

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**COPY WRITTEN RESOLUTIONS**  
**of**  
**MERLIN ENTERTAINMENTS DEVELOPMENTS LIMITED**  
**("Company")**

**PASSED ON 26 NOVEMBER 2019**

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed on 26 November 2019 as special and ordinary resolutions as indicated below:

**SPECIAL RESOLUTION**

1. **That**, pursuant to section 551 of the Act, the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot bonus shares in the Company up to an aggregate nominal amount of £4,954,000 ("**Shares**"), **provided that** (unless previously revoked, varied or renewed) this authority shall expire twelve months from the date that this resolution was passed.
2. **That**, subject to the passing of resolution 1 and pursuant to section 571 of the Companies Act 2006 ("**Act**"), section 561 of the Act does not apply to the allotment of Shares pursuant to the authority granted by resolution 1 up to an aggregate nominal amount of £4,954,000 to Merlin Entertainments Group Operations Limited ("**MEGOL**") as the proposed allotment of shares formed part of a series of transactions to bring the asset and liability position of the Company to zero such that the Company could be placed into liquidation.

This authority is in substitution for all existing authorities under section 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

**ORDINARY RESOLUTION**

3. **That**, subject to the passing of resolutions 1 and 2, the Directors be authorised, pursuant to regulation 110 of the Companies (Tables A to F) Regulations 1985 (Capitalisation of Profits), to capitalise £4,954,000 standing to the credit of Company's capital contribution reserve and capital reserve, in the amount of £600,000 and £4,354,000 respectively, for the purposes of paying up the Shares in full.

WEDNESDAY



\*R8J4RHVT\*

RM 27/11/2019 #338

COMPANIES HOUSE

Director