



A13 30/08/2022 #331
COMPANIES HOUSE

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

THE GO-AHEAD GROUP PLC (the "Company")

At a general meeting of the Company duly convened and held on 16 August 2022 at 12:15 p.m. at the offices of Herbert Smith Freehills LLP, Exchange House, Primrose Street, London EC2A 2EG, the following resolution was passed as a special resolution of the Company:

SPECIAL RESOLUTION

THAT:

- (A) for the purpose of giving effect to the scheme of arrangement dated 11 July 2022 (as amended or supplemented) (the "**Scheme**") between the Company and the holders of Scheme Shares (as defined in the Scheme), a copy of which has been produced to this meeting and for the purposes of identification signed by the Chair of this meeting, in its original form or with or subject to any modification, addition, or condition agreed by the Company and Gerrard Investment Bidco Limited and approved or imposed by the High Court of Justice of England and Wales, the directors of the Company (or a duly authorised committee thereof) be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
- (B) with effect from the passing of this resolution, the articles of association of the Company be and are hereby amended by the adoption and inclusion of the following new Article 158:

"158. Scheme of Arrangement

- 158.1 In this Article 158, references to the "**Scheme**" are to the Scheme of Arrangement under Part 26 of the Companies Act 2006 between the Company and the holders of Scheme Shares (as defined in the Scheme) dated 11 July 2022 (with or subject to any modification, addition or condition approved or imposed by the Court and agreed by the Company and Gerrard Investment Bidco Limited ("**Bidco**")) and (save as defined in this article) terms defined in the Scheme shall have the same meanings in this article.
- 158.2 Notwithstanding any other provisions in these articles, if the Company issues or transfers out of treasury any Go-Ahead Shares (other than to Bidco, any subsidiary or subsidiary undertaking of Bidco, or any nominee of Bidco (each a "**Bidco Company**")) on or after the date of the adoption of this Article 158 and prior to the Scheme Record Time (as defined in the Scheme) such Go-Ahead Shares shall be issued or transferred subject to the terms of the Scheme (and shall be Scheme Shares for the purposes thereof) and the original holder or subsequent holders of such Go-Ahead Shares shall be bound by the Scheme accordingly.
- 158.3 Notwithstanding any other provision of these articles, subject to the Scheme becoming Effective, any shares issued or transferred out of treasury to any person (other than a Bidco Company or its nominee(s)) at or after the Scheme Record Time (a "**New Member**") (each a "**Post-Scheme Share**") shall be issued or transferred on terms that they shall (on the Effective Date or, if later, on issue or transfer (but subject to the terms of Article 158.4 below)), be immediately

transferred to Bidco (or such person as it may direct) (the "**Purchaser**"), who shall be obliged to acquire each Post-Scheme Share in consideration of and conditional upon the payment by or on behalf of Bidco to the New Member of an amount in cash per Post-Scheme Share equal to the Acquisition Price to which a New Member would have been entitled had such Post-Scheme Share been a Scheme Share (provided that such transfer to the Purchaser shall occur in relation to a Post-Scheme Share issued to the trustee of the Go-Ahead Employee Trust following the transfer of the beneficial interest in such Post-Scheme Share to a beneficiary of the Go-Ahead Employee Trust).

- 158.4 Any person who is beneficially entitled to shares issued or transferred to a New Member (other than, for the avoidance of doubt, a person who becomes beneficially entitled to shares by virtue of a transfer pursuant to this Article 158.4) may, prior to the issue or transfer of Post-Scheme Shares to the New Member pursuant to the exercise of an option under one of the Go-Ahead Share Plans (as defined in the Scheme), give not less than five Business Days' written notice to the Company in such manner as the board shall prescribe of his or her intention to transfer the ownership of some or all of such Post-Scheme Shares to his or her spouse or civil partner and may, if such notice has been validly given, on such Post-Scheme Shares being issued or transferred to him or her, immediately transfer to his or her spouse or civil partner any such Post-Scheme Shares, provided that such Post-Scheme Shares (including both legal and beneficial ownership thereof) will then be immediately transferred to the Purchaser pursuant to Article 158.3 above. If notice has been validly given pursuant to this Article 158.4 but the beneficial owner does not immediately transfer to his or her spouse or civil partner, both the legal and beneficial ownership of the Post-Scheme Shares in respect of which notice was given will be transferred to the Purchaser and/or its nominee(s) pursuant to Article 158.3 above. If notice is not given pursuant to this Article 158.4, both the legal and beneficial ownership of the Post-Scheme Shares will be immediately transferred to the Purchaser pursuant to Article 158.3 above.
- 158.5 On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation) carried out after the Effective Date, the value of the consideration per Post-Scheme Share to be paid under Article 158.3 shall be adjusted by the Company in such manner as the auditors of the Company may determine to be appropriate to reflect such reorganisation or alteration. References in this Article to Go-Ahead Shares shall, following such adjustment, be construed accordingly.
- 158.6 To give effect to any transfer of Post-Scheme Shares required pursuant to Article 158.3 and/ or 158.4, the Company may appoint any person as attorney and/or agent for the New Member to transfer the Post-Scheme Shares to the Purchaser and/or its nominees and do all such other things and execute and deliver all such documents or deeds as may in the opinion of such attorney or agent be necessary or desirable to vest the Post-Scheme Shares in the Purchaser and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as the Purchaser may direct. If an attorney or agent is so appointed, the New Member shall not thereafter (except to the extent that the attorney or agent fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed in writing by the Purchaser. The attorney or agent shall be empowered to execute and deliver as transferor a form or forms of transfer or other instrument(s) or instruction(s) of

transfer (whether as a deed or otherwise) on behalf of the New Member (or any subsequent holder) in favour of the Purchaser and the Company may give a good receipt for the consideration for the Post-Scheme Shares and may register the Purchaser as holder thereof and issue to it certificate(s) for the same. The Company shall not be obliged to issue a certificate to the New Member for the Post-Scheme Shares. The Purchaser shall settle the consideration due to the New Member pursuant to Article 158.3 above by sending a cheque drawn on a UK clearing bank in favour of the New Member (or any subsequent holder) for the purchase price of such Post-Scheme Shares as soon as practicable and in any event no later than 14 days after the date on which the Post-Scheme Shares are issued or transferred to the New Member.

- 158.7 If the Scheme shall not have become effective by 14 January 2023 (or such later date (if any) as the Company and Bidco may agree) and the High Court of Justice in England and Wales may approve, this Article 158 shall be of no effect.
- 158.8 Notwithstanding any other provision of these Articles, both the Company and the board shall refuse to register the transfer of any Scheme Shares effected between the Scheme Record Time and the Effective Date other than to the Purchaser and/or its nominee(s) pursuant to the Scheme."



[DIRECTOR/SECRETARY]