In accordance with Section 625 of the Companies Act 2006.

DON'T STAPLE

SH14
Notice of redenomination

Companies House

What this form is for
You may use this form to give notice of redenomination of shares.

What this form is NOT for
You cannot use this form to give notice of a reduction of capital following redenomination. To do this, please use form SH15.

For further information, please refer to our guidance at 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 resolution passed

Resolution date: d0 d5 m0 m2 y2 y0 y2 y4

3 Shares redenominated

Class of shares (E.g. Ordinary/Preference etc.)	Number of shares redenominated	Existing nominal value of each share	New nominal value of each share ❶
C Preference Shares	37667331604	EUR 0.01	USD 0.0107800751879699
Ordinary Shares	14889246219.1348	GBP 0.01	USD 0.012617

❶ The new nominal value of the shares must be calculated by translating the aggregate (total) nominal value of all the shares of that class into the new currency (at the rate of exchange specified in the resolution) and dividing that amount by the number of shares in the class.

4 Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's total share capital following the redenomination.

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
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	5,508,480,831.8652	55,084,808.318652	
	Totals	5,508,480,831.8652	55,084,808.318652	0
Currency table B				
EUR	A Preference	36990000000	369900000	
EUR	C Preference	33218786870	332187868.7	
	Totals	70208786870	702087868.7	0
Currency table C				
USD	Ordinary	14889246219.1348	187857619.546824	
USD	B Preference	41000000000	410000000	
USD	C Preference	37667331604.00	406056666.821315	
	Totals	See overleaf	See overleaf	0

Total issued share capital table	**Total number of shares**	**Total aggregate nominal value** Show different currencies separately. For example: £100 + €100 + $10	**Total aggregate amount unpaid** ❶ Show different currencies separately. For example: £100 + €100 + $10
You **must** complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.			
Grand total	260,580,216,824.00	£55,084,808.318652 +€702,087,868.70 +$1,916,977,999.35814	0

❶ **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.

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 ❶	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 ❶	See continuation page.
Class of share	B Preference
Prescribed particulars ❶	See continuation page.

❶ 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 pages
Please use a Statement of Capital continuation page if necessary.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature
X Peter Wallace X

This form may be signed by:
Director❷, Secretary, Person authorised❸, Administrator , Administrative receiver, Receiver, Receiver manager, CIC manager.

❷ 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.

❸ 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 the resolution was passed in section 2.
- ☐ You have completed 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

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

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4 Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

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
USD	D Preference	91306371299	913063712.99	
	Totals	184862949122.135	$1,916,977,999.35814	0

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

Class of share	A Preference
Prescribed particulars ❶	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.

❶ 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.

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

Class of share	B Preference
Prescribed particulars ❶	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.

❶ 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.

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

Class of share	C Preference
Prescribed particulars ❶	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.

❶ 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.

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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.

❶ 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.