

THE COMPANIES ACT 2006

LEGOLAND WINDSOR PARK LIMITED (THE "COMPANY")

COMPANY NO. 02721728

ORDINARY RESOLUTIONS

I, the undersigned, being the sole member of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby agree pursuant to section 288 of the Companies Act 2006 to the passing of the following resolutions (the "**Resolutions**") by way of ordinary resolution. Unless otherwise defined, terms shall have the same meaning given to them in the minutes of a meeting of the board of the Company held on 19 June 2013

THAT:

- 1 It is in the best interests of, and to the further benefit and advantage of, the Company to enter into the Amendment and Restatement Agreement and the Third Confirmatory Security Deed (together, the "**Documents**")
- 2 The sole member of the Company approves, and the directors of the Company have the authority to approve, the terms of, and execution, delivery and performance of the transactions contemplated by the Documents and any related document to which the Company is a party
- 3 The giving of a confirmation that the guarantee of the Company pursuant to the Existing Facilities Agreement continues in full force and effect on the terms of the Restated Facilities Agreement and extends to the obligations of the Obligors under the Finance Documents pursuant to the Amendment and Restatement Agreement, is in the best interests of the Company's business and the entry into by the Company of the proposed transactions substantially on the terms set out in the Documents will promote the success of the Company for the benefit of its members as a whole
- 4 The giving of security under the Third Confirmatory Security Deed and of a confirmation that any security created by the Company under the Security Agreement and in the First Confirmatory Security Deed, the Second Confirmatory Security Deed and Third Confirmatory Security Deed continues in full force and effect on the terms of the Restated Facilities Agreement and extends to the obligations of the Obligors under the Finance Documents pursuant to the Amendment and Restatement Agreement, is in the best interests of the Company's business and the entry into the proposed transactions, by the Company, substantially on the terms set out in the Documents will promote the success of the Company for the benefit of its members as a whole

SPECIAL RESOLUTION

I, the undersigned, being the sole member of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby agree pursuant to section 288 of the Companies Act 2006 to the passing of the following resolution (the "**Special Resolution**") by way of special resolution

- 5 The interests of the directors of the Company arising by virtue of their directorships and shareholdings (as appropriate) in companies which were also party to various of the Finance Documents and which conflict, or may possibly conflict, with the interests of the Company are hereby authorised

The above resolutions (the Resolutions and the Special Resolution, together the "**Written Resolutions**") have effect notwithstanding any provision of the Company's articles of association.

AGREEMENT:

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COMPANIES HOUSE

Please read the notes at the end of this document before signifying your agreement to the Written Resolutions

The undersigned, being the sole eligible member on the date of these Written Resolutions (the "**Circulation Date**") irrevocably agrees to the Written Resolutions

A handwritten signature in black ink, consisting of several fluid, overlapping strokes.

for and on behalf of  
**MERLIN ENTERTAINMENTS GROUP LIMITED**

Date 19 June 2013

**NOTES:**

- 1      You can choose to agree to all of the Written Resolutions and or none of them but you cannot agree to only some of the Written Resolutions. If you agree to all of the Written Resolutions, you must indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivery to Ashurst LLP acting on behalf of the Company within the period of 28 days from and including the circulation date.
- 2      If you do not agree to all of the Written Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3      Once you have indicated your agreement to the Written Resolutions you may not revoke your agreement.
- 4      If the Written Resolutions are not passed by the end of the period of 28 days beginning with the Circulation Date they will lapse. If you agree to the Written Resolutions, please ensure that your agreement reaches us before or on this date.
- 5      **"Eligible Members"** are those members who are or would be entitled to vote on the above Written Resolutions on the Circulation Date (i.e. the date on which copies of the resolution are first sent or submitted to members).