

**Merlin Entertainments plc (the "Company")**

**Company Number 08700412**

**Resolutions passed on 14 May 2015**

TUESDAY



\*A47R41K2\*

A19

19/05/2015

#325

COMPANIES HOUSE

At the Annual General Meeting of the Company duly convened and held on 14 May 2015 at LEGOLAND Windsor Hotel, Winkfield Road, Windsor, SL4 4AY the following resolutions were duly passed - Resolutions 14 and 15 as Ordinary Resolutions and Resolutions 16, 17 and 18 as Special Resolutions.

**ORDINARY RESOLUTIONS**

**RESOLUTION 14**

That the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares ("Rights"):

(a) up to an aggregate nominal amount (within the meaning of section 551 of the Act) of £3,379,153.44 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and

(b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £6,758,306 88 (such amount to be reduced by any allotments or grants made under (a) above) in connection with or pursuant to an offer by way of a rights issue in favour of holders of Ordinary Shares in proportion (as nearly as practicable) to the respective number of Ordinary Shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under any applicable laws or regulations or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,

these authorisations to expire at the conclusion of the Company's Annual General Meeting in 2016 (or, if earlier, on 30 June 2016), save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or Rights to be granted, after such expiry and the Directors may allot shares, or grant Rights, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired.

**RESOLUTION 15**

That the waiver by the Panel on Takeovers and Mergers of any obligation that could arise, pursuant to Rule 9 of the City Code on Takeovers and Mergers (the "Code"), for KIRKBI Invest A/S ("KIRKBI") (or any persons with whom KIRKBI is, or is deemed to be, acting in concert under the Code) to make a general offer for all the issued share capital of the Company as a result of market purchases by the Company of up to 101,374,603 Ordinary Shares pursuant to Resolution 17, which would have the effect of increasing KIRKBI's aggregate interest to 33 21 per cent of the Company's voting rights be and is hereby approved, provided that such approval shall expire at the conclusion of the Company's Annual General Meeting in 2016 (or 30 June 2016, whichever is earlier), unless previously renewed, varied or revoked by the Company in a General Meeting.

## **SPECIAL RESOLUTIONS**

### **RESOLUTION 16**

That, subject to the passing of Resolution 14 above, the Directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 (the "Act") to

- (a) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by that Resolution; and
- (b) sell Ordinary Shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash,

as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

(i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under Resolution 14(b), by way of a rights issue only) in favour of holders of Ordinary Shares in proportion (as nearly as practicable) to the respective number of Ordinary Shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under any applicable laws or regulations (or the requirements of any regulatory body in any territory or any other matter whatsoever), and

(ii) in the case of the authorisation granted under Resolution 14(a) above (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (i) of this Resolution, up to an aggregate nominal amount of £1,013,746 02,

and shall expire at the conclusion of the Company's Annual General Meeting in 2016 (or, if earlier, on 30 June 2016), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

### **RESOLUTION 17**

That, subject to the passing of and conditional on Resolution 15 above, the Company be generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693(4) of the Act) of its Ordinary Shares of 1 pence each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes of its employee share schemes, provided that

(a) the maximum number of shares hereby authorised to be acquired is 101,374,603 representing approximately 10% of the issued share capital of the Company as at 9 April 2015 (being the latest practicable date prior to the publication of this document);

(b) the minimum price (excluding expenses) which may be paid for any such share is the nominal value of such share;

(c) the maximum price (excluding expenses) which may be paid for any such share is an amount equal to 105% of the average of the middle market quotations for a share in the Company as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased;

(d) the authority hereby conferred shall expire at the conclusion of the Company's Annual General Meeting in 2016 (or 30 June 2016, whichever is earlier), unless previously renewed, varied or revoked by the Company in a General Meeting; and

(e) the Company may, before this authority expires, make a contract to purchase its shares under the authority conferred by this Resolution prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its shares in pursuance of any such contract as if the authority had not expired.

**RESOLUTION 18**

That a General Meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice



Colin Armstrong  
**Company Secretary**