



*Companies House*  
— for the record —

**SH01** (ef)

**Return of Allotment of Shares**



XNV1ZLXX

*Company Name:* ARRIVA PLC

*Company Number:* 00347103

*Received for filing in Electronic Format on the:* 23/07/2010

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*Shares Allotted (including bonus shares)*

| <i>Date or period during which<br/>shares are allotted</i> |          | <i>From<br/>20/07/2010</i>             | <i>To<br/>20/07/2010</i> |
|------------------------------------------------------------|----------|----------------------------------------|--------------------------|
| <b>Class of shares</b>                                     | ORDINARY | <i>Number allotted</i>                 | 5000                     |
|                                                            |          | <i>Nominal value of<br/>each share</i> | 0.05                     |
| <i>Currency</i>                                            | GBP      | <i>Amount paid</i>                     | 6.91                     |
|                                                            |          | <i>Amount unpaid</i>                   | 0.0                      |

*No shares allotted other than for cash*

## Statement of Capital (Share Capital)

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|                 |          |                         |           |
|-----------------|----------|-------------------------|-----------|
| Class of shares | ORDINARY | Number allotted         | 199345284 |
|                 |          | Aggregate nominal value | 9967264.2 |
| Currency        | GBP      | Amount paid             | 12.59     |
|                 |          | Amount unpaid           | 0         |

*Prescribed particulars*

VOTES OF MEMBERS ? ARTICLE 62:ON A SHOW OF HANDS EVERY MEMBER WHO IS PRESENT IN PERSON HAS ONE VOTE; EVERY PROXY PRESENT WHO HAS BEEN DULY APPOINTED BY ONE OR MORE MEMBERS ENTITLED TO VOTE ON THE RESOLUTION HAS ONE VOTE. ON A POLL EVERY MEMBER PRESENT IN PERSON OR BY DULY APPOINTED PROXY OR CORPORATE REPRESENTATIVE HAS ONE VOTE FOR EVERY SHARE OF WHICH HE IS THE HOLDER OR IN RESPECT OF WHICH HIS APPOINTMENT AS PROXY OR CORPORATE REPRESENTATIVE HAS BEEN MADE. DIVIDENDS ? ARTICLE 40:THE COMPANY MAY BY ORDINARY RESOLUTION DECLARE DIVIDENDS IN ACCORDANCE WITH THE RESPECTIVE RIGHTS OF THE MEMBERS, BUT NO DIVIDEND SHALL EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS. THE DIRECTORS MAY PAY INTERIM DIVIDENDS IF IT APPEARS TO THEM THAT THEY ARE JUSTIFIED BY THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION. WINDING UP ? ARTICLE 143:IF THE COMPANY IS WOUND UP, THE LIQUIDATOR MAY, WITH THE SANCTION OF A SPECIAL RESOLUTION AND ANY OTHER SANCTION REQUIRED BY LAW, DIVIDE AMONG THE MEMBERS IN SPECIE THE WHOLE OR ANY PART OF THE ASSETS OF THE COMPANY AND MAY, FOR THAT PURPOSE, VALUE ANY ASSETS AND DETERMINE HOW THE DIVISION SHALL BE CARRIED OUT AS BETWEEN THE MEMBERS OR DIFFERENT CLASSES OF MEMBERS. SCHEME OF ARRANGEMENT ? 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 SET OUT IN THE CIRCULAR DATED 18 MAY 2010. IF ANY ORDINARY SHARES ARE ISSUED OTHER THAN TO DB UK HOLDING LIMITED (?DB UK?) BEFORE THE SCHEME RECORD TIME, 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. IF, AT ANY TIME ON OR AFTER THE SCHEME RECORD TIME, ANY ORDINARY SHARES (?NEW SHARES?) ARE ISSUED OR ARE TO BE ISSUED TO ANY PERSON (A ?NEW MEMBER?) OTHER THAN DB UK PROVIDED THAT THE SCHEME HAS BECOME EFFECTIVE, SUCH NEW SHARES SHALL BE TRANSFERRED IMMEDIATELY AFTER THE SCHEME EFFECTIVE TIME OR, IF LATER, UPON THE ISSUE OF THE NEW SHARES, FREE OF ALL ENCUMBRANCES, 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 SOON AS 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 COMPANY'S EMPLOYEE SHARE SCHEMES, 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 ARTICLE 145 AS IF THE SPOUSE OR CIVIL PARTNER WERE A NEW MEMBER. IF NOTICE HAS BEEN VALIDLY GIVEN PURSUANT TO 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 ARTICLE 145. 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, ARTICLE 145 SHALL BE OF NO EFFECT.

## Statement of Capital (Totals)

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|-----------------|-----|------------------------------------------|-----------|
| <i>Currency</i> | GBP | <i>Total number<br/>of shares</i>        | 199345284 |
|                 |     | <i>Total aggregate<br/>nominal value</i> | 9967264.2 |

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### *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.