

No. of Company

COMPANIES
Form: NORA 31/11

THE COMPANIES ACT, 1948

REGISTERED
20 JUN 1963

COMPANIES
REGISTRATION

A 5/-
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) of the Companies Act 1948.

Name
of
Company

DJS
THE BEATLES Limited.

Presented by

Oscar A. Beuseldick,
St. Pauls Chambers,
19/23, Ladbroke Hill, W.C.4.

PRINTED BY S. D. & CO. LTD., W'STOW, E.17.

STAMLEY, DEAN & CO.
REGISTRATION OF COMPANIES
20 JUN 1963

I, DAVID JOHN SHIRLEY
of St. Pauls Chambers, 19/23, Ludgate Hill,
London, E. C. 4.

Do solemnly and sincerely declare that I am (a) a Solicitor
of the Supreme Court engaged in the formation

of
THE BEATLES 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 1, St. Andrews Hill,
London, E. C. 4.

the 22nd day of May,
one thousand nine hundred and sixty-three
before me.

J. J. Miles
(b) A Commissioner for Oaths.

- (a) "A Solicitor of the Supreme Court" (or in Scotland "an Enrolled Law Agent"
"engaged in the formation," or "A person named in the Articles of Association
"as a 'Director' or the 'Secretary'".
(b) or Notary Public or Justice of the Peace.

Redeclared at 1, St. Andrews Hill, London,
E. C. 4.
the 13th day of June one thousand nine
hundred and sixty-three before me

R. S. Wood
A Commissioner for Oaths.

NOTE. This Margin is reserved for binding, and must not be written across.

STATEMENT OF NOMINAL CAPITAL
OF

REGISTERED
20 JUN 1963

18V
CCP

[Signature] THE BEATLES LIMITED.

NOMINAL CAPITAL of the above-named Company is £ 100

Signature *[Signature]*

Description A Solicitor of the Supreme Court engaged in the formation of the Company

Date 22 May 1963

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

Presented for registration by *Stanley, Dean & Co. Ltd.*
Oscar A. Beüselinck,

St. Pauls Chambers,
19/23, Ludgate Hill,
London, E.C. 4.

Stamps LCS 303.

COMPANIES REGISTRATION
24 MAY 1963



764797 / 3



CR

COMPANY LIMITED BY SHARES

CP 33215

Mem. of Assn.

Memorandum of Association

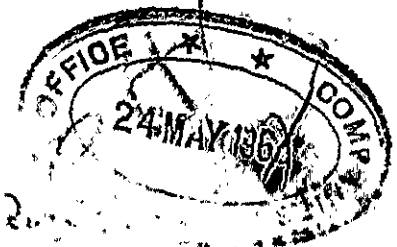
OF

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:—
 - (1) To carry on business as music publishers, printers, copyists, engravers, arrangers and dealers, newspaper, journal and magazine publishers and proprietors, printers, publishers, booksellers, lithographers, stereotypers, stationers, refreshment caterers, engineers, electricians, cabinet makers and woodworkers, fancy goods dealers, and general storekeepers.

Handwritten signature

Faint circular stamp on the bottom left.



- (2) To conduct and carry on, in all their respective branches, the businesses of 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) cinematograph 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 educational, 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 copyrights.
- (3) 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 throughout the world of both silent and talking cinematograph and television films and entertainments as now shown or given or by means now or hereafter to become known, 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.

- (4) To employ persons to write, compose, invest, adapt or arrange plays, cinematograph, moving picture and television plays (whether silent or talking), 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 in the United Kingdom and all other parts of the world, and to enter into engagements of all kinds with artistes and other persons.
- (5) 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.
- (6) To manufacture and deal in cameras, film plates, negatives, apparatus and material of all kinds for cinematograph or general photography or television, broadcasting, gramophone, acoustic and sound-producing films, wireless apparatus of all kinds, and to carry on the business of photographers and photographic printers and publishers in all branches, and to organise and arrange scenic and dramatic incidents for cinematograph 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.
- (7) To carry on any other manufacture, business or trade which can or may be advantageously carried on in conjunction with the before mentioned trades or businesses or which may be calculated directly or indirectly to enhance the value of the Company's undertaking or property.

- (8) To purchase, hire, lease, take in exchange or on partition or otherwise acquire, construct, lay out, improve, erect, demolish and reconstruct, work, maintain, farm and develop any lands, factories, offices, shops, halls or places of recreation or other buildings, sports grounds, railways, wharves, docks, mines, minerals, roads, sewers, waterways or other easements or any rights or interests in relation thereto or any plant, machinery, stock-in-trade or any other real or personal property of any kind whatsoever or to co-operate with any other person or persons, firm or company in any of the matters aforesaid.
- (9) To purchase, apply for, or otherwise acquire, maintain, renew, develop, finance and otherwise exploit any patents or patent rights, licences, copyright options or other exclusive rights in relation to any invention or other work in any country whatsoever and to expend moneys of the Company in testing, experimenting upon or improving any such invention or work.
- (10) To purchase or otherwise acquire any business or businesses which the Company is authorised to carry on together with goodwill, premises, stock-in-trade, book debts and other assets and whether as a going concern or otherwise and whether subject or not to any liabilities affecting the same.
- (11) To enter into agreements by way of amalgamation, partnership, sharing of profits or as to scope or area of operations restricting competition or mutual assistance or otherwise with any person, firm, company or group of persons, firms or companies carrying on or interested in any businesses hereby authorised or having objects wholly or in part similar to those of the Company.
- (12) To sell, exchange, let on lease or on hire or otherwise dispose of or grant any licence or privilege in respect of all or any part of the undertaking of the Company as a going concern or otherwise and any property and assets of the Company on such terms and subject or not to any restrictions and conditions and for any consideration whether payable in cash or wholly or in part by fully or partly paid shares, stock, debentures or debenture stock or other securities or obligations of any other company or otherwise.
- (13) To borrow or raise money in any currency and to give security for the repayment thereof by the issue of debentures, debenture stock, mortgages, bonds or other instruments with or without a floating or fixed charge on the undertaking or all or any of the assets of the

Company including its uncalled capital and generally on such terms and conditions as to redemption or otherwise as the Company may deem fitting.

- (14) To draw, accept, indorse, make, discount and negotiate bills of exchange, cheques, promissory notes, bills of lading, debentures, warrants and every description of transferable or negotiable instrument.
- (15) To pay for any property acquired by or services rendered to the Company in cash or by the issue either as fully or partly paid up of shares (whether with preferential, ordinary or deferred rights or otherwise) stock, debentures or debenture stock of the Company or by means of such other consideration as the Company may deem fit.
- (16) To invest or otherwise apply any moneys of the Company in such manner as may be thought desirable and to change any investments.
- (17) To lend money or give credit to any persons, firms, companies or corporations, including customers and others and to enter into and give guarantees for the due performance by any persons, firms, companies or corporations of his or their obligations and in either case with or without security.
- (18) To apply for or promote any Act of the Imperial Parliament or any Charter, provisional order or license or other privilege of or from the Imperial Government or any department thereof or any local authority or the legislature government or other authority of any British Dominion, Colony or dependency or any foreign country or to oppose any act, charter, order or proceeding which the Company may deem prejudicial to its interests.
- (19) To subscribe for, underwrite, purchase, take and hold any shares, stocks, debentures, debenture stock or other securities of and in any company or corporation having objects similar or ancillary to the objects of the Company or to promote, float or finance any such company or corporation or to join with others in so doing.
- (20) To apply for or accept from any Government or authority or corporation any contract, right, concession, charter or privilege and to work and develop the same and to agree to any modifications thereof from time to time.
- (21) To act as or to employ agents, trustees or brokers.

- (22) To distribute among the members of the Company any of the assets of the Company or any shares, stocks or securities or property of which the Company shall have power to dispose.
- (23) To pay any person or company for services rendered in disposing of any shares, stocks or debentures, to pay any expenses incurred in or incidental to the promotion, formation or incorporation of the Company and to procure the Company to be registered or recognised in any other Country or place either within the British Empire or elsewhere.
- (24) To make donations to such persons and to subscribe to and support all kinds of associations which the Directors may decide to be calculated to benefit the Company or its trade or business or to benefit past, present or future employees of the Company (including any Director holding a salaried employment or office in the Company) or their dependents or connections: and to provide pensions and sick benefits and allowances for past and present employees of the Company (including any such Director as aforesaid) and their dependents or connections and to do all things mentioned in the proviso to the Companies Act 1948 Section 54 Sub-Section 1.
- (25) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and Ex-Directors of the Company or their dependents or connections.
- (26) To do all such things as may be incidental or conducive to the attainment of the above objects or any of them.
- (27) The objects specified in each paragraph of this clause shall unless otherwise expressed be independent main objects and shall not be limited or restricted by reference to or inference from the terms of any other paragraph.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each with power to the Company to increase or reduce the said capital and to issue any part of its capital, original or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the power hereinbefore contained.

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.	Number of shares taken by each subscriber.
<p>Don A Besselink (OSCAR ALBERT BEUSELINCK) 19 Ludgate Hill E.C.4 L. Doctor</p>	<p>50 Fifty</p>
<p>W. T. Strach (WALTER THOMAS STRACH) 23, Albemarle Street, London, W.1. Accountant</p>	<p>50 fifty</p>

DATED THE 22nd DAY OF MAY, 1963

Witness to the above signatures

W. T. Strach

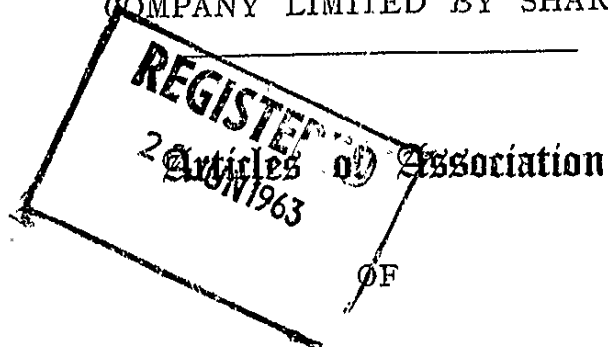
19, Ludgate Hill

E.C.4.

Director's clerk.

The Companies Act, 1948.

COMPANY LIMITED BY SHARES



THE BEATLES LIMITED.

PRELIMINARY

1. The regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (including those regulations contained in Part I thereof as under the provisions of the said Part II are applicable to a Private Company) shall apply to the Company so far as the same are not excluded or varied hereby. The following clauses of the said Table A (hereinafter called "Table A") shall not apply to the Company viz.:—Clauses 24, 53, 75, 79, 84 (2), 84 (4), 89, 90, 91 and 92 of Part I thereof and Clause 3 of Part II thereof.

2. The Company is a private Company within the meaning of Section 28 of the Act.

3. Subject to the provisions of the next succeeding Article as regards new shares created on an increase of capital, the shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and at such times as they may think most beneficial to the Company.

4. Subject to any direction to the contrary that may be given by the Company in General Meeting, all shares (other than the shares in the original capital of the Company) which it is determined to issue shall in the first instance be offered to the members in proportion (as nearly as may be) to the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on the receipt of an intimation

from the member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company.

5. The original share capital of the Company is £100 divided into 100 Shares of £1 each.

6. The lien conferred by Clause 11 of Part I of Table A shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or shall be one of several joint holders. Clause 11 of Part I of Table A shall be varied accordingly.

RESTRICTION ON THE RIGHT OF TRANSFER OF SHARES

7. The Directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share (whether or not it is a fully paid share) to any person who is not already a member of the Company.

8. Any Member of the Company who wishes to dispose of his Shares in the Company shall first offer them to the existing Members of the Company, who shall have the option to purchase them in the same proportions as their several holdings of Shares in the Company.

DEMAND FOR A POLL

9. Any one member present in person or by proxy at a General Meeting may demand a poll.

DIRECTORS

10. The number of the directors and the names of the first directors shall be determined in writing by the subscribers to the Memorandum of Association or a majority of them.

11. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining the age of 70 years or any other age.

12. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

13. A Director notwithstanding his interest but subject to his complying with Section 199 of the Act, shall be entitled to vote in respect of any contract, matter or arrangement in which he is interested, or of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof, and may be counted in the quorum at any meeting at which any such matter is considered.

14. A Director may hold any other office or place of profit in the Company except that of Auditor and, in the case of a sole Director, that of Secretary, upon such terms as may be arranged by the Board under and in accordance with Clause 84 (3) of Part I of Table A.

ALTERNATE DIRECTORS

15. (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 alternate Director in the place of such 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 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.

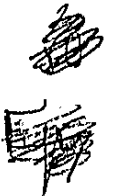
(c) Every person acting as an alternate Director shall be deemed to be an officer of the Company and he shall not be deemed to be the agent of the Director nominating him. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director nominating him and shall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

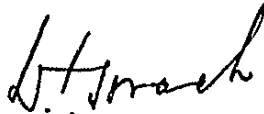
SECRETARY


16. The Directors shall comply with Section 177 of the Act, and shall from time to time appoint such person or persons as they shall deem proper to be Secretary of the Company and the provisions of Clauses 110 and 111 of Part I of Table A shall apply to every such appointment.

Names, Addresses and Descriptions of Subscribers.


~~FOSCA ALBERT BESSELINCK~~
19 Ludgate Hill
E.C.4
Solicitor




(WALTER THOMAS STRACH)
23, Albemarle Street
London, W.1.
Accountant



Dated the 22nd day of MAY, 1963.

Witness to the above Signatures:---

W. T. Stockler
19, Ludgate Hill
E. C. 4,
Solicitor's clerk.

3
DUPLICATE FOR THE FILE.

No. 764797



Certificate of Incorporation

I Hereby Certify that

THE BEALES LIMITED

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

Given under my hand at London this TWENTIETH DAY OF JUNE
ONE THOUSAND NINE HUNDRED AND SIXTY THREE.

L.S. Whitfield.

Assistant Registrar of Companies.

Certificate
received by

Beales R. Stanley, Bees & Co. Ltd

Date *20/6/63*