28th day of April, 1967.

Witness to the above Signatures: -

K. R. Batchelder,
Kathleen Rosemary Batchelder,
11, Fineran Court,
St. John's Hill,
London, S.W. 11.

COMPANY LIMITED BY SHARES

Articles of Association

OF

THE BEATLES LIMITED

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.
2. Regulations 24, 53 and 88 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") and regulation 5 of Part II of Table A shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and regulations 2, 3, 4, and 6 of Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.
3. The shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.
4. The Company in General Meeting may direct that any original Shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members or to any class of members. If any such direction is given, such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company, and the Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the

same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

5. In regulation 11 of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Part I of Table A shall be modified accordingly.

7. The proviso to regulation 32 of Part I of Table A shall be omitted.

8. The first Secretary of the Company shall be Bernard Basil Chambers.

9. Until the Company in General Meeting shall otherwise determine, the number of the Directors shall not be less than two. The names of the first Directors shall be determined in writing by the Subscribers to the Memorandum of Association.

10. The proviso to regulation 79 of Part I of Table A shall be omitted.

11. The Company shall not be subject to section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

12. The office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

13. (a) Any Director may nominate any person approved by the Board and the Board shall appoint any person so

nominated and approved, whether or not he is a member of the Board, to be an alternate Director, 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 nominating him, to attend and vote thereat accordingly, but he shall ipso facto vacate office if and when the Director nominating him vacates office as Director, or requests the Board to remove the alternate Director from office, and any nomination or request under this clause shall be by instrument in writing, addressed to the Company under the hand of the Director making the same.

(b) Any Member of the Board appointed as an alternate Director shall at any meeting of Directors which he attends while he holds office as an alternate Director and at which the Director, whose alternate he is, is not present be entitled to one vote in his own capacity as a Director and one further vote as such alternate Director.

(c) Every person acting as an alternate Director shall be deemed to be an officer of the Company and he shall not be deemed to be the agent of the Director nominating him. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director nominating him and shall consist of such portion of the last mentioned remuneration as shall be agreed between the alternate Director and the Director nominating him.

14. The Directors shall not be required to retire by rotation and all references to retirement of Directors by rotation in Regulation 89 to 97 inclusive of Table A Part I shall be deemed to be deleted. In Regulation 95 of Table A Part I the words from and including 'Any Director' shall be deemed to be deleted.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

B. B. Chambers,
Bernard Basil Chambers,
6, Chaucer Avenue,
Weybridge,
Surrey.

Chartered Accountant.

M. A. G. Brown,
Margaret Alexandra Greatwood Brown,
23, Albemarle Street,
London, W.1.

Married Woman.

Dated this 28th day of April, 1967.

Witness to the above Signatures:-

K. R. Batchelor,
Kathleen Rosemary Batchelor,
11, Fineran Court,
St. John's Hill,
London, S.W.11.

G**COMPANIES FORM No. 244****244****Notice of claim to extension of
period allowed for laying and
delivering accounts — overseas
business or interests**

Please do not
write in this
margin

Pursuant to section 244 of the Companies Act 1985
as inserted by section 11 of the Companies Act 1989

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

Company number

906978

Name of company

* THE BEATLES LIMITED

* insert full name
of company

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending][which-ended-on]†

† delete as
appropriate

Day Month Year

3 1 1 2 1 9 9 1

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

for Standby Films
Ltd

Signed

[Signature]

Designation‡

Secretary

Date

1-10-91

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0 5 0 4 1 9 8 5

COMPANIES HOUSE

2 OCT 1991

Presentor's name address
telephone number and reference (if any):

For official use

D.E.B.

Post room

M

BB

ERNST & YOUNG
ROLLS HOUSE
7 ROLLS BUILDINGS
FETTER LANE
LONDON EC4A 1NH



COMPANIES FORM No. 244

**Notice of claim to extension of
period allowed for laying and
delivering accounts — oversea
business or interests**

244

Please do not
write in this
margin

Pursuant to section 244 of the Companies Act 1985
as inserted by section 11 of the Companies Act 1989

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

Company number

906978

Name of company

* THE BEATLES LIMITED

* Insert full name
of company

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending] [which ended on] †

† delete as
appropriate

Day Month Year

3 1 1 2 1 9 9 2

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

For Standby Films Limited

Signed

[Signature]

Designation ‡ Secretary

Date 21/10/1993

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0 5 0 4 1 9 8 5

Presenter's name address
telephone number and reference (if any):

ERNST & YOUNG

Rolls House
7 Rolls Buildings
Fetter Lane
London EC4A 3DF

For official use
D.E.B.

