

Company number: 04598949

MERLIN ENTERTAINMENTS DEVELOPMENTS LIMITED
("Company")

DIRECTORS' STATEMENT OF SOLVENCY
(for the purposes of section 642 of the Companies Act 2006)

It is proposed that the Company effects the following reduction of capital supported by a solvency statement pursuant to section 642 of the Companies Act 2006 ("**Proposed Reduction**"):

A reduction of the share capital of the Company from £5,354,001 divided into 5,354,001 ordinary shares of £1 each (all of which are fully paid up) to £1.0708002 divided into 5,354,001 ordinary shares of £0.0000002 by cancelling and extinguishing £0.9999998 of paid up capital on each ordinary share such that the nominal value of each ordinary share is reduced from £1 to £0.0000002.

We, the undersigned, being all the directors of the Company, make the following statements in relation to the Proposed Reduction for the purposes of section 642 of the Companies Act 2006:

1. we have each formed the opinion, as regards the Company's situation at the date of this statement, *that there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts; and*
2. it is intended to commence the winding up of the Company within 12 months of the date of this statement and we have each formed the opinion that the Company will be able to pay (or otherwise discharge) its debts in full within 12 months of the commencement of the winding up; and
3. in forming these opinions, we have each taken into account all of the Company's liabilities (including any contingent or prospective liabilities) as required by section 643(2) of the Companies Act 2006.

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WEDNESDAY



R8J4RHW9

RM 27/11/2019 #340
COMPANIES HOUSE

Made and signed on 26 November 2019 by each of the above named directors of the Company:

MATTHEW PAUL JOWETT:

) Signature

Matthew Jowett

FIONA JANE ROSE:

) Signature

Fiona Rose