



21 October 2013
MERLIN ENTERTAINMENTS PLC

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The contents of this announcement, which has been prepared by and is the sole responsibility of Merlin, have been approved by Goldman Sachs International and Barclays Bank PLC solely for the purposes of section 21(2) (b) of the Financial Services and Markets Act 2000 (as amended).

FOR IMMEDIATE RELEASE
21 October 2013

Merlin Entertainments plc

Announcement of Intention to Float
Update on Strong Current Trading
Significant Strengthening of the Board

Merlin Entertainments plc ("Merlin" or the "Company"), a global leader in branded, location-based family entertainment, today announces its intention to proceed with an initial public offering (the "IPO" or the "Global Offer"). Merlin intends to apply for admission of its ordinary shares ("Shares") to the premium segment of the Official List of the UK Listing Authority and to trading on the main market of the London Stock Exchange (together, "Admission").

Merlin operates 99 attractions in 22 countries which attracted more than 54 million visitors in 2012, generating total revenue of £1,074.3 million and underlying EBITDA of £346.0 million. It is Europe's leading visitor attraction operator and the second largest globally after Walt Disney.

Merlin's leading position has been built through a combination of organic investment and strategic acquisitions. The Directors of Merlin believe that the Global Offer will position Merlin for the next stage of its development by providing the appropriate long-term ownership structure. The Global Offer will also assist the Group in retaining and incentivising employees.

Nick Varney, Chief Executive Officer of Merlin, said:

"Merlin Entertainments comes to the market with a consistent record of strong growth in both revenues and profits and bright prospects for the future. We have successfully followed a clear and proven strategy to build a high-growth international family entertainment business, built on strong brands and a portfolio of attractions balanced by geographies, products and demographics. Our very strong trading performance so far this year, with revenues over 11% ahead of 2012, is a further reflection of this.

"Delivering memorable experiences to our millions of visitors is our passion and we see a world of opportunity ahead of us. Our experienced team has the ability and ambition to deliver on our plans, as we develop our existing businesses and roll out Merlin's unique portfolio of leisure brands internationally. The IPO will provide Merlin with the platform for our next stage of development and allow us to plan for the longer term. As such we

are very excited about this next chapter of our story, and look forward to creating value for our shareholders and more magic for our customers.”

Merlin Highlights

Merlin's nationally and internationally recognised premium brands focus on “fun learning” and provide memorable, entertaining, interactive and educational experiences, principally for families and young adults. These brands include SEA LIFE, Madame Tussauds, The Dungeons, The Eye Brand, LEGOLAND Parks and LEGOLAND Discovery Centres, and the resort theme parks Alton Towers, Thorpe Park, Chessington World of Adventures, Warwick Castle, Gardaland and Heide Park.

- Unique portfolio of leading family entertainment brands and iconic assets diversified across brands, geographies and demographic groups.
- Consistent strategy since its formation in 1999 to create a high growth, high return, family entertainment company based on strong brands and a global portfolio that is naturally hedged against the impact of external factors.
- Track record of strong visitor volume, revenue and profit growth, and cash flow generation:
 - Between 2008 and 2012 the Group increased visitors by 11.0% a year on average and delivered an average annual revenue and EBITDA growth of 12.9% and 14.3% respectively; and
 - Consistently high customer satisfaction levels of greater than 90%.
- Significant future growth potential based on continuation of a successful strategy:
 - Well positioned with clear competitive advantages in an attractive, growing market driven by growth in leisure time, international tourism, and the short break market;
 - 100 further potential opportunities identified for the roll out of attractions of Merlin's Midway brands;
 - Development of a LEGOLAND Park in Dubai and potential sites in Japan, South Korea and, over the longer term, China; and
 - Strategic acquisitions to take advantage of the highly fragmented market.
- A highly experienced senior management team, with an average tenure of more than 15 years, supported by a strong Board under the chairmanship of Sir John Sunderland. The Board is further strengthened by the decision to appoint four new independent non-executive directors.

2013 YTD Trading

- Strong performance in YTD 2013 (35 weeks to 31 August) driven by both new business developments and solid like-for-like growth across the estate:
 - Group revenue increased by 11.1% to £888.7 million, supported by like-for-like growth of 7.1%;
 - 6 new Midway attractions opened across 4 brands and 3 continents (North America, Asia and Europe);
 - The LEGOLAND California 250-room hotel opened in April and is performing ahead of expectations and LEGOLAND Malaysia continues to perform strongly in its first full year; and
 - Successful investments made at Alton Towers (The Smiler) and Chessington World of Adventures (Zufari).
- The 8 month period to the end of August includes the key summer trading period. Management remains confident in the Group's prospects for the balance of the financial year and the longer term outlook.

Global Offer Highlights

- Intention to list on the premium segment of the Official List.
- Proceeds from the primary offering of £200 million will be used to reduce net debt and pay for costs associated with the Global Offer.
- Blackstone, CVC and KIRKBI (together, the "Selling Shareholders") are each expected to sell a proportion of their shareholding in the Global Offer. KIRKBI, a Danish family-owned holding and investment company which owns the LEGO and LEGOLAND trademarks and 75% of the LEGO Group, intends to remain a long-term strategic shareholder in the Group with a significant shareholding.

- The Company and the Selling Shareholders intend to target a free float of at least 20%. The Global Offer will comprise an Institutional Offer and an Intermediaries Offer to facilitate participation by retail investors.
- Minimum application size in the Intermediaries Offer will be £1,000 and individual shareholders will be entitled to a 30% discount on either two adult Merlin Annual Passes or one family Merlin Annual Pass.

Sir John Sunderland, Non-Executive Chairman of Merlin, said:

“Over the past decade Merlin has become a truly impressive business, driven by a committed and dedicated management team and backed by supportive shareholders. I have been impressed by the significant growth that Merlin has delivered as a private company. But there is more to come and I believe Merlin has a very promising future as a publicly listed company. I, along with the rest of the Board, am committed to working with the executive management team to ensure the continued success of the business.”

Søren Thorup Sørensen, Chief Executive Officer of KIRKBI A/S, the Danish family-owned holding and investment company which owns the LEGO and the LEGOLAND trademarks and 75% of the LEGO Group, said:

“The listing of Merlin Entertainments on the London Stock Exchange is a natural development for the Group and we welcome it. KIRKBI regards Merlin as a long-term strategic partner with a relationship based on Merlin’s and KIRKBI’s common desire to continue to build on the success of LEGOLAND Parks and LEGOLAND Discovery Centres. We intend to remain a significant investor in the Company after the IPO and we regard our shareholding in Merlin as a long-term strategic investment.”

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Details on Merlin and the Offer

Merlin Business Overview

Merlin's strategy since its formation in 1999 has been to create a high growth, high return, family entertainment company based on strong brands and a portfolio of assets that is naturally hedged against the impact of external factors. This strategic approach has led to the creation of a portfolio of nationally and internationally recognised premium brands focused on "fun learning" and providing memorable, entertaining, interactive and educational experiences, principally for families and young adults. The Group is organised into three operating groups:

	Midway Attractions	LEGOLAND Parks	Resort Theme Parks
Description	Branded indoor visitor attractions with up to two hour visit duration	- Interactive outdoor theme parks offering one to two day visits targeted at families with children aged 2 – 12 - Increasingly with on-site accommodation	- National destination outdoor theme parks offering one to two day visits in densely populated European markets - Increasingly with on-site accommodation
Attractions / Parks	86 attractions	6 parks	6 parks / 1 waterpark
Hotels / Holiday Villages	-	3 hotels / 2 holiday villages	5 hotels / 1 holiday village
2012 Visitors	33.0m	10.5m	10.5m
2012 Revenue	£458m	£308m	£290m
2012 EBITDA	£179m	£113m	£73m



The three operating groups are supported by Merlin's extensive in-house business development, creative, project management and production group, Merlin Magic Making, which operates from six locations across Europe, North America and Asia-Pacific and employs more than 300 people. Merlin Magic Making is responsible for identifying locations and delivering new attractions, and for creating and delivering major investment projects across the Group's existing estate, including new accommodation and compelling new rides and attractions. Merlin Magic Making is also responsible for supporting the Group's three operating groups through its unique Madame Tussauds creative sculptors, its LEGO model builders and its SEA LIFE's marine biologists. In the 2012 financial year this team worked on 29 major projects across 9 countries involving £120 million of investment in projects completed.

Merlin's Five-year Financial Track Record¹

(£m, unless stated otherwise)	2008	2009	2010	2011	2012	CAGR 2008 - 2012
Visitors (m) ²	34.7	38.3	40.8	47.0	52.7	11.0%
Revenue	662.3	769.0	800.8	945.7	1,074.3	12.9%
EBITDA ³	202.6	235.7	255.8	305.5	346.0	14.3%
EBIT ³	150.3	176.7	198.0	231.4	258.4	14.5%

¹ On an as reported basis, at actual FX rates.

² Number of visitors corresponds to visitors for fully consolidated revenues and excludes LEGOLAND Malaysia and other joint ventures. In 2012, non-consolidated attractions had visitors of 1.3m, with a total Group number of visitors on this basis of 54.0m.

³ Excluding exceptional and one-off items.

Performance 2013 YTD and Current Trading

The Group delivered a strong performance in the 35 weeks to 31 August 2013 with revenue of £888.7 million representing overall growth of 11.1%, supported by solid like-for-like growth of 7.1% and continued investment in new attractions.

Midway Attractions

- 6 new Midway attractions opened across 4 brands and 3 continents (North America, Asia and Europe). In addition, the London Dungeon was successfully relocated to County Hall.
- The Living and Leisure Australia acquisition successfully integrated and delivered its first full year contribution.

LEGOLAND Parks

- The LEGOLAND California 250-room hotel opened in April and is performing ahead of expectations.
- LEGOLAND Malaysia continues to perform strongly in its first full year since opening in September 2012.
- Significant new investments at LEGOLAND Florida and LEGOLAND Deutschland, which included a 34-room Knight's Castle Hotel.

Resort Theme Parks

- Successful investments made at Alton Towers (The Smiler, a new 14-looping coaster) and Chessington World of Adventures (Zufari).
- Further development of innovative accommodation with trials of Snoozebox at Thorpe Park and Medieval Glamping at Warwick Castle.

All three operating groups contributed to the performance. Midway Attractions delivered strong like-for-like growth of 10.7%, supported in particular by the London cluster, which traded well and benefitted from a comparison to the Olympic year in 2012, as well as from continued growth in Asia-Pacific. Resort Theme Parks also generated a solid performance with like-for-like growth of 5.0% despite continuing depressed trading conditions in southern Europe.

2013 YTD Trading (35 Weeks) ¹				
	2012	2013	Growth (%)	LFL Growth ² (%)
Visitors (m)				
Midway Attractions	23.1	26.5	14.7%	
LEGOLAND Parks	7.4	7.7	4.0%	
Resort Theme Parks	8.0	8.5	6.6%	
Group	38.5	42.8	10.9%	
Revenue (£m)				
Midway Attractions	322.5	377.6	17.1%	10.7%
LEGOLAND Parks	242.4	275.6	13.7%	5.3%
Resort Theme Parks	217.2	235.0	8.2%	5.0%
Central	17.8	0.6	-	-
Group	799.9	888.7	11.1%	7.1%

¹ On an as reported basis, at actual FX rates. Periods of 35 weeks to 1 September 2012 and 31 August 2013.

² Like-for-Like growth on a constant currency basis using actual reported FX rates for 2012.

While there remain some important trading periods in the balance of the year, the 8 month period to the end of August includes the key summer trading period. Management remains confident in the Group's prospects for the balance of the financial year and the longer term outlook.

Merlin's Key Strengths

Portfolio of leading global entertainment brands and iconic assets

- The Group owns and/or operates a unique portfolio of national and international brands, iconic in many cases and supported by the Group's in-house creative project management and business development group (Merlin Magic Making), which are widely recognized by consumers and possess a strong heritage. Merlin's brands include:
 - Midway Attractions: SEA LIFE, Madame Tussauds, The Dungeons, LEGOLAND Discovery Centres and The Eye Brand;
 - LEGOLAND Parks: LEGOLAND California, LEGOLAND Billund, LEGOLAND Windsor, LEGOLAND Florida, LEGOLAND Deutschland and LEGOLAND Malaysia; and

- Resort Theme Parks: Alton Towers, Thorpe Park, Chessington World of Adventures, Warwick Castle, Gardaland and Heide Park.
- The strength and breadth of this brand portfolio, supported by Merlin's strong focus on operational excellence and dedicated employees, enables Merlin to offer compelling entertainment propositions through a variety of activities and visitor experiences across a broad range of geographies and demographic groups.

Clear competitive advantages in an attractive, growing market

- Merlin is positioned in the global leisure market which is forecast to grow at 5% per annum to 2016 and is experiencing a number of attractive market trends:
 - Expansion in leisure time and spending;
 - Increase in international tourism reflecting the growth in leisure time and expansion of the middle class across many geographies, in particular emerging economies; and
 - Growing short break opportunity driven by the increase in secondary and tertiary holidays.
- The Group possesses a number of competitive advantages that allow it to take advantage of these opportunities. Such advantages include Merlin's unique portfolio of brands, extensive creative and technical expertise within its Merlin Magic Making group, and, with respect to its theme parks, the scarcity value of its assets and the significant capital requirements to replicate them.

Robust business model based on a diverse portfolio

- The Group's high level of diversification helps to hedge the Group's portfolio against the impact of external factors. Such diversification includes: geographies, attraction formats, demographics, indoor / outdoor, visitor types and price points. This hedge is reinforced by the flexibility of Merlin's cost base with c.40% of costs variable in the short to medium term.
- This high level of diversification and the significant flexibility of its cost base helps the Group to deliver strong financial results across a variety of different market conditions and localised external factors. Between 2008 and 2012 the Group, on average, increased visitors by 11.0% a year, delivered annual revenue and EBITDA growth of 12.9% and 14.3% respectively across the whole Group, and delivered annual like-for-like revenue and EBITDA growth of 4.0% and 5.7% respectively. This performance was delivered in the context of the global economic downturn.

Proven and sustainable growth strategies driving high returns

- Merlin's strategy since 1999 has been to create a high growth, high return, family entertainment company based on strong brands and a global portfolio of assets that is naturally hedged against the impact of external factors.
- The Group has a strong track record of successfully executing this strategy through a focus on six growth drivers:
 - Existing estate growth via management of investment cycles driving continuous improvement in the product and guest experience;
 - Further development of strategic synergies leveraging marketing across the Group, Group promotions, procurement and e-commerce opportunities;
 - Continued transformation of Merlin's theme parks to short break destinations through the development of new accommodation and the opening of second gate attractions;
 - Roll-out of Midway Attractions brands (SEA LIFE, Madame Tussauds, The Dungeons, LEGOLAND Discovery Centres and The Eye Brand), located in city centres, resorts and destination shopping malls, with 100 further potential opportunities identified and an intention to open an average of 6 – 7 new Midway attractions per year;
 - Development of new LEGOLAND Parks through Merlin's flexible approach to the multiple business models of operated and owned, operated and leased and management contracts that Merlin has created. Next anticipated openings are in Dubai and Japan or South Korea; and
 - Strategic acquisitions to take advantage of the highly fragmented market, proven opportunity for synergies and ability to enhance the brand and asset portfolio.
- Consistent delivery of these growth drivers has enabled Merlin to deliver sustainable growth and strong cash flow generation:
 - Revenue and EBITDA CAGR of 37% and 38% since 2000;
 - 2008 – 2012 revenue CAGR of 12.9% and average annual like-for-like revenue growth of 4.0%;
 - 2008 – 2012 EBITDA CAGR of 14.3% and an average annual like-for-like EBITDA growth of 5.7%;

- Average ROIC of over 20% on the roll out of Midway attractions and opening of a LEGOLAND Park in Florida; and
- Strong cash flow generation with cash conversion of c.75% before new business development capex and c.55% after new business development capex.

Experienced and committed senior management team and dedicated employee base

- The Group's senior management team is highly experienced within both the attractions industry and the Group's businesses, with an average tenure of over 15 years in the Group's businesses and a combined tenure of over 100 years. Nick Varney (Group Chief Executive Officer) and Andrew Carr (Group Chief Financial Officer) have been with the Group's businesses for 22 years and 16 years respectively.
- Strong culture and values across the Group with a highly incentivised and satisfied work force which includes over 2,000 shareholders and share scheme participants.

Details of the Global Offer

- Proceeds from the primary offering of around £200 million are intended to be used to reduce the Group's net debt and pay for certain transaction, tax and other financing related costs associated with the Global Offer.
- The Global Offer will comprise:
 - An offer of Shares to institutional investors in qualifying geographies (in the United Kingdom and elsewhere) (the "Institutional Offer"); and
 - An offer of Shares to qualifying financial intermediaries in the UK, who will facilitate the participation of their retail clients in the UK, the Channel Islands and the Isle of Man (the "Intermediaries Offer").
- Blackstone, CVC and KIRKBI (together, the "Selling Shareholders") are expected to sell a proportion of their shareholding in the Global Offer. KIRKBI, a Danish family-owned holding and investment company which owns the LEGO and LEGOLAND trademarks and 75% of the LEGO Group, intends to remain a long-term strategic shareholder in the Group with a significant shareholding.
- The Global Offer will also provide the Executive Directors of the Company and other employees of the Group an opportunity for a partial realisation of their investment in the Company.
- The Company and the Selling Shareholders intend to target a free float of at least 20%.
- Each of the Company, its Directors, the Selling Shareholders and certain other senior management of the Group will agree to customary lock-up arrangements in respect of their holding of Shares for a specified period of time following Admission.
- Individual shareholders who, on Admission, hold the minimum number of Shares to be allocated to individuals (expected to be such a number of Shares as represents £1,000) will be entitled to a 30% discount on either two adult Merlin Annual Passes or one family Merlin Annual Pass.
- Full details of the Global Offer will be included in the prospectus expected to be published in the coming weeks.
- In relation to the Global Offer and Admission, Goldman Sachs International and Barclays Bank PLC are acting as Joint Sponsors, Joint Global Co-ordinators and Joint Bookrunners, Citigroup Global Markets Limited and Morgan Stanley Securities Limited are acting as Joint Bookrunners and HSBC Bank plc and UniCredit Bank AG, London Branch are acting as Co-lead Managers. Lazard & Co., Limited is acting as Financial Adviser to the Company.

The Board and Appointment of Non-Executive Directors

Merlin today announces a significant strengthening of the Board under the continued chairmanship of Sir John Sunderland. There will be four new independent non-executive directors – Charles Gurassa, Ken Hydon, Miguel Ko and Fru Hazlitt (who will join the Board in early 2014). The named members of the Board of Merlin are:

Sir John Sunderland (68), Non-Executive Chairman

Appointed Non-Executive Chairman of the Group in November 2009, Sir John Sunderland is the former Chairman (2003 to 2008) and Chief Executive (1996 to 2003) of Cadbury Schweppes plc, President of the CBI

from 2004 to 2006 and a Director of the Financial Reporting Council from 2004 to 2011. He is currently a non-executive director of Barclays plc and AFC Ltd, an adviser to CVC and Chancellor of Aston University.

Nick Varney (50), Group Chief Executive Officer

Appointed Chief Executive Officer in 1999, Nick Varney has over 22 years of experience in the visitor attractions industry. In 1999 he led the buyout of Vardon Attractions to form Merlin and, in 2005, initiated the process that led to its acquisition by Blackstone.

Andrew Carr (50), Group Chief Financial Officer

Appointed Chief Financial Officer in 1999 prior to which Andrew Carr was Financial Director of Vardon Attractions and played a key role in the management buyout of Vardon Attractions to form Merlin in 1999. Before joining Vardon Attractions he was a head of a regional corporate finance department at KPMG.

Charles Gurassa (57), Senior Independent Non-Executive Director

Charles Gurassa will join the Board of Merlin with effect from the date of the admission of shares to the London Stock Exchange and will be Chairman of the Remuneration Committee. He is currently the Senior Independent Director and Deputy Chairman of easyJet plc and the Non-Executive Chairman of Tragus, NetNames and Genesis Housing Association. He spent 35 years in the travel and tourism industry where his roles included Group Chief Executive of Thomson Travel Group plc, Director of Passenger and Cargo Business at British Airways, Executive Chairman of TUI Northern Europe and Airline Group and Board Member of TUI AG. Mr Gurassa is Deputy Chairman of the National Trust and is Chairman of National Trust Enterprises.

Ken Hydon (68), Independent Non-Executive Director

Ken Hydon will join the Board of Merlin with effect from the date of the admission of shares to the London Stock Exchange and will be Chairman of the Audit Committee. He is the former Group Finance Director at Vodafone, prior to which he was a finance director at Racal Electronics. He currently serves on the Boards of Pearson plc and Reckitt Benckiser Group plc and is a former non-executive director of Tesco plc.

Miguel Ko (60), Independent Non-Executive Director

Miguel Ko will join the Board of Merlin with effect from the date of the admission of shares to the London Stock Exchange. He is currently Non-Executive Chairman of Starwood Hotels & Resort Worldwide, Asia Pacific Division. He is also Independent Non-Executive Director of Formula One (Delta Topco), Samsonite International S.A., Changi Airport Group, and Surbana International Consultants Holdings. From 2000 to 2012, Mr. Ko was Chairman & President of Starwood Hotels & Resort, Asia Pacific. Before joining Starwood, Mr. Ko was President, Asia Pacific of Pepsi-Cola International & ITT Sheraton Corporation.

Fru Hazlitt (50), Independent Non-Executive Director

Fru Hazlitt will join the Board of Merlin early in 2014. She is currently Managing Director, Commercial and Online, of ITV and is a Non-Executive Director of Betfair. She was previously Chief Executive Officer of GCap Media (2007-2008) and Virgin Radio (2005-2007) and spent six years at Yahoo! where her roles included Managing Director, UK and Ireland, and Sales and Marketing Director, Europe.

Søren Thorup Sørensen (47), Non-Executive Director

Søren Sørensen is currently the Chief Executive Officer of KIRKBI, following his appointment in March 2010. Mr Sørensen was formerly a Partner, Chief Financial Officer and Member of the Group Executive Board of A.P.Møller — Maersk Group between 2006 and 2009. Prior to this he was Managing Partner of KPMG Denmark, having been a Partner at KPMG since 1997. He is a non-executive director of TDC A/S, Topdanmark A/S and Falck Holding A/S.

Dr. Gerry Murphy (57), Non-Executive Director

Gerry Murphy is a Senior Managing Director in Blackstone's private equity group in London and Chairman of Blackstone's European holdings. He is a member of Blackstone's Investment Committee for Europe and Asia and sits on the boards of a number of Blackstone investee companies. Before joining Blackstone in 2008, Dr. Murphy was CEO of Kingfisher plc having previously been CEO of Carlton Communications plc and Exel plc and spent his earlier career with Grand Metropolitan plc (now Diageo plc). He is a non-executive director of British American Tobacco plc and has also served on the boards of Reckitt Benckiser Group plc, Abbey National plc and Novar plc.

Rob Lucas (51), Non-Executive Director

Rob Lucas is a Managing Partner of CVC. Mr Lucas is an engineer by profession, graduating from Imperial College, London. He spent nearly ten years with 3i before joining CVC in 1996. He is a member of CVC's European Investment Committee and sits on the board of both CVC and a number of CVC's investee companies.

Forward-looking Statements

This announcement contains "forward-looking" statements. These forward-looking statements involve known and unknown risks and uncertainties, many of which are beyond the control of Merlin Entertainments plc ("Merlin") and all of which are based on the Directors' current beliefs and expectations about future events. Forward-looking statements are sometimes identified by the use of forward-looking terminology such as "believes", "expects", "may", "will", "could", "should", "shall", "risk", "intends", "estimates", "aims", "plans", "predicts", "projects", "anticipates", "continues", "assumes", "positioned" or "anticipates" or the negative thereof, other variations thereon or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts. Forward-looking statements may and often do differ materially from actual results. They appear in a number of places throughout this announcement and include statements regarding the intentions, beliefs or current expectations of the Directors or Merlin with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group's business concerning, amongst other things, the results of operations, financial condition, liquidity, prospects, growth and strategies of Merlin and the industry in which it operates. These forward-looking statements and other statements contained in this announcement regarding matters that are not historical facts involve predictions. No assurance can be given that such future results will be achieved; actual events or results may differ materially as a result of risks and uncertainties facing Merlin. Such risks and uncertainties could cause actual results to vary materially from the future results indicated, expressed or implied in such forward-looking statements. The forward-looking statements contained in this announcement speak only as of the date of this announcement. The Group disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this announcement to reflect any change in its expectations or any change in events, conditions or circumstances on which such statements are based unless required to do so by applicable law, the Prospectus Rules, the Listing Rules or the Disclosure and Transparency Rules of the Financial Conduct Authority.

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The securities of Merlin have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act") or any securities laws of any state or other jurisdiction of the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable state law. There will be no public offer of the securities in the United States.

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This announcement is not an offer of securities for sale in the United States or any other jurisdiction. This announcement is an advertisement and not a prospectus. Investors should not subscribe for or purchase any transferable securities referred to in this announcement except on the basis of information in the Prospectus intended to be published by Merlin in due course in connection with the proposed admission of its ordinary shares to the premium listing segment of the Official List of the Financial Conduct Authority and to trading on the main market for listed securities of the London Stock Exchange. Copies of the Prospectus will, following publication, be available for inspection from the Company's registered office 3 Market Close, Poole, Dorset BH15 1NQ and at www.merlinentertainments.biz.

Any purchase of Shares in the proposed Global Offer should be made solely on the basis of the information contained in the final Prospectus to be issued by the Company in connection with the Global Offer. Before purchasing any Shares, persons viewing this announcement should ensure that they fully understand and accept the risks which will be set out in the Prospectus when published. The information in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. This announcement does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to

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Certain figures contained in this document, including financial information, have been subject to rounding adjustments. Accordingly, in certain instances, the sum or percentage change of the numbers contained in this document may not conform exactly with the total figure given.