

Company number: 03795345

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
SCOTO LIMITED

(the "Company")

Circulated on 13 APRIL 2023 (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 capital of the Company be reduced from £63,978,079.00 divided into 63,247,899 ordinary shares of £1, and 730,180 "A" ordinary shares of £1 to £1 by cancelling and extinguishing 63,247,898 of the £1 ordinary shares, and all 730,180 of the "A" ordinary shares."
2. "THAT the share premium account of the Company in the amount of £948,517,305.56 be cancelled."
3. "THAT the amount by which the capital of the Company is so reduced pursuant to resolutions 1 and 2 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.

AGREEMENT

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

...*Brian Drayth*.....

for and on behalf of

STAGECOACH TRANSPORT HOLDINGS LIMITED

Dated: 13 APRIL 2023

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 C/O Stagecoach Services Limited, One Stockport Exchange, 20 Railway Road, Stockport, SK1 3SW.
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.