

MERLIN ENTERTAINMENTS PLC
(the “Company”)

Registered in England and Wales with Registered Number 08700412

RESOLUTIONS PASSED AT AGM

The Merlin Entertainments plc 2019 Annual General Meeting was held at LEGOLAND Windsor Resort Hotel, Winkfield Road, Windsor, SL4 4AY on Friday 3 May 2019 at 11.00a.m.

At the Annual General Meeting each of the following Resolutions was duly proposed and, following a poll, was passed by the requisite majority:

ORDINARY RESOLUTIONS:

RESOLUTION 1:

To receive the annual accounts and the reports of the Directors for the financial year ended 29 December 2018, together with the report of the auditors thereon.

RESOLUTION 2:

To declare a final dividend of 5.5 (five and a half) pence per ordinary share in the capital of the Company in respect of the year ended 29 December 2018.

RESOLUTION 3:

To approve the Annual Report on Remuneration set out on pages 80 to 89 of the Directors’ Remuneration Report in the Annual Report and Accounts 2018.

RESOLUTION 4:

To re-elect Sir John Sunderland as a Director of the Company.

RESOLUTION 5:

To re-elect Nick Varney as a Director of the Company.

RESOLUTION 6:

To re-elect Anne-Francoise Nesmes as a Director of the Company.

RESOLUTION 7:

To re-elect Charles Gurassa as a Director of the Company.

RESOLUTION 8:

To re-elect Fru Hazlitt as a Director of the Company.

RESOLUTION 9:

To re-elect Søren Thorup Sørensen as a Director of the Company.

RESOLUTION 10:

To re-elect Trudy Rautio as a Director of the Company.

RESOLUTION 11:

To re-elect Yun (Rachel) Chiang as a Director of the Company.

RESOLUTION 12:

To elect Andrew Fisher as a Director of the Company.

RESOLUTION 13:

To re-appoint KPMG LLP as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the Company's Annual General Meeting in 2020.

RESOLUTION 14:

To authorise the Directors to determine the remuneration of the auditors.

RESOLUTION 15:

That, in accordance with sections 366 and 367 of the Companies Act 2006 (the "Act"), the Company (and all companies which are direct or indirect subsidiaries of the Company at the date on which this Resolution is passed or during the period when this Resolution has effect) be generally and unconditionally authorised to:

- (a) make political donations to political parties or independent election candidates not exceeding £100,000 in total;
- (b) make political donations to political organisations (other than political parties) not exceeding £100,000 in total; and
- (c) incur political expenditure not exceeding £100,000 in total,

during the period beginning with the date of the passing of this Resolution and ending at the conclusion of the Company's Annual General Meeting in 2020 (or, if earlier, the close of business on 30 June 2020) provided that, in any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this Resolution shall not exceed £100,000. For the purposes of this Resolution "political donation", "political party", "political organisation", "independent election candidate" and "political expenditure" are to be construed in accordance with sections 363, 364 and 365 of the Act.

RESOLUTION 16:

That the Directors be generally and unconditionally authorised for the purposes of section 551 of 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 sections 551(3) and (6) of the Act) of £3,406,567.47 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
- (a) 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 £6,813,134.95 (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 the capital of the Company 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 2020 (or, if earlier, the close of business on 30 June 2020), 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. This authority is in substitution for all existing authorities under section 551 of the Act (which to the extent unused at the date of this Resolution, are revoked with immediate effect).

SPECIAL RESOLUTIONS:

RESOLUTION 17:

That, subject to the passing of Resolution 16 above, the Directors be given power pursuant to sections 570(1) and 573 of 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 16(b), by way of a rights issue only) in favour of holders of ordinary shares in the capital of the Company 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 or stock exchange

in any territory or any other matter whatsoever; and

- (ii) in the case of the authorisation granted under Resolution 16(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 £511,036.22

and shall expire at the conclusion of the Company's Annual General Meeting in 2020 (or, if earlier, the close of business on 30 June 2020), 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 18:

That, subject to the passing of Resolutions 16 and 17 above and in addition to the power given by that Resolution 17, the Directors be given power pursuant to sections 570 (1) and 573 of 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 paragraph (a) of that Resolution 16; 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:

- (i) limited to the allotment of equity securities for cash and the sale of treasury shares, up to an aggregate nominal amount of £511,036.22; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors have determined to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, or for any other purposes as the Company in general meeting may at any time by special resolution determine.

and shall expire at the conclusion of the Company's Annual General Meeting in 2020 (or, if earlier, the close of business on 30 June 2020), 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 19:

That, pursuant to section 701 of the Act, the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of one pence each in the capital of the Company ("Ordinary Shares"), and where such Ordinary Shares are held in treasury, the Company may use them for the purposes of its employees' share schemes or other incentive arrangements, provided that:

- (a) the maximum aggregate number of Ordinary Shares which may be purchased is 7,665,543 (representing 0.75 per cent of the Company's existing issued share capital calculated as at 25 March 2019 (being the latest practicable date prior to the publication of this document));
- (b) the minimum price (excluding expenses) which may be paid for each Ordinary Share is one pence; and

- (c) the maximum price (excluding expenses) which may be paid for each Ordinary Share does not exceed the higher of: (i) an amount equal to 105 per cent of the average of the middle market quotations for the Ordinary Shares as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the purchase is made; and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out

and (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the Company's Annual General Meeting in 2020 (or, if earlier, the close of business on 30 June 2020), save that the Company may enter into a contract to purchase Ordinary Shares before this authority expires under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of Ordinary Shares pursuant to any such contract as if this authority had not expired.

RESOLUTION 20:

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

This Announcement is available for viewing on the Company's website, www.merlinentertainments.biz/shareholder-meetings

Further enquiries:

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General Counsel and Company Secretary

Merlin Entertainments plc

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