

Company No. 347103

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

- of -

ARRIVA PLC (the "Company")

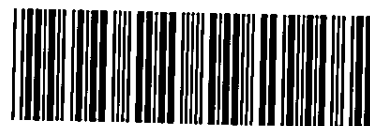
(Passed on 17 June 2010)

At a general meeting of the Company duly convened and held at Ramside Hall Hotel and Golf Club, Carrville, Durham, DH1 1TD on Thursday 17 June 2010 at 11 45 a m the following resolution was duly passed as a special resolution

SPECIAL RESOLUTION

(1) THAT

- (A) for the purpose of giving effect to the Scheme of Arrangement dated 18 May 2010 (the "**Scheme**") proposed to be made between the Company and holders of Scheme Shares (as defined in the Scheme) in its original form in the circular sent to shareholders of the Company dated 18 May 2010 (the "**Circular**") (a print of which has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification), or with or subject to any modification, addition or condition (including, without limitation, any modification or addition which represents an improvement in the value and/or terms of the Acquisition (as defined in the Circular) to holders of Scheme Shares) agreed by the Company and DB UK Holding Limited ("**DB UK**") and approved or imposed by the Court
- (i) the share capital of the Company be reduced by cancelling and extinguishing all the Scheme Shares (as defined in the Scheme),
- (ii) forthwith and contingent upon such reduction of capital taking effect
- (a) the share capital of the Company be increased to its former amount by the issue of such number of new ordinary shares of five pence each ("**New Shares**") as shall be equal to the aggregate number of Scheme Shares so cancelled, and
- (b) the reserve arising in the books of account of the Company as a result of the cancellation of the Scheme Shares be applied in paying up in full at par the New Shares issued pursuant to paragraph (A)(ii)(a) above, which shall be allotted and issued, credited as fully paid, to DB UK and/or any nominee(s) of it, and



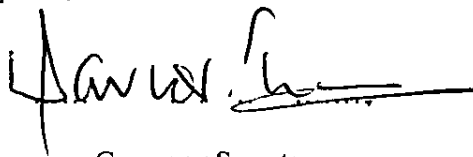
- (iii) conditionally upon the Scheme becoming effective, the directors of the Company be and are hereby authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to give effect to this special resolution and accordingly to effect the allotment of the New Shares, provided that (i) this authority shall expire on the fifth anniversary of the date on which this resolution is passed (unless previously revoked, varied or renewed), (ii) the maximum aggregate nominal amount of relevant securities which may be allotted hereunder shall be £10,226,012, and (iii) this authority shall be without prejudice to any other authority under (or deemed to be given under) the said Section 551 previously granted and in force on the date on which this special resolution is passed, and
- (B) forthwith upon the passing of this special resolution, the articles of association of the Company be amended by the adoption and inclusion of the following new article 145

Scheme of Arrangement

- 145 (1) In this article 145, references to the "Scheme" are to the scheme of arrangement dated 18 May 2010 under Part 26 of the Companies Act 2006 between the Company and the holders of the Scheme Shares (as defined in the Scheme), as it may be modified or amended in accordance with its terms, and expressions defined in the Scheme or (if not so defined in the Scheme) defined in the circular dated 18 May 2010 circulated with the Scheme containing the explanatory statement required pursuant to Section 897 of the Companies Act 2006, shall have the same meanings where used in this article 145
- (2) Notwithstanding any other provision of these articles, if any ordinary shares are issued on or after the date of adoption of this article 145 other than to DB UK Holding Limited ("**DB UK**") or any person identified by written notice to the Company as its nominee(s) but before the Scheme Record Time (as defined in the Scheme), such ordinary shares shall be issued subject to the terms of the Scheme and the original or any subsequent holder or holders of such ordinary shares shall be bound by the Scheme accordingly
- (3) Notwithstanding any other provision of these articles, if, at any time on or after the Scheme Record Time, any ordinary shares (for the purposes of this article 145, "**New Shares**") are issued or are to be issued to any person (a "**New Member**") other than DB UK or any person identified by written notice to the Company by DB UK as its nominee(s) and/or designated subsidiary, provided that the Scheme has become effective, such New Shares shall be transferred immediately after the Scheme Effective Time (as defined in the Scheme) or, if later, upon the issue of the New Shares, free of all Encumbrances (as defined in the Scheme), to DB UK (or as DB UK may direct by notice in writing to the Company) in consideration for, and conditionally upon the payment to the New Member of the same cash consideration per ordinary share in the capital of the Company as that New Member would have been entitled to had each such New Share transferred to DB UK hereunder been a Scheme Share at the Scheme Record Time (as defined in the Scheme) (as soon as is practicable after the Scheme Effective Time or, if later, after the issue of the New Shares), provided that any New Member may, prior to the issue of any New Shares to him or her

pursuant to the exercise of an option or satisfaction of an award under any of the Share Option Schemes (as defined below), give not less than five business days' written notice to the Company in such manner as the directors shall prescribe of his or her intention to transfer some or all of such New Shares to his or her spouse or civil partner. Any such New Member may, if such notice has been validly given, on such New Shares being issued to him or her, immediately transfer to his or her spouse or civil partner any such New Shares, provided that such New Shares shall then be immediately transferred from that spouse or civil partner to DB UK (or as it may direct) pursuant to this article 145 as if the spouse or civil partner were a New Member. If notice has been validly given pursuant to this article 145 but the New Member does not immediately transfer to his or her spouse or civil partner the New Shares in respect of which notice was given, such shares shall be transferred to DB UK (or as it may direct) pursuant to this article 145. For the purposes of this article 145, "Share Option Schemes" means employee share schemes and plans of the Company, including, without limitation, (i) the 1994 Executive Share Option Scheme, (ii) the 1996 Share Incentive Scheme, (iii) the Long Term Incentive Plan 2000, and (iv) the Company Share Option Plan 2006 (Parts A and B)

- (4) On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation), the value of the consideration per ordinary share to be paid under article 145(3) shall be adjusted by the directors of the Company in such manner as the auditors of the Company may determine to be appropriate to reflect such reorganisation or alteration
- (5) To give effect to any such transfer required by article 145(3), the Company may appoint any person to execute and deliver a form of transfer on behalf of the New Member in favour of DB UK (or as directed by DB UK). Pending the registration of DB UK (or its designated subsidiary and/or nominee(s)) as the holder of any New Share to be transferred pursuant to this article 145, DB UK shall be empowered to appoint a person nominated by the directors of DB UK to act as attorney on behalf of the holder of such New Share in accordance with such directions as DB UK may give in relation to any dealings with or disposal of such New Share (or any interest therein), exercising any rights attached thereto or receiving any distribution or other benefit accruing or payable in respect thereof and the registered holder of such New Share shall exercise all rights attaching thereto in accordance with the directions of DB UK but not otherwise. The Company shall not be obliged to issue a certificate to the New Member for the New Shares
- (6) If the Scheme shall not have become effective by 22 December 2010 (or such later date (if any) as Arriva and DB UK may agree) and the Court may approve, this article 145 shall be of no effect



Company Secretary