

ADOPTION OF NEW ARTICLES

ARRIVA LONDON SOUTH LIMITED – COMPANY NO. 02328467

Written record under section 357, Companies Act 2006 of decision taken by the sole member of the Company on 2 December 2013

The following resolution, having effect as an ordinary resolution, was approved on the above date by the undersigned sole member of the company

'THAT

- (a) the articles of association of the Company be amended by deleting all the provision formerly in the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are treated as provisions of the Company's articles of association, and
- (b) the revised articles of association previously circulated be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association '

Signed

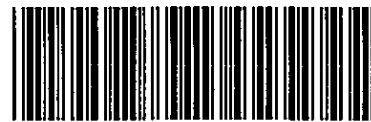


(on behalf of Arriva (2007) Limited)

Dated

04/12/2013.

TUESDAY



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10/12/2013

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COMPANIES HOUSE

No. 02328467

Arriva London South Limited

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 2 December 2013)

Preliminary

1 — (1) The model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008, as amended prior to the date of the adoption of these articles, shall apply to the company save in so far as they are modified, excluded or expanded by the articles set out below. No other regulations or model articles contained in any statute or subordinate legislation, including, without prejudice to such generality, the regulations contained in Table A to the Companies Act 1948 and Table A to the Companies Act 1985, shall apply as the articles of association of the company.

(2) In the articles, unless the context requires otherwise,—

"group undertaking" has the meaning given in section 1161(5) of the Companies Act 2006, and

"model article" means a numbered article in Schedule 1 of the Companies (Model Articles) Regulations 2008.

DIRECTORS POWERS AND RESPONSIBILITIES

Shareholders' reserve power

2. —Model article 4 shall be modified by deleting paragraph (2) and substituting the following paragraph (2)—

"(2) No alteration of the articles and no such special resolution invalidates anything which the directors have done before the alteration was made or passing of the resolution "

DECISION-MAKING BY DIRECTORS

Unanimous decisions

3.—Model article 8 shall not apply to the company

4.—(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter. For this purpose, it is not necessary for the appointor of an alternate director to indicate that he shares a common view with the other directors if the alternate director, which he has appointed, indicates that he shares a common view with the other directors.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible directors or to which each eligible director has otherwise indicated agreement in writing. For this purpose, it is not necessary for the appointor of an alternate director to sign the written resolution or otherwise indicate his agreement in writing if the alternate director, which he has appointed, signs the written resolution or otherwise indicates his agreement in writing.

(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter and whose vote would have been counted had it been proposed as a resolution at a directors' meeting.

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

5. —Model article 9 shall be modified by deleting paragraph (3) and replacing it with the following paragraph (3)

"(3) It shall not be necessary to give notice to a director who is absent from the United Kingdom at the time notice of the meeting is given Notice of a directors' meeting must be given to each director who is entitled to receive notice Notice need not be in writing "

Conflicts of interest

6. Paragraphs (1), (2), (3), (4) and (5) of model article 14 shall not apply to the company

7.—(1) Provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office—

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested,
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate in which the company is interested, and
- (c) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any group undertaking in relation to the company, or any body corporate in which any such group undertaking is interested,

and (i) he shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such undertaking or body corporate, (ii) he shall not infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company as a result of any such office or employment or any such transaction or arrangement or any interest in any such undertaking or body corporate, (iii) he shall not be required to disclose to the company, or use in performing his duties as a director of the company, any confidential information relating to such office or employment if to make such a disclosure or use would result in a breach of a duty or obligation of confidence owed by him in relation to or in connection with such office or employment, (iv) he may absent himself from discussions, whether in meetings of the directors or otherwise, and exclude himself from information, which will or may relate to such office, employment, transaction, arrangement or interest, and (v) no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit

(2) For the purposes of this article—

- (a) a director shall be deemed to have disclosed the nature and extent of an interest which consists of him being a director, officer or employee of any group undertaking in relation to the company,
- (b) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified,
- (c) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his,

- (d) a director need not disclose an interest if it cannot reasonably be regarded as likely to give rise to a conflict of interest, and
- (e) a director need not disclose an interest if, or to the extent that, the other directors are already aware of it (and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware)

(3) The directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law—

- (a) any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties), and
- (b) a director to accept or continue in any office, employment or position in addition to his office as a director of the company and, without prejudice to the generality of paragraph 7(3)(a), may authorise the manner in which a conflict of interest arising out of such office, employment or position may be dealt with, either before or at the time that such a conflict of interest arises,

provided that the authorisation is effective only if (i) any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director, and (ii) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted

(4) In relation to any such matter, office, employment or position that has been so authorised (subject to such terms and conditions, if any, as the directors may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation or the permissions set out below)—

- (a) the director shall not be required to disclose to the company, or use in performing his duties as a director of the company, any confidential information relating to such matter, or such office, employment or position if to make such a disclosure or use would result in a breach of a duty or obligation of confidence owed by him in relation to or in connection with such matter, or that office, employment or position,
- (b) the director may absent himself from discussions, whether in meetings of the directors or otherwise, and exclude himself from information, which will or may relate to that matter, or that office, employment or position, and
- (c) a director shall not, by reason of his office as a director of the company, be accountable to the company for any benefit which he derives from any such matter, or from any such office, employment or position

(5) A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted, and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum

APPOINTMENT OF DIRECTORS

Number and Methods of appointing directors

8. —The maximum and minimum number of directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever the minimum number of directors is one, the general rule about decision-making by the directors does not apply, and the sole director may take decisions without regard to any of the provisions of the Articles (including Model Article 11(2)) relating to directors' decision-making.

9.—A shareholder or shareholders holding a majority in nominal value of the issued shares in the company may appoint any person who is willing to act, and is permitted by law to do so, to be a director, either to fill a vacancy or as an additional director. Any such appointment shall be effected by a notice in writing signed by, or on behalf of, the shareholder or shareholders concerned and delivered to the registered office of the company or delivered at a meeting of the directors or a general meeting of the company.

Termination of director's appointment

10. —Model article 18 shall be modified by the addition of the following paragraphs after sub-paragraph (f)—

"(g) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated, and

(h) a shareholder or shareholders holding a majority in nominal value of the issued shares in the company gives notice to remove that person from his position as a director, such notice to be in writing signed by, or on behalf of, the shareholder or shareholders concerned and delivered to the registered office of the company or delivered at a meeting of the directors or a general meeting of the company "

Directors' remuneration

11.—Model article 19 shall be modified by—

(1) deleting paragraph (3) and replacing it with the following paragraph (3) —

"(3) Subject to the articles, a director's remuneration may take any form"

(2) Adding the following new paragraph (6) —

"(6) The directors may provide benefits, whether by the payment of a pension, allowance or gratuities, or any death, sickness or disability benefits or by insurance or otherwise, for any director or former director who holds or has held any office or employment with the company, predecessor in business of the company or with any undertaking which is or has been a group undertaking in relation to the company and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (before as well as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit "

ALTERNATE DIRECTORS

Appointment and removal of alternate directors

12.—(1) Any director may appoint as an alternate any other director, or any other person approved by resolution of the directors, to—

- (a) exercise that director's powers, and
- (b) carry out that director's responsibilities,

in relation to the taking of decisions by the directors in the absence of the alternate's appointor

(2) Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors.

(3) The notice must—

- (a) identify the proposed alternate, and
- (b) in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice

Rights and responsibilities of alternate directors

13.—(1) An alternate director has the same rights, in relation to any directors' meeting and all meetings of committees of directors of which his appointor is a member or directors' written resolution, as the alternate's appointor

(2) Except as the articles specify otherwise, alternate directors—

- (a) are deemed for all purposes to be directors,
- (b) are liable for their own acts and omissions,
- (c) are subject to the same restrictions as their appointors, and
- (d) are not deemed to be agents of or for their appointors.

(3) A person who is an alternate director but not a director—

- (a) may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating), and
- (b) may sign or otherwise indicate his agreement in writing to a written resolution (but only if it is not signed or to be signed or otherwise agreed to in writing by that person's appointor)

No alternate may be counted as more than one director for such purposes

(4) A director who is also an alternate director has an additional vote on behalf of each appointor who is—

- (a) not participating in a directors' meeting, and

(b) would have been entitled to vote if they were participating in it

(5) An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company

Termination of alternate directorship

14.—(1) An alternate director's appointment as an alternate terminates—

(a) when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate,

(b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director,

(c) on the death of the alternate's appointor,

(d) when the alternate's appointor's appointment as a director terminates, or

(e) when a shareholder or shareholders holding a majority in nominal value of the issued shares in the company gives notice to remove that person from his position as an alternate director, such notice to be in writing signed by, or on behalf of, the shareholder or shareholders concerned and delivered to the registered office of the company or delivered at a meeting of the directors or a general meeting of the company

SECRETARY

15. —The directors may appoint a secretary to the Company for such period, for such remuneration and upon such conditions as they think fit, and any secretary so appointed by the directors may be removed by them.

SHARES

Powers to issue different classes of share

16.—Model article 22 shall be modified by—

(1) the addition in paragraph (1) of the words "further classes of" after the words "the company may issue", and

(2) the addition of the following paragraph (3)—

"(3) In the event that rights and restrictions attaching to shares are determined by ordinary resolution or by the directors pursuant to this article, those rights and restrictions shall apply, in particular in place of any rights or restrictions that would otherwise apply by virtue of the Companies Act 2006 in the absence of any provisions in the articles of a company, as if those rights and restrictions were set out in the articles "

Exclusion of pre-emption rights

17.—Sections 561 and 562 of the Companies Act 2006, in relation to all allotments by the company of equity securities, are hereby excluded

Payment of commissions on subscription for shares

18.—(1) The company may pay any person a commission in consideration for that person—

- (a) subscribing, or agreeing to subscribe, for shares, or
- (b) procuring, or agreeing to procure, subscriptions for shares

(2) Any such commission may be paid—

- (a) in cash, or in fully paid or partly paid shares or other securities, or partly in one way and partly in the other, and
- (b) in respect of a conditional or an absolute subscription

CAPITALISATION OF PROFITS

Authority to capitalise and appropriation of capitalised sums

19. — Paragraph (1) of model article 36 shall be modified by deleting sub-paragraph (a) and substituting the following sub-paragraph (a)—

- "(a) decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of any of the company's reserves, or funds including but not limited to the share premium account, capital redemption reserve, merger reserve or revaluation reserve, and"

ADMINISTRATIVE ARRANGEMENTS

When notice or other communication deemed to have been received

20.—(1) Any notice, document or information sent or supplied by the company to the shareholders or any of them—

- (a) by post, shall be deemed to have been received 24 hours after the time at which the envelope containing the notice, document or information was posted unless it was sent by second class post, or there is only one class of post, or it was sent by air mail to an address outside the United Kingdom, in which case it shall be deemed to have been received 48 hours after it was posted, and proof that the envelope was properly addressed, prepaid and posted shall be conclusive evidence that the notice, document or information was sent,
- (b) by being left at a shareholder's registered address, or such other postal address as notified by the shareholder to the company for the purpose of receiving company communications, shall be deemed to have been received on the day it was left,
- (c) by electronic means, shall be deemed to have been received on the day on which it was sent, and proof that a notice, document or information in electronic form was addressed to the electronic address provided by the shareholder for the

purpose of receiving communications from the company shall be conclusive evidence that the notice, document or information was sent, and

- (d) by making it available on a website, shall be deemed to have been received on the date on which notification of availability on the website is deemed to have been received in accordance with this article or, if later, the date on which it is first made available on the website

Company seals

21. —Model article 49 shall be modified by deleting paragraph (3) and substituting the following paragraph (3)—

"(3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by -

- (i) two directors of the company, or
- (ii) one director and the company secretary, or
- (iii) at least one authorised person in the presence of a witness who attests the signature "

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

22. —Model article 52 shall be modified by—

(1) In paragraph (1), the addition of a comma after the word "company", and the addition of the following words in a new paragraph after that comma—

"including by funding any expenditure incurred or to be incurred by him in connection with any liability referred to in this paragraph (1) "

(2) Deleting sub-paragraph (a) of paragraph (3) and substituting the following sub-paragraph (a)—

"(a) an associated company means any body corporate which is or was a subsidiary of the company or in which the company or any subsidiary of the company is or was interested, and"

Insurance

23. —Model article 53 shall be modified by deleting sub-paragraph (c) of paragraph (2) and substituting the following sub-paragraph (c) —

"(c) an associated company means any body corporate which is or was a subsidiary of the company or in which the company or any subsidiary of the company is or was interested "

MISCELLANEOUS

Change of name

24.—(1) The company's name may be changed by—

- (a) a decision of the directors, or

- (b) a shareholder or shareholders holding a majority in nominal value of the issued shares in a company giving notice to change the name, such notice to be given in writing signed by, or on behalf of, the shareholder or shareholders concerned and delivered to the registered office of the company or delivered at a meeting of the directors or a general meeting of the company

Winding up

25.—If the company is wound up, the liquidator may, with the sanction of a special resolution by the company and any other sanction required by law, divide among the shareholders 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 shareholders or different classes of shareholders. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the shareholders as he with the like sanction determines, but no shareholder shall be compelled to accept any assets upon which there is a liability.