

ARRIVA plc

REGISTERED IN ENGLAND WITH NO 347103

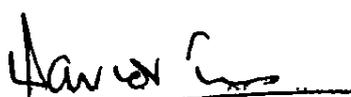
ORDINARY RESOLUTION

Passed at the Annual General Meeting of the company held on 6 May 2010

'That the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the company to allot

- (i) shares in the Company up to an aggregate nominal amount of £3,319,654 15, and
- (ii) to grant rights to subscribe for or to convert any security into shares in the Company up to a further aggregate nominal amount of £3,319,654 15 provided that they are offered by way of a rights issue to 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 interest of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be 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 depositary receipts or any other matter

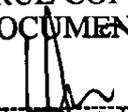
This authority shall expire on the date of the next Annual General Meeting of the Company, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the directors shall be entitled to allot relevant securities pursuant to any such offer or agreement as if this authority had not expired. All unexercised authorities previously granted to the directors to allot relevant securities be and are hereby revoked.'


Company Secretary

Doxford International Business Park
Sunderland
SR3 3XP

7 May 2010

I CERTIFY THAT THIS IS A
TRUE COPY OF THE ORIGINAL
DOCUMENT


Company Secretary

7/5/10
Date

TUESDAY



A29

11/05/2010

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COMPANIES HOUSE