

DON'T  
STAPLE

SH02

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

Companies House

✓ **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 shares into stock.

For further information, please refer to our guidance at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**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 Date of resolution**

Date of resolution 3 0 0 6 2 0 2 3

**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
C Preference	7,914,008,086	GBP 0.008643	6,840,077,189	GBP 0.01
D Preference	15,602,289,701	GBP 0.007929	12,371,055,504	GBP 0.01

**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

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## 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

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## Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's issued capital following the changes made in this form.

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

## Continuation page

Use a Statement of Capital continuation page if necessary.

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

## Currency table A

GBP	Ordinary	1,186,594,358	11,865,943.58	
GBP	C Preference	6,840,077,189	68,400,771.89	
GBP	D Preference	12,371,055,504	123,710,555.04	
<b>Totals</b>		20,397,727,051	203,977,270.51	0

## Currency table B

EUR	A Preference	36,990,000,000	369,900,000.00	
EUR	C Preference	70,886,118,474	708,861,184.74	
<b>Totals</b>		107,876,118,474	1,078,761,184.74	0

## Currency table C

USD	B Preference	41,000,000,000	410,000,000.00	
USD	D Preference	91,306,371,299	913,063,712.99	
<b>Totals</b>		132,306,371,299	1,323,063,712.99	0

## Total issued share capital table

Complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶ ❷
<b>Grand total</b>	260,580,216,824	£203,977,270.51 + €1,078,761,184.74 + \$1,323,063,712.99	0

❶ Show different currencies separately. For example: £100 + €100 + \$10

## ❷ Total aggregate amount unpaid

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

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### Statement of capital (prescribed particulars of rights attached to shares)<sup>①</sup>

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 7**.

#### 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.

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

Please use a Statement of capital continuation page if necessary.

Class of share

Ordinary

Prescribed particulars  
①

EACH 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.

Class of share

A Preference

Prescribed particulars  
①

See continuation page.

Class of share

B Preference

Prescribed particulars  
①

See continuation page.

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### Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director<sup>②</sup>, Secretary, Person authorised<sup>③</sup>, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.

#### ② Societas Europaea

If the form is being filled 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.

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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	William Blakeney
Company name	Kirkland & Ellis International LLP
Address	30 St Mary Axe
Post town	London
County/Region	
Postcode	E C 3 A 8 A F
Country	United Kingdom
DX	
Telephone	+44 (0)20 7953 2716



### 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

**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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)**

## Statement of capital

**Complete a separate table for each currency.**

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### 'Statement of capital (prescribed particulars of rights attached to shares)'<sup>①</sup>

Class of share	A Preference	
Prescribed particulars	<p>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 RECIEVE 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 PREFERENCE SHARES ARE REDEEMABLE WHEN THE EURO DENOMINATED SENIOR UNSECURED NOTES BECOME REPAYABLE.</p>	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>

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## Notice of redenomination

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B Preference	
Prescribed particulars ❶	<p>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 RECIEVE 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 PREFERENCE SHARES ARE REDEEMABLE WHEN THE USD DENOMINATED SENIOR UNSECURED NOTES BECOME REPAYABLE.</p>	<p>❶ <b>Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>

# SH14 - continuation page

## Notice of redenomination

5		Statement of capital (prescribed particulars of rights attached to shares)	
Class of share		C Preference	
Prescribed particulars ❶		<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 ENTIDED TO RECIEVE 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 BECOMES REPAYABLE.</p>	
		<p>❶ Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"><li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li><li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li><li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li><li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li></ul> <p>A separate table must be used for each class of share.</p>	



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## Notice of redenomination

5		Statement of capital (prescribed particulars of rights attached to shares)	
Class of share		D Preference	
Prescribed particulars ❶		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 RECIEVE 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.	
		<div>❶ Prescribed particulars of rights attached to shares</div> <div>The particulars are:</div> <div><div>a. particulars of any voting rights, including rights that arise only in certain circumstances;</div><div>b. particulars of any rights, as respects dividends, to participate in a distribution;</div><div>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</div><div>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</div></div> <div>A separate table must be used for each class of share.</div>	