

**THE COMPANIES ACT 2006**

**PUBLIC LISTED COMPANY**

**MERLIN ENTERTAINMENTS PLC**

At a general meeting of Merlin Entertainments plc duly convened and held on 24 October 2013 (the "**Meeting**"), the following resolution was passed as a special resolution

**SPECIAL RESOLUTIONS**

- 1 THAT the articles of association be amended by deleting article 20.3 in its entirety and inserting as a new article 20.3.

"For the purpose of determining the satisfaction of the Preferred Return on any A Ordinary Shares and the return on any A Ordinary Shares each Distribution shall (regardless of the currency in which it is actually paid) be deemed to be made in sterling, Euro and US dollars on the basis of the Currency Split and applying the average of the foreign exchange London closing mid-rates as published daily by the Financial Times for each of the three Business Days immediately preceding: (i) where the Distribution is otherwise than pursuant to a Listing, the Distribution; or (ii) where the Distribution is pursuant to a Listing, the date on which a final prospectus or other admission document is published in connection with the Listing or such other earlier date as the Subscribers may agree (the "**Prevailing Exchange Rate**") where necessary to achieve the Currency Split "

  
.....  
Secretary

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