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THE COMPANIES ACTS 1985, 1985 AND 2006**PRIVATE COMPANY LIMITED BY SHARES****ARTICLES OF ASSOCIATION****OF****ACRAMAN (472) LIMITED**

SATURDAY

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COMPANIES HOUSE**TABLE A**

- 1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Table A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Table A to F) (Amendment) (No 2) Regulations 2007 and as otherwise amended at the date of adoption of these Articles) ("**Table A**") shall apply to the Company save in so far as they are excluded or varied hereby. No regulations (other than those contained in Table A) set out in any statute or statutory instrument concerning companies shall apply as regulations of the Company.

INTERPRETATION

- 2 In these Articles unless the context otherwise requires, "**the Act**" means the Companies Act 1985 unless otherwise stated, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

- 3 1 Shares which are comprised in the authorised share capital of the Company shall be under the control of the Directors who may (subject to Section 80 of the Act and to Article 3.5 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- 3 2 Any shares which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the

offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them, such further offer shall be made in like terms in the same manner and limited by a like period as the original offer.

- 3.3 Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this Article 3 shall have effect subject to Section 80 of the Act.
- 3.4 In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company
- 3.5 Subject to this Article and to any election which may have been made by the Company in accordance with Section 80A of the Act, the Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital authorised at any time or times during the period of five years from the date of adoption of these Articles. The Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting

LIEN

- 4 The lien conferred by Regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly

CALLS ON SHARES

- 5 The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment"

TRANSFERS OF SHARES

- 6 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 Regulation 24 of Table A shall not apply

PROCEEDINGS AT GENERAL MEETINGS

- 7.1 No business shall be transacted at any General Meeting unless a quorum is present Subject to Article 7.2 below, two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum
- 7.2 If and for so long as the Company has only one Member, that Member present in person or by proxy or if that Member is a corporation by a duly authorised representative shall be quorum
- 7.3 At any General Meeting a poll may be directed by the Chairman or demanded by any Member present in person or by proxy and Regulation 46 of Table A shall be varied accordingly
- 7.4 In the case of a corporation a resolution in writing may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative Regulation 53 of Table A shall be extended accordingly. Regulation 53 of Table A (as so extended) shall apply mutatis mutandis to resolutions in writing of any class of members of the Company
- 7.5 Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member present in person or by proxy (or being a corporation present by a duly authorised representative) shall have one vote, and on a poll every Member present in person or by proxy shall have one vote for each share of which he is the holder In any case where the same person is appointed proxy for more than one Member, he shall on a show of hands have as many votes as the number of Members for whom he is proxy Regulation 54 of Table A shall not apply

ALTERNATE DIRECTORS

- 8.1 Any Director (other than an Alternate Director) may appoint any person willing to act to be his alternate and may remove from office an Alternate Director so appointed. An Alternate Director may act as an alternate to represent more than one Director and shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present Regulation 65 of Table A shall not apply
- 8.2 An Alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but shall not be entitled to receive from the Company any fee in his capacity as an Alternate Director except only such part (if any) of the remuneration otherwise payable to the Director appointing him as such Director may by notice in writing to the Company from time to time direct and Regulation 66 of Table A shall be varied accordingly.

DELEGATION OF DIRECTORS' POWERS

- 9 In addition to the powers to delegate contained in Regulation 72 of Table A, the Directors may delegate any of their powers or discretions (including without prejudice to the generality of the foregoing all powers and discretions whose exercise involves or may involve the payment of remuneration to or the conferring of any other benefit on all or any of the Directors) to committees consisting of such person or persons (whether Directors or not) as they think fit. Insofar as any such power or discretion is delegated to a committee, any reference in these Articles to the exercise by the Directors of the power or discretion so delegated shall be read and construed as if it were a reference to the exercise thereof by such committee. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Regulation 72 of Table A shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 10 1 Regulation 64 of Table A shall not apply to the Company.
- 10 2 There shall be a maximum of three directors of the Company. The Directors of the Company shall be appointed by Merlin Entertainments Group Limited (company number 5022287). Any Director so appointed shall (subject to Regulation 81 of Table A and to the provisions of the Act as amended from time to time) hold office until he is removed pursuant to these Articles.

DISQUALIFICATION OF DIRECTORS

- 11 In addition to the circumstances set out in Regulation 81 of Table A, the office of Director shall be vacated if -
- a) the Director is required by all the other Directors to resign by notice in writing served upon him, or
 - b) if he shall be removed by Merlin Entertainments Group Limited (company number 5022287) by notice in writing addressed to the Company.

DIRECTORS' APPOINTMENTS AND INTERESTS

12. Subject to the provisions of these Articles and provided a Director shall have disclosed such interest in accordance with Regulation 85 of Table A, a Director shall be entitled to vote in respect of any transaction, contract, arrangement or agreement with the Company in which he is in any way, whether directly or indirectly, interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. For the purpose of this Article, an interest of a person who is, for any purpose of the Act, connected with a Director shall be treated as an interest of the Director and, in relation to an Alternate Director, an

interest of his appointor shall be treated as an interest of the Alternate Director without prejudice to any interest which the Alternate Director has otherwise Regulations 94 to 97 of Table A shall not apply

PROCEEDINGS OF DIRECTORS

- 13 1 All or any of the Directors or Alternate Directors or members of any committee of the Directors may participate in a meeting of the Directors or of that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chairman of the meeting is then present. The word "meeting" in these Articles shall be construed accordingly.
- 13 2 Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise or may receive such other benefits as the Directors may determine. Regulation 82 of Table A shall be extended accordingly

INDEMNITY

- 14 1 Every Director, other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act
- 14 2 The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act
- 14 3 Regulation 118 in Table A shall not apply to the Company.

"3 1 To undertake and perform the office and duties of trustee, custodian trustee, executor, administrator, attorney or nominee of or for any person, corporation, association, scheme, trust, government, state, local authority or other body either gratuitously or otherwise, to undertake and execute any trust or discretion, and the distribution amongst the beneficiaries, or other persons entitled to it, of any income, capital or annuity, and whether in money or specie, in furtherance of any discretion, obligation or permission, for the above purposes to hold, deal with, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease dispose of, or grant any right or interest in, over or upon any real or personal property of any kind, including contingent and reversionary interests in any property, and to undertake and carry on any business undertaking or transaction and to exercise any powers rights or privileges so obtained and to constitute or incorporate the Company in a foreign country or state and in the manner and for the purposes aforesaid to act solely or jointly with any other person, corporation or body "