

ARRIVA plc

REGISTERED IN ENGLAND WITH NO. 347103

SPECIAL RESOLUTION

Passed at the Annual General Meeting of the company held on 19 April 2006

That the Articles of Association of the company be and are hereby altered as follows:-

1. By deleting the words:

'Regulations	The Uncertificated Securities Regulations 1995 including any modification or re-enactment of them for the time being in force.'
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'Regulations	The Uncertificated Securities Regulations 2001 including any modification or re-enactment of them for the time being in force.'
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2. By inserting the following new definitions in Article 2:

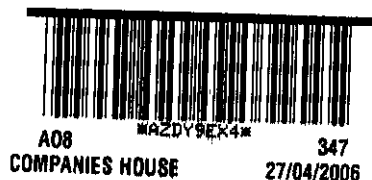
'Cash memorandum account	An account so designated by the relevant system concerned.'
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'Listing Rules	The rules made by the UK Listing Authority from time to time as the competent authority under Part VI of the Financial Services and Markets Act 2000.'
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'Properly authenticated dematerialised instruction	Has the same meaning as in the Regulations.'
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'Relevant system	Has the same meaning as in the Regulations.'
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'Uncertificated Proxy Instruction	A properly authenticated dematerialised instruction, and/or other instruction or notification, which is sent by means of the relevant system concerned and received by such participant in that system acting on behalf of the Company as the Directors may prescribe, in such form and subject to such terms and conditions as may from time to time be prescribed by the Directors.'
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3. By renumbering Article 29 as Article 29(a).

4. By inserting the following new article as Article 29(b):

‘29(b) The Directors may refuse to register a transfer of a share in uncertificated form in any case where the Company is entitled to refuse (or is excepted from the requirement) under the Regulations to register the transfer.’
5. By deleting ‘; and’ from Article 37(a)(iii) and inserting ‘.’ therefor.
6. By deleting Article 37(a)(iv).
7. In Article 37(b) by inserting the words ‘, in the case of a share or stock in certificated form,’ after the words ‘pursuant to this Article the Company may’ and by inserting the words ‘. In the case of a share or stock in uncertificated form, the Company may take such other steps (including the giving of directions to or on behalf of the holder, who shall be bound by them) as it thinks fit to effect the transfer.’ So that Article 37(b) reads as follows:

‘37(b) To give effect to any sale pursuant to this Article the Company may, in the case of a share or stock in certificated form, appoint any person to execute as transferor an instrument of transfer of such share or stock and such instrument of transfer shall be as effective as if it had been executed by the registered holder or person entitled by transmission to such share or stock. In the case of a share or stock in uncertificated form, the Company may take such other steps (including giving of directions to or on behalf of the holder, who shall be bound by them) as it thinks fit to effect the transfer. The Company shall account to the member or other person entitled to such share or stock for the net proceeds of such sale by carrying all monies in respect thereof to a separate account which shall be a permanent debt of the Company and the Company shall be deemed to be a debtor and not a trustee in respect therefor for such member or other person. Monies carried to such separate account may either be employed in the business of the Company or invested in such investments (other than shares of the Company or its holding company if any) as the Directors may from time to time think fit.’
8. By inserting the following new article as Article 37(c):

‘37(c) The Company shall also be entitled to sell, in the manner provided for in Article 37(a), any share (‘additional share’) issued (whether as a consequence of a bonus issue, rights issue, capitalisation of reserves or otherwise) during the said period or periods of 12 years and three months in respect of any share to which Article 37(a) applies or in respect of any share issued during either of such periods, provided that the requirements of Articles 37(a)(i) (but modified to exclude the words ‘for a period of 12 years’ and modified to exclude the proviso), 37(a)(ii) (but modified to exclude the words ‘at the expiration of the said period of 12 years’) and 37(a)(iii) are satisfied in respect of such additional share.’

9. At the end of Article 40 by adding the words 'Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before forfeiture. The Directors may accept a surrender of any share liable to be forfeited under these Articles.' So that Article 40 reads as follows:

'40 If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before forfeiture. The Directors may accept a surrender of any share liable to be forfeited under these Articles.'

10. At the end of Article 43 by adding the words 'The Directors may, if necessary, in the case of a share in certificated form, authorise some person to transfer a forfeited or surrendered share to any such other person as aforesaid and in the case of a forfeited or surrendered share in uncertificated form, the Directors may take such steps (including the giving of directions to or on behalf of the holder, who shall be bound by them) as they think fit to effect the transfer.' so that Article 43 reads as follows:

'43 Every share which shall be forfeited shall thereupon become the property of the Company, and may be sold, re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and whether with or without all or any part of the amount previously paid on the share being credited as paid. The Directors may, if necessary, authorise some person to transfer a forfeited share to any such other person as aforesaid. The Directors may, if necessary, in the case of a share in certificated form, authorise some person to transfer a forfeited or surrendered share to any such other person as aforesaid and in the case of a forfeited or surrendered share in uncertificated form, the Directors may take such steps (including the giving of directions to or on behalf of the holder, who shall be bound by them) as they think fit to effect the transfer.'

11. In Article 54:

- (i) by inserting the words 'in the case of shares in certificated form' after the words '(as the case may be) and the Directors may';
- (ii) by removing the '.' and inserting therefor ';' after the words 'with the Directors of the purchaser';
- (iii) by deleting the words 'with the Directors of the purchaser' and substituting therefor the words 'with the directions of the purchaser'; and

- (iv) inserting the words 'and in the case of shares in uncertificated form, the Directors may take such steps (including the giving of directions to or on behalf of the holder who shall be bound by them) as they think fit to effect the transfer.' after the words 'in accordance with the directions of the Purchaser' so that Article 54 reads as follows:

'54 Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the Directors may on behalf of those members or, if the net proceeds in respect of any holding do not exceed £3.00, on behalf of the Company, sell to any person (including, subject to the provisions of the Act, the Company) the shares representing the fractions for such price as the Directors think fit and distribute the net proceeds of sale in due proportion among those members or the Company (as the case may be) and the Directors may, in the case of shares in certificated form, authorise some person to execute an instrument of transfer of the shares to or in accordance with the directions of the purchaser; and in the case of shares in uncertificated form, the Directors may take such steps (including the giving of directions to or on behalf of the holder who shall be bound by them) as they think fit to effect the transfer. The transferee shall not be bound to see the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.'

12. By re-numbering Article 80 as Article 80(a).

13. By inserting the following new article as Article 80(b):

'80(b) Without limiting the foregoing, in relation to any shares which are held in uncertificated form:-

- (i) the Directors may from time to time permit appointments of a proxy to be made by means of an electronic communication in the form of an Uncertificated Proxy Instruction (subject always to the facilities and requirements of the relevant system concerned) and may in a similar manner permit supplements to or amendments or revocations of any such Uncertificated Proxy Instructions to be made by like means;
- (ii) the Directors may in addition to the provisions of Articles 80(b)(i) prescribe the method for determining the time at which any such properly authenticated dematerialised instruction (and/or other instruction of notification) is to be treated as received by the Company or such participant; and
- (iii) the Directors may treat any Uncertificated Proxy Instruction which purports to be or is expressed to be sent on behalf of a holder of a share as sufficient evidence of the authority of the person sending that instruction to send it on behalf of that holder.'

14. In Article 89 by inserting the following words 'if he shall be himself a Director or shall attend any such meeting as an alternate for more than one director his voting rights shall be cumulative. To such extent as the Directors may from time to time determine in relation to any committees of the Directors the foregoing provisions of this Article 89 shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member. An alternate Director shall not (except as aforesaid) have power to act as a Director' after the words 'be entitled to any fees for his service as an alternate Director.' so that Article 89 reads as follows:

'89 An alternate Director shall (unless he is absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and of committees of the Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not present, and generally to perform all the functions of his appointor as a Director in his absence, but shall not (unless the Company by Ordinary Resolution otherwise determines) be entitled to any fees for his services as an alternate Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one director his voting rights shall be cumulative. To such extent as the Directors may from time to time determine in relation to any committees of the Directors the foregoing provisions of this Article 89 shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member. An alternate Director shall not (except as aforesaid) have power to act as a Director.'

15. In Article 92 by inserting the words 'An alternate Director shall, subject to Article 89, be entitled to the same extent as if he were a Director to contract and be interested in any benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified.' after the words 'agent of the Director appointing him.' so that Article 92 reads as follows:

'92 Save as otherwise provided in these Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults, and he shall not be deemed to be the agent of the Director appointing him. An alternate Director shall, subject to Article 89, be entitled to the same extent as if he were a Director to contract and be interested in any benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified.'

16. In Article 107(e) by deleting '.' at the end of that article and substituting therefor'; or'.

17. By inserting the following new Article 107(f):

'(f) being Managing Director or a Director holding an executive office, he is dismissed from such office.'

18. By re-numbering Article 110 as Article 110(a).

19. By inserting the following new article as Article 110(b):

'(b) A retirement shall not have effect until the conclusion of the meeting except where a resolution is passed to elect some other person in the place of the retiring Director or a resolution for his re-election is put to the meeting and lost. Accordingly a retiring Director who is re-elected or deemed to have been re-elected will continue in office without a break.'

20. In Article 117 by inserting the words 'An alternate Director who is not himself a Director shall, if his appointor is not present, be counted in the quorum, provided that an alternate Director who is himself a Director shall only be counted once in calculating a quorum.' So that Article 117 reads as follows:

'117 The quorum necessary for the transaction of the business of the Directors shall be fixed by the Directors, and unless so fixed shall be two. An alternate Director who is not himself a Director shall, if his appointor is not present, be counted in the quorum, provided that an alternate Director who is himself a Director shall only be counted once in calculating a quorum.'

21. By re-numbering Article 132 as Article 132(a).

22. By inserting the following new article as Article 132(b):

'132(b) In respect of shares in uncertificated form:-

- (i) every such payment by means of such relevant system shall be made in such manner as may be consistent with the facilities and requirements of the relevant system concerned and such payment may include the sending by the Company or by any person on its behalf of an instruction to the operator of such relevant system to credit the cash memorandum account of the holder or joint holders or, if permitted by the Company, of such other person as the holder or joint holders may in writing direct;
- (ii) the payment by the Company of any sum in accordance with this Article 132 (including in respect of shares in uncertificated form, the making of payment in accordance with the facilities and requirements of the relevant system concerned) shall be a good discharge to the Company.'

23. By deleting 'and' at the end of Article 136(k).

24. By re-numbering the current Article 136(l) as Article 136(m).

25. By inserting the following new article as Article 136(l):

'136(l) notwithstanding the foregoing, the Directors may at any time prior to payment of the relevant dividend determine, if it appears to them desirable to do so because of change in circumstances, that the dividend shall be payable wholly in cash after all. If they so determine then all elections made shall be disregarded. The dividend shall be payable wholly in cash if the ordinary share capital of the Company ceases to be admitted to trading on the London Stock Exchange or traded on the Alternative Investment Market at any time prior to the due date of issue of the additional shares or if the listing is suspended and not reinstated by the date immediately preceding the due date of such issue; and'.

26. By deleting the heading 'INDEMNITY AND INSURANCE' after Article 153 and inserting the heading 'ELECTRONIC COMMUNICATIONS' therefor.

27. By deleting the existing Article 154 and substituting therefor the following new Article 154:

'154 The Company shall be entitled to rely upon the posting of documents on a website electronically in order to comply with the requirements of the Statutes and the Listing Rules in respect of the delivery by the Company of such documents to shareholders or debenture holders of the Company provided that:-

- (a) the Company and the shareholders shall first have agreed to the use of electronic communication for sending such documents and the shareholder has notified the Company of an address to be used for that purpose; or
- (b) the Company and the shareholder have first agreed to the shareholder having access to such documents on its website and the shareholder is notified of:-
 - (i) the publication of the documents on the website;
 - (ii) the address of the website;
 - (iii) the place on that website where the documents may be accessed and how they may be accessed; and
 - (iv) the period of time for which documents will be available on the website which must be for at least a period of 21 clear days or, where applicable, until the conclusion of any general meeting to which the documents relate.
- (c) a notification under Article 154(a) that information is available on the Company's website shall be deemed to have been delivered 48 hours after it was sent.'

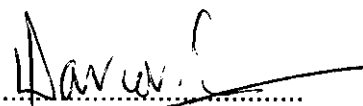
28. By inserting the following heading 'INDEMNITY AND INSURANCE' after new Article 154.

29. By inserting the following new Article as Article 155:

'155 Subject to the provisions of and so far as may be consistent with the Statutes, the Company may provide for a Director an indemnity out of the assets of the Company to the extent that such indemnity is a 'qualifying third party indemnity provision' within the meaning of section 309B(1) of the Act and may provide a Director with funds in accordance with section 337A of the Act to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with any application under the provisions mentioned in section 337A(2) of the Act, but so that any provision of funds will become repayable by the Director or any liability of the Company under any transaction connected with any provision of funds will become repayable by the Director not later than:-

- (i) in the event of the Director being convicted in the proceedings, the date when the conviction becomes final;
- (ii) in the event of judgment being given against him in the proceedings, the date when the judgment becomes final; or
- (iii) in the event of the court refusing to grant him relief on the application, the date when the refusal of relief becomes final.

Subject to the provisions of the Statutes, the Directors may purchase and maintain insurance at the expense of the Company for the benefit of any Director or other officer of the Company against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a Director or officer.'


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Secretary.

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25 April 2006