

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY
SHARES

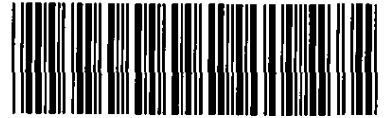
WRITTEN RESOLUTION

of

THE FIRST UK BUS PENSION SCHEME TRUSTEE LIMITED
(the "Company")

PASSED on *5 September* 2007

FRIDAY



A17 *AH440SYP* 14/09/2007 314
COMPANIES HOUSE

Pursuant to section 381A of the Companies Act 1985 (as amended) we, the undersigned, being all the members of the Company for the time being who are entitled to attend and vote at general meetings of the Company hereby make the following resolution as a special resolution and agree that the resolution shall for all purposes be as valid and effective as if passed at a general meeting of the Company duly convened and held

SPECIAL RESOLUTION

1 THAT the Articles of Association of the Company be amended by inserting the
2 following new Article 9 6 and renumbering the subsequent paragraph of Article 9 -

"9 6 (A) A resolution executed by a majority of the Directors, or by a majority of the members of a committee constituted under these Articles, shall be as valid and effectual as if it had been passed at a meeting of the Directors, or (as the case may be) at a meeting of that committee, which in every case was duly convened and held

(B) For the purposes of this Article

(i) a resolution shall consist of one or more written instruments (including faxes) or one or more electronic communications sent to an address specified for the purpose by the Secretary, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect,

(ii) a written instrument is executed when the person executing it signs it,

(iii) an electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the Secretary shall prescribe,

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CERTIFIED A TRUE AND COMPLETE
COPY OF THE ORIGINAL

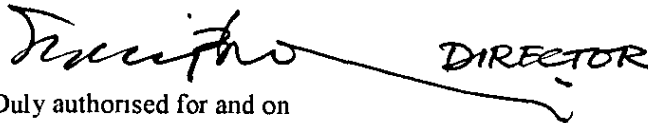
DATE: *13 September 2007*

SOLICITOR'S REFERENCE *RS09*
BURGES SALMON LLP

Narrow Quay House, Narrow Quay, Bristol BS1 4AH
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- (iv) the Directors, or (as the case may be) members of a committee constituted under these Articles, need not execute the same written instrument or electronic communication, and
- (v) a resolution shall be effective when the Secretary certifies that sufficient evidence has been received by him that the resolution has been executed in accordance with this Article "

 **DIRECTOR**

Duly authorised for and on
behalf of **FirstGroup Holdings Ltd**