

Company No 02328561
Private company limited by shares

WRITTEN RESOLUTION
OF
LONDON UNITED BUSWAYS LIMITED (Company)

10th June 2008

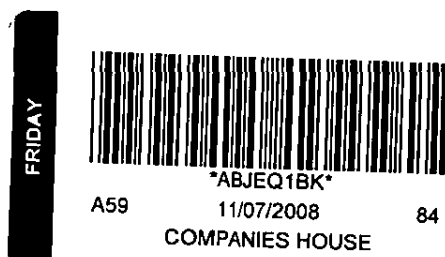
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the following resolution was proposed by the directors and passed as a special resolution.

SPECIAL RESOLUTION

That the regulations contained in the printed document attached to this resolution are approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association of the Company


.....

Director





Bond Pearce

Company No 02328561
The Companies Act 1985, 1989 and 2006
Company limited by shares

ARTICLES OF ASSOCIATION of LONDON UNITED BUSWAYS LIMITED

Adopted by Special Resolution passed on 10 June 2008



COMPANIES HOUSE

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1 Preliminary

1 1 In these Articles

the Act the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force

the Statutes the Act and any statutory modification or re-enactment thereof for the time being in force and every other legislation for the time being in force concerning companies and affecting the Company

Table A Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and the Companies (Table A to F) (Amendment) Regulations 2007
References to regulations are to regulations in Table A

1 2 Regulations 38, 76 to 78 inclusive, 90, 91, 101 and 118 shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company

1 3 Any word which is defined in the Act means the same in these Articles unless these Articles define it differently, or the context where the word appears is inconsistent with the definition given in the Act

2 Shares

2 1 The authorised share capital of the Company is £19,000,000 divided into 19,000,000 ordinary shares of £1 each

3 Lien

3 1 The lien conferred by regulation 8 shall apply to

3 1 1 all shares of the Company whether fully paid or not,

3 1 2 to all shares registered in the name of any person indebted or under liability to the Company, whether he be the sole registered holder thereof or one of several joint holders,

3 1 3 and shall be for all indebtedness or other liability to the Company of any member

Regulation 8 shall be modified accordingly

4 Transfer of shares

4 1 The Directors shall not refuse to register any transfer of any share, unless such transfer does not comply with all legal requirements relating to the transfer of the legal interest in the shares in question and/or all the provisions of these Articles
Regulation 24 shall be modified accordingly

5 General meetings

5 1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution or a resolution appointing a person as a Director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 days' notice but a general meeting may be called by shorter notice if it is so agreed

5 1 1 in the case of an annual general meeting or a meeting called for the passing of an elective resolution, by all the members entitled to attend and vote thereat, and

5 1 2 in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right or such lesser percentage, not being less than 90 per cent , as may be specified in or pursuant to any elective resolution passed by the Company

The notice shall specify the time and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it and, in the case of an annual general meeting, shall specify the meeting as such

Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the Directors and the auditors

5 2 The following provisions of this Article apply if the Company has only a single member

5 2 1 regulation 40 shall be modified by the insertion at the end of that regulation of the following proviso, "provided that if the company has only a single member or only one member who is entitled to vote upon the business to be transacted, the quorum shall be one such person ", and

5 2 2 if the single member or the one member who is entitled to vote upon the business to be transacted takes any decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting, such member shall (unless the decision is taken by way of a written resolution) provide the Company with a written record of that decision

5 3 Regulation 37 shall be modified by

5 3 1 the substitution of the words "seven weeks" for the words "eight weeks", and

5 3 2 the deletion of the second sentence thereof and by the addition at the end of the regulation of the following sentence "If the company has only a single member, such member shall be entitled at any time to call a general meeting "

5 4 Regulation 41 shall be modified by the addition at the end of that regulation of the following sentence "If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved Provided that if the company has only a single member or only one member who is entitled to vote upon the business to be transacted, the preceding provisions of this regulation as to adjournment shall not apply and, if within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall be dissolved and shall not be adjourned "

5 5 A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy and entitled to vote Regulation 46 shall be modified accordingly

5 6 Subject to any rights or restrictions attached to any shares, each member (whether on a show of hands or on a poll) who, being an individual, is present in person or by proxy or, being a corporation, is present by a duly authorised representative, shall have one vote for every share of which he or it is the holder Regulation 54 shall not apply to the Company

5 7 The Chairman has no casting vote in the case of an equality of votes Regulation 50 shall not apply to the Company

5 8 A resolution in writing in accordance with regulation 53 shall be deemed to have been duly executed on behalf of a corporation if signed by one of its directors or its secretary. In the case of a share held by joint holders the signature of any one of them on behalf of all such joint holders shall be sufficient for the purposes of that regulation. The Directors shall cause a record of each resolution in writing, and of the signatures to it, to be entered in a book in the same way as minutes of proceedings of a general meeting of the Company and to be signed by a Director or the secretary of the Company.

5 9 A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.

6 Directors

6 1 The number of Directors shall not be less than one and regulation 64 shall be modified accordingly.

7 Powers and duties of Directors

7 1 Subject to the provisions of the Statutes, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest and subject to Article 7 2, a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 shall be modified accordingly.

7 2 If at any time there shall be one Director of the Company such director may act alone in exercising all the powers, discretions and authorities vested in the Directors, provided that such a Director may only vote on any matter in which he is interested if (i) such matter has been the subject to a prior resolution of the members, and (ii) the manner in which such Director votes reflects and is consistent with such resolution as passed by the members.

7 3 Without prejudice to the provisions of the Statutes, in exercising his powers in relation to the Company no Director shall exceed the authority given to him in writing from time to time by the chief executive officer for the time being of London United Limited (company number 02841771) (to the extent that he is authorised so to do) and/or the chief executive officer and/or the finance director for the time being of Transdev plc (company number 02749273).

7 4 In the event that a Director commits any act or omission which could be deemed to be a breach of directors' duties (including, for the avoidance of doubt, a breach of the duty to avoid conflicts of interest), such act or omission shall (in the absence of fraud) be deemed to be ratified by the shareholders provided that, in taking such act or making such omission, the Director has acted in accordance with the instructions given to him by the Company's holding company (being an instruction from a director of the holding company, or by such person as has been notified in writing to the Company as is entitled to give such authorisation on behalf of the holding Company) and that this has been noted in the minutes of a meeting of the board of directors of the Company.

7 5 Without prejudice to the generality of the foregoing, the Directors shall be permitted to divulge any knowledge gained in connection with their position as Director of the Company or otherwise to Transdev or any Transdev group company, and in respect of any information so divulged, any breach of directors' duties in divulging such information shall be deemed to have been ratified by the Shareholders.

8 Appointment, removal and disqualification of Directors

- 8 1 Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or (in the case of a member being a corporation) signed on its behalf by one of its directors or its secretary and shall take effect upon lodgement at the registered office of the Company
- 8 2 The office of a Director shall be vacated if he is removed from office under Article 8 1 Regulation 81 shall be modified accordingly
- 8 3 Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70, and any person proposed to be appointed a Director shall be capable of being appointed as a Director notwithstanding that he has attained the age of 70, and no special notice need be given of any resolution for the appointment as a Director of a person who shall have attained the age of 70, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed as such

9 Rotation of Directors

- 9 1 The Directors shall not be liable to retire by rotation, and accordingly the second and third sentences of regulation 79 shall be deleted

10 Alternate Directors

- 10 1 The Directors shall have full power to appoint alternate Directors as provided for in Clauses 65-69 inclusive in Table A
- 10 2 Any appointment or removal of an alternate Director made under Table A shall be delivered at the registered office of the Company In regulation 65 the words "approved by a resolution of the directors and" shall be deleted
- 10 3 If his appointor is for the time being absent from the United Kingdom or otherwise not available the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be deemed to be a Director for the purpose (inter alia) of signing instruments pursuant to Article 12
- 10 4 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct
- 10 5 Regulation 66 shall be modified by the deletion of the second sentence thereof and by the addition of the following sentence in its place "A director or any other person may act as alternate director to represent more than one director, and an alternate director is entitled at meetings of the directors or any committee of directors to one vote for every director whom he represents in addition to his own vote, if any, as a director but he will count as only one for the purpose of determining the quorum"
- 10 6 At the end of regulation 67 the following sentence is added "The appointment of an alternate director will also terminate automatically on the happening of any event which if he were a director would cause him to vacate his office as director"

11 Proceedings of Directors

- 11 1 Notice of every meeting of the Directors must be given to each Director at any address supplied by him to the Company for that purpose whether or not he is present in the United Kingdom. However, any Director may waive notice of a meeting either prospectively or retrospectively and if he does so, no objection can be raised as to the validity of that meeting on the basis that notice was not given to him. Regulation 88 shall be modified accordingly.
- 11 2 The Directors present at any meeting of the Directors are entitled to appoint a Chairman for any Directors' meeting or committee of the Directors. In the case of an equality of votes, the Chairman shall have no casting vote. Regulation 88 shall be modified accordingly.
- 11 3 Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
- 11 4 The following sentence shall be inserted after the first sentence of regulation 72 "Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee any person or persons although not being a Director of the Company."
- 11 5 For a signed resolution under regulation 93 to be effective it shall not be necessary for it to be signed by a Director who is prohibited by the Articles or by law from voting thereon. Regulation 93 shall be modified accordingly.

12 The seal

- 12 1 If the Company has a seal, it shall only be used with the authority of the Directors or a committee of the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or second Director. The obligation under regulation 6 relating to the sealing of share certificates shall apply only if the Company has a seal.
- 12 2 If the Company has a common seal, the Company may also have an official seal for use abroad under the provisions of the Act, where and as the Directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

13 Notices

- 13 1 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 shall be modified accordingly.
- 13 2 In the first sentence of regulation 112 the words "(or at such other address, whether within or outside the United Kingdom, as he may supply to the company for that purpose)" shall be inserted after "registered address".
- 13 3 A notice posted to an address outside the United Kingdom shall be deemed, unless the contrary is proved, to be given at the expiration of 7 days after the envelope containing it was posted and regulation 115 shall be amended accordingly.

- 13 4 Regulation 116 shall be modified by the substitution of the words "the address, if any, whether within or outside the United Kingdom" for the words "the address, if any, within the United Kingdom" in the first sentence thereof

14 Indemnity

- 14 1 Subject to and to the extent permitted by the Act, but without prejudice to any indemnity to which he may otherwise be entitled

14 1 1 every director shall be entitled to be indemnified out of the assets of the Company against all costs and liabilities incurred by him in relation to any proceedings (whether criminal or civil) which relate to anything done or omitted or alleged to have been done or omitted by him as a director save that no director shall be entitled to be indemnified

- (a) for any liability incurred by him to the Company or any associated company of the Company (as defined by the Act for these purposes),
- (b) for any fine imposed in criminal proceedings,
- (c) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising,
- (d) for any costs for which he has become liable in defending any criminal proceedings in which he is convicted and such conviction has become final,
- (e) for any costs for which he has become liable in defending any civil proceedings brought by the Company or an associated company in which a final judgment has been given against him, and
- (f) for any costs for which he has become liable in connection with any application under sections 144(3) or (4) or 727 of the Act in which the court refuses to grant him relief and such refusal has become final,

14 1 2 every director may, at the discretion of the Company, be entitled to have funds provided to him by the Company to meet expenditure incurred or to be incurred in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a director, provided that he will be obliged to repay such amounts no later than

- (a) in the event he is convicted in proceedings, the date when the conviction becomes final,
- (b) in the event of judgment being given against him in proceedings, the date when the judgment becomes final, or
- (c) in the event of the court refusing to grant him relief on any application under sections 144(3) or (4) or 727 of the Act, the date when refusal becomes final