

STAGECOACH GROUP PLC

Company Number SC100764



Resolutions passed at Annual General Meeting

The following resolutions which are required to be filed with the Registrar of Companies in accordance with Section 30(1) of the Companies Act 2006 were passed at the Annual General Meeting of Stagecoach Group plc held at 10 Dunkeld Road, Perth PH1 5TW on Friday 25 September 2020:

ORDINARY RESOLUTIONS

16. To authorise, generally and unconditionally, the Directors, in accordance with section 551 of the Companies Act 2006 (the "Act"), to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights"):
- (i) up to an aggregate nominal amount of £1,005,450; and
 - (ii) up to a further aggregate nominal amount of £1,005,450 provided that (a) they are equity securities (within the meaning of section 560(1) of the Act) and (b) they are offered by way of a rights issue to holders of ordinary shares in the capital of the Company (each, an "Ordinary Share") on the register of members at such record date(s) as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective number of Ordinary Shares held by them on any such record date(s), subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depository receipts or other matter, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, 25 December 2021, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares or grant Rights pursuant to any such offer or agreement as if the authority conferred hereby had not expired, and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

SPECIAL RESOLUTIONS

17. If Resolution 16 above is passed, to empower the Directors pursuant to section 570 and section 573 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 16 above or by way of a sale of treasury shares as if section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:
- (i) the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (ii) of Resolution 16 by way of rights issue only) in favour of the holders of Ordinary Shares on the register of members at such record date(s) as the Directors may determine where the equity

securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on any such record date(s), subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of the shares being represented by depository receipts or any other matter; and

- (ii) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to subparagraph (i) of this Resolution 17) to any person or persons up to an aggregate nominal value of £150,818,

and shall expire upon the expiry of the general authority conferred by Resolution 16 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

- 18. If Resolution 16 above is passed, and in addition to the authority conferred by Resolution 17 above, to empower the Directors pursuant to section 570 and section 573 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 16 above or by way of a sale of treasury shares as if section 561(1) of the Act did not apply to any such allotment provided that this power shall:

- (i) be limited to the allotment of equity securities or sale of treasury shares to any person or persons up to a nominal amount of £150,818; and
- (ii) only be used for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and shall expire upon the expiry of the general authority conferred by Resolution 16 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

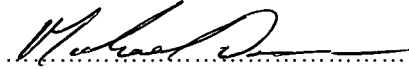
- 19. To authorise, generally and unconditionally, the Company to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of Ordinary Shares on such terms and in such manner as the Directors may from time to time determine provided that:

- (i) the maximum number of Ordinary Shares hereby authorised to be acquired shall be 40,000,000.
- (ii) the minimum price (excluding expenses) which may be paid for any such shares is the nominal value of the Ordinary Shares purchased;
- (iii) the maximum price (excluding expenses) which the Company may pay for each Ordinary Share is the higher of an amount equal to:
 - a. 105% of the average market value of an Ordinary Share for the five business days prior to the day the purchase is made; and
 - b. the higher of the last independent trade and the highest current independent bid for an Ordinary Share on the London Stock Exchange;
- (iv) the authority hereby conferred shall expire at the end of the next annual general meeting of the Company or, if earlier, 25 December 2021, unless previously revoked, varied or renewed by the Company in general meeting; and

- (v) the Company may make a contract to purchase its Ordinary Shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its Ordinary Shares in pursuance of any such contract.

20. That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

Signed:



Michael Vaux
Company Secretary

Date: 25 September 2020