

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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**RESOLUTION IN WRITING**

**of**

**MERLIN ENTERTAINMENTS LIMITED**

**(the "Company")**

We, being the sole member of the Company, who at the circulation date of this resolution would have been entitled to vote on the resolution, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006 (the "**Act**"), to pass the following resolutions, which in the case of resolutions 3 has been proposed as special resolution and in the case of resolutions 1 to 2 (inclusive) have been proposed as ordinary resolutions and shall be for all purposes valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

**ORDINARY RESOLUTIONS**

1. **THAT**, pursuant to section 622 of the Act, authority be given for the Company to redenominate:

- (a) 7,914,008,086 C Preference Shares of EUR 0.01 in the capital of the Company into British pounds Sterling at the rate of 1 EUR: 0.8643 GBP (being the rate of exchange available on [www.bloomberg.com/markets/currencies](http://www.bloomberg.com/markets/currencies) at 16:00 London time on 28 June 2023) (the "**C Preference Shares**"); and
- (b) 15,602,289,701 D Preference Shares of USD 0.01 in the capital of the Company into British pounds Sterling at the rate of 1 USD: 0.7929 GBP (being the rate of exchange available on [www.bloomberg.com/markets/currencies](http://www.bloomberg.com/markets/currencies) at 16:00 London time on 28 June 2023) (the "**D Preference Shares**"),

(the "**Redenomination**"),

such Redenomination to take effect on the date this resolution is passed; and

2. **THAT**, subject to completion of the Redenomination, pursuant to section 618 of the Act, authority be given for the Company to consolidate:

- (a) the C Preference Shares of GBP 0.008643 each in the capital of the Company into 6,840,077,189 C Preference Shares of GBP 0.01 each in the capital of the Company (the "**Consolidated C Preference Shares**"); and
- (b) the D Preference Shares of GBP 0.007929 each in the capital of the Company into 12,371,055,504 D Preference Shares of GBP 0.01 each in the capital of the Company (the "**Consolidated D Preference Shares**"),

(the "**Consolidation**"),

such Consolidation to take effect on the date this resolution is passed; and

### **SPECIAL RESOLUTION**

3. **THAT**, subject to the completion of the Consolidation, in accordance with the Act:
- (a) the Consolidated C Preference Shares of GBP 0.01 in the capital of the Company be re-designated into 6,840,077,189 ordinary shares of GBP 0.01 each in the share capital of the Company, each having the rights and subject to the restrictions set out in the Articles; and
  - (b) the Consolidated D Preference Shares of GBP 0.01 in the capital of the Company be re-designated into 12,371,055,504 ordinary shares of GBP 0.01 each in the share capital of the Company, each having the rights and subject to the restrictions set out in the Articles,
- (the “**Re-designation**”),
- such Re-designation to take effect on the date this resolution is passed (the Redenomination, Consolidation and Re-designation are collectively referred to as the “**Transaction**”).
4. **THAT**, in accordance with article 4.1 of the Company, the directors of the Company be requested to do and perform all acts in connection with and/or ancillary to the Transaction.

**AGREEMENT:**

The undersigned, being the sole member of the Company in respect of this written resolution, agrees that the resolutions be so passed.

Signed  \_\_\_\_\_

Name: Peter Wallace

For and on behalf of **Motion Acquisition Limited**

Dated: 30 June 2023