



SH01

Return of allotment of shares



Companies House



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✓ **What this form is for**
You may use this form to give notice of shares allotted following incorporation.

✗ **What this form is NOT for**
You cannot use this form to give notice of shares taken by subscription on formation of the company or for an allotment of a new class of shares by an unlimited company.

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COMPANIES HOUSE

1 Company details

Company number 0 8 7 0 0 4 1 2

Company name in full MERLIN ENTERTAINMENTS LIMITED

→ Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Allotment dates ①

From Date d₁ d₂ m₁ m₂ y₂ y₀ y₁ y₉

To Date d₁ d₂ m₁ m₂ y₂ y₀ y₁ y₉

① Allotment date

If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares. (Please use a continuation page if necessary.)

② Currency

If currency details are not completed we will assume currency is in pound sterling.

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
EUR	A Preference	36,990,000,000	0.01	0.01	0
USD	B Preference	41,000,000,000	0.01	0.01	0
EUR	C Preference	78,800,126,560	0.01	0.01	0

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Continuation page

Please use a continuation page if necessary.

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

The A Preference Shares were paid up using £318,791,656.80 of the Company's distributable reserves (representing EUR369,900,000).

The B Preference Shares were paid up using £320,252,230 of the Company's distributable reserves (representing \$410,000,000).

74,577,026,560 of the C Preference Shares were paid up using £642,728,679.54 of the Company's distributable reserves (representing EUR745,770,265.60).

The remaining 4,223,100,000 C Preference Shares were paid up by the release and discharge of the Company's liability to repay an intercompany loan in the amount of EUR42,231,000 to the subscriber, Motion Acquisition Limited.

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
GBP	Ordinary	1,036,594,358	10,365,943.58	
Totals		1,036,594,358	10,365,943.58	0

Currency table B				
EUR	A Preference	36,990,000,000	369,900,000	
EUR	C Preference	78,800,126,560	788,001,265.60	
Totals		115,790,126,560	1,157,901,265.60	0

Currency table C				
USD	B Preference	41,000,000,000	410,000,000	
USD	D Preference	106,908,661,000	1,069,086,610	
Totals		147,908,661,000	1,479,086,610	0

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
264,735,381,918	£10,365,943.58 +	0

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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5 Statement of capital (prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 4**.

Class of share

Ordinary

Prescribed particulars

Each ordinary share carries one vote. Holders of ordinary shares may only participate in discretionary dividends after any unpaid preference dividends due to the holders of A Preference Shares, B Preference Shares, C Preference Shares and D Preference Shares have been paid. Holders of ordinary shares rank behind the holders of A Preference Shares, B Preference Shares, C Preference Shares and D Preference Shares on a return of capital. Ordinary Shares are not redeemable.

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.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

Class of share

A Preference

Prescribed particulars

The A Preference Shares have no voting rights. Holders of A Preference Shares are entitled to receive a dividend at a rate equal to the interest rate payable under the Company's euro denominated Senior Unsecured Notes. Such dividend is payable on the interest payment dates relating to the notes. On a return of capital, holders of A Preference Shares are entitled to receive an amount equal to the nominal value of the shares, plus any accrued but unpaid dividends and an additional dividend equal to the amount of any break fees or costs payable by the Company as a result of the repayment of its euro denominated Senior Unsecured Notes. The A

Class of share

B Preference

Prescribed particulars


The B Preference Shares have no voting rights. Holders of B Preference Shares are entitled to receive a dividend at a rate equal to the interest rate payable under the Company's USD denominated Senior Unsecured Notes. Such dividend is payable on the interest payment dates relating to the notes. On a return of capital, holders of B Preference Shares are entitled to receive an amount equal to the nominal value of the shares, plus any accrued but unpaid dividends and an additional dividend equal to the amount of any break fees or costs payable by the Company as a result of the repayment of its USD denominated Senior Unsecured Notes. The B

6 Signature

I am signing this form on behalf of the company.

Signature

Signature

X 

X

This form may be signed by:

Director, Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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.

Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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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	Christopher Weale									
Company name	Kirkland & Ellis International LLP									
Address	30 St Mary Axe									
Post town	London									
County/Region	London									
Postcode	E	C	3	A		8	A	F		
Country	United Kingdom									
DX										
Telephone	020 7953 2590									

**Checklist**

We may return the 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 shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of 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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

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

Shares allotted

2 Currency
If currency details are not completed we will assume currency is in pound sterling.

[illegible]

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If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

The D Preference Shares were paid up using £835,066,758.33 of the Company's distributable reserves (representing \$1,069,086,610).

Statement of capital

Complete a separate table for each currency.

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5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A Preference	
Prescribed particulars	Preference Shares are redeemable when the euro denominated Senior Unsecured Notes become repayable.	

5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	B Preference	
Prescribed particulars	Preference Shares are redeemable when the USD denominated Senior Unsecured Notes become repayable.	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	C Preference	
Prescribed particulars	<p>The C Preference Shares have no voting rights. Holders of C Preference Shares are entitled to receive a dividend at a rate equal to the interest rate payable under the Company's euro denominated Senior Debt. Such dividend is payable on the interest payment dates relating to the debt. On a return of capital, holders of C Preference Shares are entitled to receive an amount equal to the nominal value of the shares, plus any accrued but unpaid dividends and an additional dividend equal to the amount of any break fees or costs payable by the Company as a result of the repayment of its euro denominated Senior Debt. The C Preference Shares are redeemable when the euro denominated Senior Debt become repayable.</p>	

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Statement of capital (prescribed particulars of rights attached to shares)

Class of share

D Preference

Prescribed particulars

The D Preference Shares have no voting rights. Holders of D Preference Shares are entitled to receive a dividend at a rate equal to the interest rate payable under the Company's USD denominated Senior Debt. Such dividend is payable on the interest payment dates relating to the debt. On a return of capital, holders of D Preference Shares are entitled to receive an amount equal to the nominal value of the shares, plus any accrued but unpaid dividends and an additional dividend equal to the amount of any break fees or costs payable by the Company as a result of the repayment of its USD denominated Senior Debt. The D Preference Shares are redeemable when the USD denominated Senior Debt becomes repayable.