

Company No. 347103

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTION

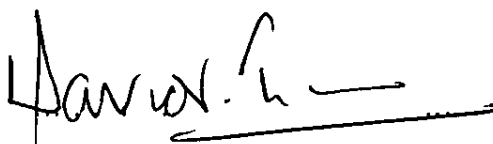
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ARRIVA PLC (the "Company")

(Passed on 17 June 2010)

At a meeting of the Company duly convened in accordance with an order of the High Court of England and Wales dated 14 May 2010 and held at Ramside Hall Hotel and Golf Club, Carrville, Durham, DH1 1TD on Thursday 17 June 2010 at 11 30 a m (the "**Court Meeting**") the following resolution was duly passed approving the scheme of arrangement dated 18 May 2010 between the Company and the holders of Scheme Shares (as defined in the said scheme), a print of which was produced to the Court Meeting

THAT the scheme of arrangement pursuant to Part 26 of the Companies Act 2006, dated 18 May 2010 (the "**Scheme of Arrangement**"), proposed to be made between Arriva plc and the holders of Scheme Shares (as defined in the Scheme of Arrangement), a copy of which has been produced to this meeting and signed for the purpose of identification by the Chairman, be and is hereby approved



Company Secretary

FRIDAY



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18/06/2010

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COMPANIES HOUSE