

# SH01

**BLUEPRINT****2000**

## Return of allotment of shares

You can use the WebFiling service to file this form online.

Please go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

☒ **What this form is for**  
You may use this form to give notice of shares allotted following incorporation.

☐ **What this form is NOT for**  
You cannot use this form to give notice of shares taken by subscription formation of the company or for allotment of a new class of shares in an unlimited company.

**SATURDAY**

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05/12/2009

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COMPANIES HOUSE

### 1 Company details

Company number 3 7 9 5 3 4 5

Company name in full SCOTO LIMITED

#### → Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by \*

### 2 Allotment dates

From Date d 3 d 0 m 1 m 1 y 2 y 0 y 0 y 9  
To Date d d m m y y y y

#### 1 Allotment date

If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.

### 3 Shares allotted

Please give details of the shares allotted, including bonus shares.

#### 2 Currency

If currency details are not completed we will assume currency is in pound sterling.

Class of shares (E.g. Ordinary/Preference etc.)	Currency 2	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
A Shares	GBP	730,180	1.00	1.00	0.00

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Details of non-cash  
consideration.

If a PLC, please attach  
valuation report (if  
appropriate)

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## Return of allotment of shares

### Statement of capital

**Section 4** (also **Section 5** and **Section 6**, if appropriate) should reflect the company's issued capital at the date of this return.

#### 4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete **Section 4** and then go to **Section 7**.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
See attached schedule				£
				£
				£
				£
<b>Totals</b>				£

#### 5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies.  
Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

#### 6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares	
Total aggregate nominal value ❸	

❸ **Total aggregate nominal value**  
Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

❶ Including both the nominal value and any share premium.

❷ E.g. Number of shares issued multiplied by nominal value of each share.

❸ Total number of issued shares in this class.

#### Continuation Pages

Please use a Statement of Capital continuation page if necessary.

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

<p>① Including both the nominal value and any share premium.</p> <p>② Total number of issued shares in this class.</p>	<p>③ E.g. Number of shares issued multiplied by nominal value of each share.</p>
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**Statement of capital** (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section 4** and **Section 5**.

Class of share

£1.00 A Shares

Prescribed particulars  
①

See attached schedule

Class of share

£1.00 ORDINARY

Prescribed particulars  
①

The ordinary shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

Class of share

Prescribed particulars  
①**① Prescribed particulars of rights attached to shares**

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

**Continuation page**

Please use a Statement of Capital continuation page if necessary.


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**Signature**

I am signing this form on behalf of the company.

Signature

Signature

X  X

**COMPANY SECRETARY**

This form may be signed by:

Director ② Secretary, Person authorised ③ Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

**② Societas Europaea**

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

**③ Person authorised**

Under either section 270 or 274 of the Companies Act 2006.

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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Shares	
Prescribed particulars	<p>3.2 The rights, privileges and restrictions attaching to the A Shares shall be as follows :</p> <p>3.2.1 as regards income:</p> <p>(a) out of the profits available for distribution the holders of the A Shares shall be entitled to be paid dividends equal in amount to 100% of the amount of the principal repayments (if any) received by the Company (each a "Principal Repayment" and together, the "Principal Repayments") in respect of the balance as at 30 November 2009 of the deposit agreement between the Company and Bank of Scotland, account number 80110000205624, representing an amount in the sum of £128,873,956 deposited by the company (the "Deposit");</p> <p>(b) the holders of the A Shares shall not be entitled to participate in any dividend paid to the holders of the Ordinary Shares and such dividend may be declared and paid prior to any date on which any dividend payable on the A Shares may become payable but if declared or approved after any date on which any dividend on the A Shares is payable shall not be paid before that dividend on the A Shares is paid;</p> <p>(c) the amount of any dividend payable on the A Shares is exclusive of the amount of any associated tax credit available to shareholders;</p> <p>(d) unless the Company has insufficient profits available for distribution and the Company is thereby prohibited from paying dividends by the Act, the dividends payable on the A Shares (notwithstanding article 30 of the Model Articles or any other provision of these Articles and, in particular, notwithstanding that there has not been a recommendation of the directors or a resolution of the Company in general meeting) shall be paid immediately on the second business day following receipt of each Principal Repayment;</p> <p>3.2.2 as regards capital on a return of capital on a winding up or otherwise the holders of the A Shares shall be entitled to the following (but shall not be entitled to any payments other than the following) :</p> <p>(a) a sum equal to any unpaid dividend due to the holders of the A Shares; and</p> <p>(b) pari passu with the holders of the Ordinary Shares, an amount equal to the amount paid up or deemed to be paid up on the shares, in the event of competition for available monies in proportion to the total amounts paid up or deemed to have been paid up on the A Shares and ordinary shares,</p>	

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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Shares (cont'd)	
Prescribed particulars	<p>but the holders of the A Shares shall not have any right to participate in distribution of any remaining surplus assets of the Company.</p> <p>3.2.3 as regards voting: each holder of any A Share shall have the right to receive notice of all general meetings of the Company and to attend, speak and vote at a general meeting of the Company, and to vote on any resolution proposed at a general meeting of the Company;</p> <p>3.2.4 as regards the conduct of the business of the Company:</p> <p>(a) for so long as any A Shares are in issue, the Company shall not (in whole or part) sell or pledge the Deposit or agree to do so, other than to the holders of A Shares as security for the obligation to pay dividends on such A Shares;</p> <p>(b) for so long as any A Shares are in issue, the Company shall not exercise any of its rights under the Deposit without first obtaining approval from 100% of the holders from time to time of the A Shares by resolution;</p> <p>(c) for so long as any A Shares are in issue, 100% of the holders from time to time of the A Shares by resolution may direct the Company to exercise its rights under the Deposit to call for repayment of some or all of the Principal Repayments, and if so directed, the Company shall exercise its rights accordingly;</p> <p>(d) any Principal Repayment received shall not be invested by the Company following receipt and before and up to the payment of the resultant dividend due under Article 3.2.1 above, other than in cash or cash equivalents; and</p> <p>(e) for so long as any A Shares are in issue and until all Principal Repayments have been received and resultant dividends due under Article 3.2.1 above have been paid, the Company shall not take any action which it reasonably considers could reduce its profits available for distribution below the aggregate amount of the Principal Repayments due under the Deposit</p> <p>3.2.5 if any dividend payable on the A Shares or any part of it is for whatever reason not paid in full within two days of the date when it is due for payment (the "Default Date") then the Company shall pay such dividend as soon as possible and shall be liable to pay to the holders of the A Shares (in proportion to the number of relevant Shares held by each of them) on the date the dividend is paid, in addition to the dividend then payable, an amount (net of any advance</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Shares (cont'd)	
Prescribed particulars	<p>corporation tax payable by the Company) equal to interest thereon at a rate equal to two per cent per annum above LIBOR for the time being from the Default Date to the date of payment;</p> <p>3.2.6 if any dividend payable on the A Shares is not paid on or before the date three business days following receipt of the Principal Repayment, the amount of the dividend which would otherwise have been paid shall be deemed to have been declared as a dividend by the members of the Company on that date and shall become due to the holders of the A Shares as appropriate on that date and on that date and thereafter be a debt due by the Company to the holders of the A Shares and be actionable accordingly and be payable in priority to any other dividend; and</p> <p>3.2.7 if any Principal Repayment is invested by the Company following receipt and before and up to the payment of the resultant dividend due on the A Shares under Article 3.2.1(a) above, the holders of the A Shares shall be entitled to be paid a dividend equal in amount to 100% of any interest or other return accruing on such amount invested, such dividend to be paid on the second business day following receipt of the interest or other return and such dividend to be treated as a dividend payable under Article 3.2.1(a) above.</p>	

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## Return of allotment of shares



### Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	Mike Vaux
Company name	Stagecoach Group plc
Address	10 Dunkeld Road
Post town	Perth
County/Region	
Postcode	P H 1 5 T W
Country	Scotland
DX	
Telephone	



### Checklist

**We may return the forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following:**

- ☐ The company name and number match the information held on the public Register.
- ☐ You have shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the appropriate sections of the Statement of Capital.
- ☐ You have signed the form.



### Important information

**Please note that all information on this form will appear on the public record.**



### Where to send

**You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:**

**For companies registered in England and Wales:**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

**For companies registered in Scotland:**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post).

**For companies registered in Northern Ireland:**  
The Registrar of Companies, Companies House,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS.  
DX 481 N.R. Belfast 1.



### Further information

For further information please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)**