

Company No: 00906978

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**THE BEATLES LIMITED**

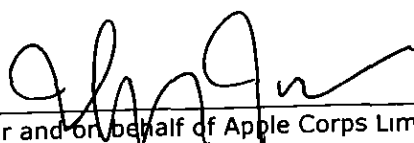
(the "Company")

Passed the 8th day of December 2015

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolutions, were entitled to vote on the resolution, the following resolution of the Company was duly passed

**SPECIAL RESOLUTION**

"1 **THAT**, the draft articles of association attached to this resolution be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company "

  
For and on behalf of Apple Corps Limited  
Company Secretary

Dated 8th December 2015



**The Companies Act 1948**  
**COMPANY LIMITED BY SHARES**  
**Articles of Association**  
**OF**  
**THE BEATLES LIMITED**  
**(company number: 00906978)**

- 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 The proviso to regulation 79 of Part I of Table A shall be omitted
- 10 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
- 11 (a) Unless and until otherwise determined by a special resolution of the Company in a general meeting the number of Directors shall be four provided that the number shall be

reduced to the extent that any shareholder or shareholders fail to exercise their rights to appoint directors as hereinafter mentioned

(b) The holder/s of the Shares numbered 1 – 25 inclusive shall have the right to appoint any person to be a Director of the Company and from time to time to remove any Director so appointed and to appoint another in their place or in the place of any Director so appointed who may die or retire or be removed by a resolution of the shareholders or vacate office for any reason, provided that the number of persons appointed under this provision holding office as Director shall not at any one time be more than one

(c) The holder/s of the Shares numbered 26 – 50 inclusive shall have the right to appoint any person to be a Director of the Company and from time to time to remove any Director so appointed and to appoint another in their place or in the place of any Director so appointed who may die or retire or be removed by a resolution of the shareholders or vacate office for any reason, provided that the number of persons appointed under this provision holding office as Director shall not at any one time be more than one

(d) The holder/s of the Shares numbered 51 – 75 inclusive shall have the right to appoint any person to be a Director of the Company and from time to time to remove any Director so appointed and to appoint another in their place or in the place of any Director so appointed who may die or retire or be removed by a resolution of the shareholders or vacate office for any reason, provided that the number of persons appointed under this provision holding office as Director shall not at any one time be more than one

(e) The holder/s of the Shares numbered 76 – 100 inclusive shall have the right to appoint any person to be a Director of the Company and from time to time to remove any Director so appointed and to appoint another in their place or in the place of any Director so appointed who may die or retire or be removed by a resolution of the shareholders or vacate office for any reason, provided that the number of persons appointed under this provision holding office as Director shall not at any one time be more than one

(f) Every appointment or removal of a Director under paragraphs (b), (c), (d) or (e) of this Article shall be effected by notice in writing signed by or on behalf of the shareholders making such appointment or removal and every such notice, together with the Power of Attorney, or other authority, if any, under which the same is signed or a notarially certified copy of such power or authority shall be left at or sent by post to the registered office of the Company and such notice shall take effect when it is received at the registered office of the Company

(g) Every Director shall hold office until he is either removed pursuant to paragraph (b), (c), (d) or (e) of this Article or by the Company in a general meeting or vacates his office or dies and except as provided in the Article no person shall be appointed as a Director it be declared for the avoidance of doubt that neither the Company in general meeting nor the Directors as such shall have any power to appoint any person as a Director

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