

Company No. 02721728

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION

of

LEGOLAND WINDSOR PARK LIMITED

(the "Company")

30 October 2014

(the "Circulation Date")

FRIDAY



L11 *L3JNTVJS* 31/10/2014 #344
COMPANIES HOUSE

We, the undersigned, being the sole member who at the circulation date of this resolution has the right to attend and vote at a general meeting of the Company, and holding all of the votes which may be cast at a general meeting of the Company, irrevocably agree to each of the following resolutions of the Company, the first, second, fourth and fifth resolutions being proposed as special resolutions and the third resolution being proposed as an ordinary resolution, in accordance with Chapter 2 Part 13 of the Companies Act 2006

SPECIAL RESOLUTIONS

- 1 THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in paragraph 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted
- 2 The share capital of the company be reduced from £77,800,000 to £77 80 by (i) reducing the nominal value of each and every ordinary share of £1 in the capital of the company (the "**Ordinary Shares**") from £1 to £0 000001, and (ii) reducing the nominal value of each and every redeemable ordinary share of £1 in the capital of the company from £1 to £0 000001

*already
authorised*

ORDINARY RESOLUTION

- 3 THAT the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any securities into, shares up to an aggregate nominal amount of £100,000,000 This authorisation shall expire five years after the Circulation Date (save that the Company may before such expiry make an 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 to subscribe for or to convert any security into shares, in pursuance of such offer or agreement as if the authorisations conferred hereby had not expired)

SPECIAL RESOLUTIONS

- 4 THAT, notwithstanding any provision of the articles of association of the Company to the contrary and subject to (i) the passing of resolutions 1, 2 and 3, and (ii) the capital reduction authorised in resolution 2 having become effective, the directors be authorised

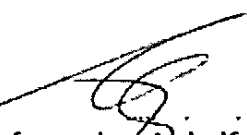
to capitalise a maximum sum not exceeding £35,766,673 74 (being an amount standing to the credit of the Company's unrealised profit reserves account) and to appropriate up to such sum to the holder of the Ordinary Shares as is displayed on the register of members at the close of business on the date immediately prior to the date of this resolution and to apply such sum on their behalf in paying up in full at par value or at a premium (such par or premium amount to be determined by the directors in their sole discretion) new Ordinary Shares and to allot and distribute such shares to such holder and to authorise the directors to take all such other steps as they may deem necessary or desirable to implement such capitalisation

- 5 THAT, subject to (i) the passing of resolutions 1, 2, 3 and 4, (ii) the capital reduction authorised in resolution 2 having become effective, and (iii) the shares being issued pursuant to resolution 4, the share premium of the Company be reduced from £35,766,672 74 to £0 by cancelling the entire amount standing to the credit of the share premium account of the Company as at the date hereof, being £35,766,672 74

*already
authorised*

We further consent to every variation or abrogation of the rights attaching to any class of shares of which we are a holder involved in or proposed to be effected by the passing of the resolutions set out above

Please read the notes below before signifying your agreement



for and on behalf of
MERLIN ENTERTAINMENTS GROUP LIMITED

Date 29/10/2014

NOTES

- 1 If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - By Hand delivering the signed copy to the company secretary at 3 Market Close, Poole, Dorset, BH15 1NQ
 - Post returning the signed copy by post to the company secretary at 3 Market Close, Poole, Dorset, BH15 1NQ
 - E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to *Francesca.downes@ashurst.com* Please enter "Written resolution" in the e-mail subject box

If you do not agree to the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 Unless, by the end of the period of 28 days beginning with the Circulation Date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date
- 4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document