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THE COMPANIES ACT 2006

PUBLIC LISTED COMPANY

MERLIN ENTERTAINMENTS PLC

TUESDAY



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05/11/2013

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COMPANIES HOUSE

At a general meeting of Merlin Entertainments plc duly convened and held on 30 October 2013, the following resolutions were passed of which resolutions 1 to 5 were passed as ordinary resolutions and 6 to 12 were passed as special resolutions

ORDINARY RESOLUTIONS

1. THAT, subject to the passing of resolution 2, 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 up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £10,000,000 ordinary shares of £0.01 each in connection with the capitalisation authorised by resolution 2. This authority is to expire on the earlier of (i) admission of all the issued ordinary shares of £0.01 each in the capital of the Company to listing on the premium segment of the Official List of the Financial Conduct Authority ("FCA") and to trading on the London Stock Exchange plc's main market for listed securities, in accordance with, respectively, the Listing Rules of the FCA and the Admission and Disclosure Standards of the London Stock Exchange plc, and (ii) 11.59 p.m. on 31 March 2014.
2. THAT, conditional on the directors resolving to approve Admission, immediately before Admission the directors be authorised (in their sole discretion) to capitalise any part of the amount for the time being standing to the credit of the Company's merger reserve account at the time of such capitalisation, and to appropriate up to such sum to the holders of ordinary shares of £0.01 each in the capital of the Company on the register of members of the Company immediately before Admission, and to apply such sum on their behalf in paying up in full at a premium (such premium amount to be determined by the directors in their sole discretion) such number of ordinary shares of £0.01 each as the directors shall determine in their sole discretion and to allot and distribute such shares to such holders pro rata and that such shares shall rank for all purposes pari passu with the existing issued ordinary shares of £0.01 but so that no such member shall be entitled to a fraction of a share (and to the extent any fractions of shares would become distributable, the directors shall have full power to make such provision as they think fit in respect of such fractions taking into account the wider interests of the Company) and to authorise the directors to take all such other steps as they may deem necessary or desirable to implement such capitalisation. This authority is to expire on the earlier of (i) Admission, and (ii) 11.59 p.m. on 31 March 2014. For the purposes of this resolution 2, "Admission" shall mean admission of all the issued ordinary shares of £0.01 each in the capital of the Company to listing on the premium segment of the Official List of the Financial Conduct Authority ("FCA") and to trading on the London Stock Exchange plc's main market for listed securities, in accordance with, respectively, the Listing Rules of the FCA and the Admission and Disclosure Standards of the London Stock Exchange plc.
3. THAT, in addition to all other authorities under section 551 of the Companies Act 2006 (the "Act"), the directors be generally and unconditionally authorised, for the purposes of section 551 of the Act, to exercise all the powers of the Company to allot up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £1,367,700 A1 preferred ordinary shares, A2 preferred ordinary shares, A3 preferred ordinary shares, A4 preferred ordinary shares and A5 preferred ordinary shares, in each case of £0.01 each and with the rights and being subject to the restrictions set out in the articles of association of the Company in force at the time of such allotment, and up to an aggregate nominal amount of up to £200,000 B1 ordinary shares, B2 ordinary shares, B3

ordinary shares, B4 ordinary shares and B5 ordinary shares, in each case of £0.01 each and with the rights and being subject to the restrictions set out in the articles of association of the Company in force at the time of such allotment, in connection with the purchase by the Company of the entire issued share capital of Merlin Entertainments S à r.l, this authority to expire on the earlier of. (i) admission of all the issued ordinary shares of £0.01 each in the capital of the Company to listing on the premium segment of the Official List of the Financial Conduct Authority ("**FCA**") and to trading on the London Stock Exchange plc's main market for listed securities, in accordance with, respectively, the Listing Rules of the FCA and the Admission and Disclosure Standards of the London Stock Exchange plc, and (ii) 11.59 p.m. on 31 March 2014

- 4 THAT, in addition to all other authorities under section 551 of the Companies Act 2006 (the "**Act**"), the directors be generally and unconditionally authorised, for the purposes of section 551 of 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 up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of.

- (a) £714,286 in connection with the proposed initial public offering (the "**Offer**") of ordinary shares of £0.01 each in the capital of the Company ("**Ordinary Shares**"), and
- (b) £2,858 in connection the proposed issue of Ordinary Shares to Charles Gurassa, Miguel Ko, Ken Hydon and Fru Hazlitt in connection with the Offer,

these authorisations to expire on 11.59 p.m. on 31 March 2014, 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 to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired

- 5 THAT, conditional on and following admission of all the issued ordinary shares of £0.01 each in the capital of the Company to listing on the premium segment of the Official List of the Financial Conduct Authority ("**FCA**") and to trading on the London Stock Exchange plc's main market for listed securities, in accordance with, respectively, the Listing Rules of the FCA and the Admission and Disclosure Standards of the London Stock Exchange plc ("**Admission**"), 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

- (a) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £3,405,715 (such amount to be reduced by the nominal amount allotted or granted under resolution 5(b) 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 £6,811,429 (such amount to be reduced by any allotments or grants made under resolution 5(a)) 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 the laws of, 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 first Annual General Meeting of the Company or, if earlier, on 31 October 2014, 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 to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired. Immediately following Admission, this authority shall be in substitution for, and shall replace, any existing authority pursuant to the said section 551 of the Act to the extent not utilised at the time and date this resolution becomes effective.

SPECIAL RESOLUTIONS

6. THAT, conditional on the allotment and issue by the Company of A1 preferred ordinary shares, A2 preferred ordinary shares, A3 preferred ordinary shares, A4 preferred ordinary shares, A5 preferred ordinary shares, B1 ordinary shares, B2 ordinary shares, B3 ordinary shares, B4 ordinary shares and B5 ordinary shares, in each case of £0.01 each in the capital of the Company, in connection with the acquisition of Merlin Entertainments S à r l , immediately before the adoption of new articles of association of the Company in accordance with resolution 11 the share capital of the Company be reorganised such that:
- (a) each of the then issued A1 preferred ordinary shares, A2 preferred ordinary shares, A3 preferred ordinary shares, A4 preferred ordinary shares and A5 preferred ordinary shares, in each case of £0.01 each in the capital of the Company, shall be converted into, and redesignated as, one ordinary share of £0.01 in the capital of the Company with rights and being subject to the restrictions set out in the articles of association of the Company in force at the time of such conversion and redesignation, and
 - (b) a number of each of the then issued B1 ordinary shares, B2 ordinary shares, B3 ordinary shares, B4 ordinary shares and B5 ordinary shares, in each case of £0.01 each in the capital of the Company, shall each be converted into, and redesignated as, one ordinary share of £0.01 each in the capital of the Company as determined in accordance with article 5.1(b) of the articles of association of the Company in force at the time of such conversion and redesignation and the remainder of such shares shall each be converted into, and redesignated as, one deferred share of £0.01 in the capital of the Company, in each case having the rights and being subject to the restrictions set out in the articles of association of the Company in force at the time of such conversion and redesignation,
- this authority to expire on the earlier of: (i) admission of all the issued ordinary shares of £0.01 each in the capital of the Company to listing on the premium segment of the Official List of the Financial Conduct Authority ("**FCA**") and to trading on the London Stock Exchange plc's main market for listed securities, in accordance with, respectively, the Listing Rules of the FCA and the Admission and Disclosure Standards of the London Stock Exchange plc, and (ii) 11.59 p.m. on 31 March 2014.
7. THAT, in addition to all other authorities under section 551 of the Companies Act 2006 (the "**Act**"), subject to the passing of resolution 4, the directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 (the "**Act**") to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by resolution 4 as if section 561 of the Act did not apply to any such allotment.
8. THAT, subject to the passing of resolution 5 and conditional on and following admission of all the issued ordinary shares of £0.01 each in the capital of the Company to listing on the premium segment of the Official List of the Financial Conduct Authority ("**FCA**") and to trading on the London Stock Exchange plc's main market for listed securities, in accordance with, respectively, the Listing Rules of the FCA and the Admission and

Disclosure Standards of the London Stock Exchange plc ("**Admission**"), 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 resolution 5, 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 5(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 the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever, and
- (ii) in the case of the authorisation granted under resolution 5(a) (or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £510,858,

and shall expire at the conclusion of the first Annual General Meeting of the Company or, if earlier, on 31 October 2014, 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. Immediately following Admission, this authority shall be in substitution for and shall replace any existing authority pursuant to the said sections 570(1) and 573 of the Act to the extent not utilised at the time and date this resolution becomes effective

9. THAT, conditional on and following admission of all the issued ordinary shares of £0.01 each in the capital of the Company to listing on the premium segment of the Official List of the Financial Conduct Authority ("**FCA**") and to trading on the London Stock Exchange plc's main market for listed securities, in accordance with, respectively, the Listing Rules of the FCA and the Admission and Disclosure Standards of the London Stock Exchange plc, the Company is generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "**Act**") to make market purchases (within the meaning of section 693(4) of the Act) of any of its ordinary shares of £0.01 each on such terms and in such manner as the directors may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes of its employee share schemes, provided that

- (a) the maximum number of ordinary shares which may be purchased is 102,171,429,

- (b) the minimum price that may be paid for each ordinary share is the nominal value of such share which amount shall be exclusive of expenses (if any),
 - (c) the maximum price (exclusive of expenses) that may be paid for each ordinary share is an amount equal to the higher of (i) 105 per cent of the average of the middle market quotations for the ordinary shares as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased, and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out, as stipulated by article 5(1) of the EU Buyback and Stabilisation Regulation 2003 (No 2273/2003),
 - (d) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the first Annual General Meeting of the Company or on 31 October 2014, whichever is the earlier; and
 - (e) the Company may, before this authority expires, make a contract to purchase ordinary shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.
10. THAT, conditional on admission of all the issued ordinary shares of £0.01 each in the capital of the Company to listing on the premium segment of the Official List of the Financial Conduct Authority ("FCA") and to trading on the London Stock Exchange plc's main market for listed securities, in accordance with, respectively, the Listing Rules of the FCA and the Admission and Disclosure Standards of the London Stock Exchange plc, the entire amount standing to the credit of the share premium account and capital redemption reserve of the Company as at 5 p.m. on the day immediately preceding the day on which the High Court of Justice of England and Wales makes an order confirming the reduction of capital set out in this resolution be cancelled
11. THAT, subject to the passing of resolution 6, immediately before the recapitalisation of the Company's merger reserve account in accordance with the authority conferred by resolution 2, the articles of association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the then existing articles of association.
12. THAT a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice



Colin Armstrong
Company Secretary

Presented by: Ashurst LLP
Broadwalk House
5 Appold Street
London EC2A 2HA
Tel. 020 7638 1111
Ref MJS/ME29 00083