

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

ashurst

☒ **What this form is for**
You may use this form to give notice
of consolidation, sub-division,
redemption of shares or
re-conversion of stock into shares

☐ **What this form is NOT for**
You cannot use this form to
give notice of a conversion of
stock

WEDNESDAY



A09 20/11/2013 #321
COMPANIES HOUSE

1 Company details

Company number 8 7 0 0 4 1 2

Company name in full Merlin Entertainments plc

→ **Filing in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Date of resolution

Date of resolution d1 d2 m1 m1 y2 y0 y1 y3

3 Consolidation

Please show the amendments to each class of share

Class of shares (E g Ordinary/Preference etc)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

4 Sub-division

Please show the amendments to each class of share

Class of shares (E g Ordinary/Preference etc)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

5 Redemption

Please show the class number and nominal value of shares that have been redeemed
Only redeemable shares can be redeemed

Class of shares (E g Ordinary/Preference etc)	Number of issued shares	Nominal value of each share
Redeemable	1	50,000 00

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6 Re-conversion			
Please show the class number and nominal value of shares following re-conversion from stock			
New share structure			
Value of stock	Class of shares (E g Ordinary/Preference etc)	Number of issued shares	Nominal value of each share

Statement of capital

Section 7 (also Section 8 and Section 9 if appropriate) should reflect the company's issued capital following the changes made in this form

7 Statement of capital (Share capital in pound sterling (£))				
Please complete the table below to show each share classes held in pound sterling If all your issued capital is in sterling, only complete Section 7 and then go to Section 10.				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
A1 Ordinary	0 01	0 00	1	£ 0 01
A1 Ordinary	0 00	0 00	27353409	£ 273,534 09
A2 Ordinary	0.00	0 00	27353410	£ 273,534 10
A3 Ordinary	0 00	0 00	27353410	£ 273,534.10
Totals			See cont page	£ see cont page

8 Statement of capital (Share capital in other currencies)				
Please complete the table below to show any class of shares held in other currencies Please complete a separate table for each currency				
Currency				
Class of shares (E g Ordinary / Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

① Including both the nominal value and any share premium

③ Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class

Continuation pages
Please use a Statement of Capital continuation page if necessary

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Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital	1 Total aggregate nominal value Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc
Total number of shares	156767050	
Total aggregate nominal value 1	£1,567,670 50	

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Statement of capital (Prescribed particulars of rights attached to shares) **2**

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 7 and Section 8	2 Prescribed particulars of rights attached to shares The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share Please use a Statement of capital continuation page if necessary
Class of share	A1 Ordinary Shares	
Prescribed particulars	The A1 Ordinary Shares have attached to them full voting rights They have distribution rights in amounts of income or capital (including on winding up) available for distribution in the following order (a) up to the aggregate Preferred Return (an amount equal to a yield on each currency component of the issue price of each A Ordinary Share at 8% per annum) pro rata to the issue price of the A Ordinary Shares, (b) up to the aggregate issue price pro rata and then (c) 87.2% of the remainder of the distribution pari passu with the 12 8% to be distributed to the B Ordinary Shareholders as if the A and B Ordinary Shares were one class of share They do not offer any rights of redemption	
Class of share	A2 Ordinary Shares	
Prescribed particulars	The A2 Ordinary Shares have attached to them full voting rights They have distribution rights in amounts of income or capital (including on winding up) available for distribution in the following order. (a) up to the aggregate Preferred Return (an amount equal to a yield on each currency component of the issue price of each A Ordinary Share at 8% per annum) pro rata to the issue price of the A Ordinary Shares, (b) up to the aggregate issue price pro rata and then (c) 87.2% of the remainder of the distribution pari passu with the 12 8% to be distributed to the B Ordinary Shareholders as if the A and B Ordinary Shares were one class of share They do not offer any rights of redemption.	
Class of share	A3 Ordinary Shares	
Prescribed particulars	The A3 Ordinary Shares have attached to them full voting rights They have distribution rights in amounts of income or capital (including on winding up) available for distribution in the following order (a) up to the aggregate Preferred Return (an amount equal to a yield on each currency component of the issue price of each A Ordinary Share at 8% per annum) pro rata to the issue price of the A Ordinary Shares, (b) up to the aggregate issue price pro rata and then (c) 87 2% of the remainder of the distribution pari passu with the 12 8% to be distributed to the B Ordinary Shareholders as if the A and B Ordinary Shares were one class of share They do not offer any rights of redemption	
Class of share		
Prescribed particulars		
Class of share		

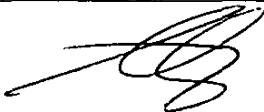
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Class of share	A4 Ordinary Shares	1 Prescribed particulars of rights attached to shares The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share Please use a Statement of capital continuation page if necessary
Prescribed particulars	The A4 Ordinary Shares have attached to them full voting rights. They have distribution rights in amounts of income or capital (including on winding up) available for distribution in the following order: (a) up to the aggregate Preferred Return (an amount equal to a yield on each currency component of the issue price of each A Ordinary Share at 8% per annum) pro rata to the issue price of the A Ordinary Shares, (b) up to the aggregate issue price pro rata and then (c) 87.2% of the remainder of the distribution pari passu with the 12.8% to be distributed to the B Ordinary Shareholders as if the A and B Ordinary Shares were one class of share. They do not offer any rights of redemption.	
Class of share	A5 Ordinary Shares	
Prescribed particulars	The A5 Ordinary Shares have attached to them full voting rights. They have distribution rights in amounts of income or capital (including on winding up) available for distribution in the following order: (a) up to the aggregate Preferred Return (an amount equal to a yield on each currency component of the issue price of each A Ordinary Share at 8% per annum) pro rata to the issue price of the A Ordinary Shares, (b) up to the aggregate issue price pro rata and then (c) 87.2% of the remainder of the distribution pari passu with the 12.8% to be distributed to the B Ordinary Shareholders as if the A and B Ordinary Shares were one class of share. They do not offer any rights of redemption.	

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Signature

Signature	I am signing this form on behalf of the company	2 Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership 3 Person authorised Under either section 270 or 274 of the Companies Act 2006
	Signature X  X This form may be signed by Director 2 , Secretary, Person authorised 3 , Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager	

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Hayley Gow

Company name Ashurst LLP

Address Broadwalk House

5 Appold Street

Post town London

County/Region

Postcode E C 2 A 2 H A

Country England

DX 639 London City

Telephone +44 (0)20 7638 1111



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☒ The company name and number match the information held on the public Register
- ☒ You have entered the date of resolution in Section 2
- ☒ Where applicable, you have completed Section 3, 4, 5 or 6
- ☒ You have completed the statement of capital
- ☒ You have signed the form



Important information

Please note that all information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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10 Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	B1 Ordinary Shares	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>The B1 Ordinary Shares have attached to them full voting rights. They have distribution rights in amounts of income or capital (including on winding up) available for distribution after the payments to the A Ordinary Shareholders of the Preferred Return and issue price. If there is any distribution remaining following the payments to the A Ordinary Shareholders, the B Ordinary Shareholders receive 12.8% pari passu with the 87.2% the A Ordinary Shareholders will receive to be distributed as if the A and B Ordinary Shares were one class of share. They do not offer any rights of redemption.</p>	<p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share.</p>

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10 Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	B2 Ordinary Shares	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>The B2 Ordinary Shares have attached to them full voting rights. They have distribution rights in amounts of income or capital (including on winding up) available for distribution after the payments to the A Ordinary Shareholders of the Preferred Return and issue price. If there is any distribution remaining following the payments to the A Ordinary Shareholders, the B Ordinary Shareholders receive 12.8% pari passu with the 87.2% the A Ordinary Shareholders will receive to be distributed as if the A and B Ordinary Shares were one class of share. They do not offer any rights of redemption.</p>	<p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share.</p>

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10 Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	B3 Ordinary Shares	
Prescribed particulars	<p>The B3 Ordinary Shares have attached to them full voting rights. They have distribution rights in amounts of income or capital (including on winding up) available for distribution after the payments to the A Ordinary Shareholders of the Preferred Return and issue price. If there is any distribution remaining following the payments to the A Ordinary Shareholders, the B Ordinary Shareholders receive 12.8% <i>pari passu</i> with the 87.2% the A Ordinary Shareholders will receive to be distributed as if the A and B Ordinary Shares were one class of share. They do not offer any rights of redemption.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>

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10 Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	B4 Ordinary Shares	
Prescribed particulars	<p>The B4 Ordinary Shares have attached to them full voting rights. They have distribution rights in amounts of income or capital (including on winding up) available for distribution after the payments to the A Ordinary Shareholders of the Preferred Return and issue price. If there is any distribution remaining following the payments to the A Ordinary Shareholders, the B Ordinary Shareholders receive 12.8% pari passu with the 87.2% the A Ordinary Shareholders will receive to be distributed as if the A and B Ordinary Shares were one class of share. They do not offer any rights of redemption.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>

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10 Statement of capital (Prescribed particulars of rights attached to shares) 1

Class of share	B5 Ordinary Shares	
Prescribed particulars	<p>The B5 Ordinary Shares have attached to them full voting rights. They have distribution rights in amounts of income or capital (including on winding up) available for distribution after the payments to the A Ordinary Shareholders of the Preferred Return and issue price. If there is any distribution remaining following the payments to the A Ordinary Shareholders, the B Ordinary Shareholders receive 12.8% pari passu with the 87.2% the A Ordinary Shareholders will receive to be distributed as if the A and B Ordinary Shares were one class of share. They do not offer any rights of redemption.</p>	<p>1 Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>

Please complete the table below to show each class of shares held in other currencies
Please complete a separate table for each currency

- ① Including both the nominal value and any share premium
- ② Total number of issued shares in this class
- ③ E.g. Number of shares issued multiplied by nominal value of each share