



Company registration number 08700412

Special resolution approved at the General Meeting of Merlin Entertainments plc held on Tuesday 3 September 2019 at Mini Auditorium, DLA Piper UK LLP, 160 Aldersgate Street, Barbican, London, EC1A 4HT, United Kingdom

SPECIAL RESOLUTION

THAT:


- (A) for the purpose of giving effect to the scheme of arrangement dated 1 August 2019 (the "**Scheme**") between the Company and the holders of Scheme Shares (as defined in the Scheme), a copy of which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, in its original form or with or subject to any modification, addition, or condition agreed by the Company and Bidco and approved or imposed by the High Court of Justice of England and Wales, the directors of the Company (or a duly authorised committee thereof) be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
- (B) with effect from the passing of this resolution, the articles of association of the Company be and are hereby amended by the adoption and inclusion of the following new Article 157:

"157. Scheme of Arrangement

1. In this Article 157, references to the "**Scheme**" are to the Scheme of Arrangement under Part 26 of the Companies Act 2006 between the Company and the holders of Scheme Shares (as defined in the Scheme) dated 1 August 2019 (with or subject to any modification, addition or condition approved or imposed by the Court and agreed by the Company and Motion Acquisition Limited ("**Bidco**")) and (save as defined in this Article) terms defined in the Scheme shall have the same meanings in this Article.
2. Notwithstanding any other provisions in these Articles, if the Company issues any Merlin Shares (other than to Bidco, any subsidiary of Bidco, any parent undertaking of Bidco or any subsidiary of such parent undertaking, or any nominee of Bidco (each a "**Bidco Company**")) on or after the date of the adoption of this Article and prior to the Scheme Record Time such Merlin Shares shall be issued subject to the terms of the Scheme and the holder or holders of such Merlin Shares shall be bound by the Scheme accordingly.
3. Notwithstanding any other provision of these Articles, subject to the Scheme becoming effective, any shares issued, or transferred pursuant to Article 157.4 below, to any person (other than a Bidco Company) after the Scheme Record Time (a "**New Member**") (each a "**Post-Scheme Share**") shall be issued on terms that they shall (on the Effective Date (as defined in the Scheme) or, if later, on issue (but subject to the terms of Articles 157.4 (and 157.5 below)), be immediately transferred to Bidco (or such person as it may direct) (the "**Purchaser**"), who shall be obliged to acquire each Post-Scheme Share in consideration of and conditional upon the payment by or on behalf of Bidco to the New Member of an amount in cash for each Post-Scheme Share equal to the consideration to which a New Member would have been entitled had such Post-Scheme Share been a Scheme Share.

4. Any person who is beneficially entitled to shares issued to a New Member (other than, for the avoidance of doubt, a person who becomes beneficially entitled to shares by virtue of a transfer pursuant to this Article 157.4) may, prior to the issue of Post-Scheme Shares to the New Member pursuant to the exercise of an option or satisfaction of an award under one of the Merlin Share Plans (as defined in the Scheme), give not less than two business days' written notice to the Company in such manner as the board shall prescribe of his or her intention to transfer some or all of such Post-Scheme Shares to his or her spouse or civil partner and may, if such notice has been validly given, on such Post-Scheme Shares being issued to him or her, immediately transfer to his or her spouse or civil partner beneficial ownership of any such Post-Scheme Shares, provided that such Post-Scheme Shares will then be immediately transferred to the Purchaser pursuant to Article 157.3 above. If notice has been validly given pursuant to this Article 157.4 but the beneficial owner does not immediately transfer to his or her spouse or civil partner the Post-Scheme Shares in respect of which notice was given, such beneficial ownership will be transferred to the Purchaser and/or its nominee(s) pursuant to Article 157.3 above.
5. On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation) carried out after the Effective Date (as defined in the Scheme), the value of the consideration per Post-Scheme Share to be paid under Article 157.3 shall be adjusted by the Company in such manner as the auditors of the Company may determine to be appropriate to reflect such reorganisation or alteration. References in this Article to such shares shall, following such adjustment, be construed accordingly.
6. To give effect to any transfer of Post-Scheme Shares required pursuant to Article 157.3, the Company may appoint any person as attorney and/or agent for the New Member to transfer the Post-Scheme Shares to the Purchaser and/or its nominees and do all such other things and execute and deliver all such documents or deeds as may in the opinion of such attorney or agent be necessary or desirable to vest the Post-Scheme Shares in the Purchaser and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as the Purchaser may direct. If an attorney or agent is so appointed, the New Member shall not thereafter (except to the extent that the attorney or agent fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed in writing by the Purchaser. The attorney or agent shall be empowered to execute and deliver as transferor a form of transfer or instructions of transfer on behalf of the New Member (or any subsequent holder) in favour of the Purchaser and the Company may give a good receipt for the consideration for the Post-Scheme Shares and may register the Purchaser as holder thereof and issue to it certificate(s) for the same. The Company shall not be obliged to issue a certificate to the New Member for the Post-Scheme Shares. The Purchaser shall settle the consideration due to the New Member pursuant to Article 157.3 above by sending a cheque drawn on a UK clearing bank in favour of the New Member (or any subsequent holder) for the purchase price of such Post-Scheme Shares as soon as practicable and in any event no later than 14 days after the date on which the Post-Scheme Shares are issued to the New Member.

7. If the Scheme shall not have become effective by the applicable date referred to in (or otherwise set in accordance with) section 6(B) of the Scheme, this Article 157 shall cease to be of any effect.
8. Notwithstanding any other provision of these Articles, both the Company and the board shall refuse to register the transfer of any Scheme Shares effected between the Scheme Record Time and the Effective Date other than to the Purchaser and/or its nominee(s) pursuant to the Scheme."



Matthew Jowett
Company Secretary