

Merlin Entertainments plc (the "Company")

Company Number 08700412

Resolutions passed on 19 May 2016

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At the Annual General Meeting of the Company duly convened and held on 19 May 2016 at Safari Hotel, Chessington World of Adventures, Leatherhead Road, Chessington, Surrey, KT9 2NE the following resolutions were duly passed - Resolutions 16 as Ordinary Resolutions and Resolutions 17 and 18 as Special Resolutions

ORDINARY RESOLUTIONS

RESOLUTION 16

That the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares ("Rights").

(a) up to an aggregate nominal amount (within the meaning of section 551 of the Act) of £3,379,359.58 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum), and

(b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £6,758,719 17 (such amount to be reduced by any allotments or grants made under (a) above) in connection with or pursuant to an offer by way of a rights issue in favour of holders of Ordinary Shares in proportion (as nearly as practicable) to the respective number of Ordinary Shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under any applicable laws or regulations or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever;

these authorisations to expire at the conclusion of the Company's Annual General Meeting in 2017 (or, if earlier, on 30 June 2017), save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or Rights to be granted, after such expiry and the Directors may allot shares, or grant Rights, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired.

SPECIAL RESOLUTIONS

RESOLUTION 17

That, subject to the passing of Resolution 16 above, the Directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 (the "Act") to:

(a) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by that Resolution; and

(b) sell Ordinary Shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash,

as if section 561 of the Act did not apply to any such allotment or sale, provided that this

power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

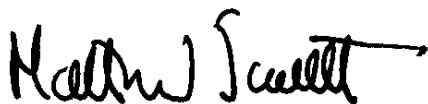
(i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under Resolution 14(b), by way of a rights issue only) in favour of holders of Ordinary Shares in proportion (as nearly as practicable) to the respective number of Ordinary Shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under any applicable laws or regulations (or the requirements of any regulatory body in any territory or any other matter whatsoever); and

(ii) in the case of the authorisation granted under Resolution 14(a) above (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (i) of this Resolution, up to an aggregate nominal amount of £1,013,909 27,

and shall expire at the conclusion of the Company's Annual General Meeting in 2017 (or, if earlier, on 30 June 2017), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

RESOLUTION 18

That a General Meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.



Matthew Jowett
Company Secretary