

Company number: 2004002

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
TEES VALLEY LIMITED

(the "Company")

Circulated on 9/8 2022 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "Resolutions"):

SPECIAL RESOLUTIONS

1. "THAT the 2,244,000 £1 "A" ordinary shares in the Capital of the Company be and is hereby redesignated as £1 ordinary shares in the Company having the rights and being subject to the restrictions set out in the articles of association of the Company"
2. "THAT following the redesignation of share capital approved above, the capital of the Company be reduced from £2,244,007, divided into 2,244,000 ordinary shares of £1 and 28 ordinary shares of £0.25, to £1 by cancelling and extinguishing 2,243,999 of the £1 ordinary shares and the 28 £0.25 ordinary shares."
3. "THAT the amount by which the capital of the Company is so reduced be transferred to the Company's profit and loss account."

This document should be considered in conjunction with the attached solvency statement from the directors. Please read the notes at the end of this document before signifying your agreement to the Resolutions.

THURSDAY



ABA6VGBC

A08

11/08/2022

#140

COMPANIES HOUSE

AGREEMENT

The undersigned, being the holder of all of the ordinary shares entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:


.....

for and on behalf of **Stagecoach Bus Holdings Limited**

Dated: 9/8 . 2022

NOTES:

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of them. If you agree with all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company at 10 Dunkeld Road, Perth, PH1 5TW.
2. If you do not agree with the 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 Resolutions, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.