

THE COMPANIES ACTS 1985 and 2006

PRIVATE COMPANY LIMITED BY SHARE

WRITTEN RESOLUTIONS

of

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

Circulation Date

6 August 2009

WEDNESDAY



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26/08/2009

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following Written Resolutions as Special Resolutions:

SPECIAL RESOLUTIONS

- (1) THAT the matters set out in this resolution which would or might otherwise constitute or give rise to a breach of the duty of a director of the Company under section 175 of the Companies Act 2006 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 be and are hereby authorised.

A director of the Company notwithstanding his office may:

- (a) participate in the First UK Bus Pension Scheme (or any other retirement benefits scheme or life assurance scheme established by the principal employer of the First UK Bus Pension Scheme or a Principal Employer Related Company) as a member or other beneficiary;
- (b) be or become a director or other officer of, or employed by, or otherwise interested in the principal employer of the First UK Bus Pension Scheme or any Principal Employer Related Company;
- (c) hold the trusteeship (or hold the office of director or secretary in relation to any trustee company which has the trusteeship) of any retirement benefits scheme or life assurance scheme established by the principal employer of the First UK Bus Pension Scheme or any Principal Employer Related Company;
- (d) hold any other office or place of profit with the Company (except that of auditor) in conjunction with his office of director on such terms, including as to remuneration, as the directors of the Company may determine;
- (e) hold any position as a trade union representative or employee representative in relation to the principal employer of the First UK Bus Pension Scheme or any Principal Employer Related Company; or

- (f) act by himself or for a firm with which he is associated in a professional capacity for the Company, the principal employer of the First UK Bus Pension Scheme or any Principal Employer Related Company (except as auditor) and be entitled to remuneration for professional services as if he were not a director.

provided always that if any director of the Company has an interest which is permitted under the terms of this resolution he:

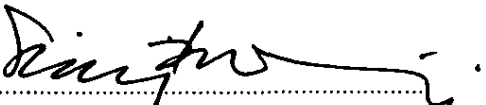
- (a) shall declare the nature and extent of his interest at a board meeting;
- (b) shall comply with any policies or procedures dealing with conflicts of interest which are from time to time approved by the board of directors of the Company;
- (c) shall be subject to such conditions or limitations as the directors may determine whether at the time such interest is declared or subsequently; and
- (d) may (subject to any policies or procedures for dealing with conflicts of interest and/or any conditions or limitations approved by the board) retain for his own benefit all profits and advantages accruing to him which derive from any interest which is permitted by the terms of this resolution.

In this resolution, "Principal Employer Related Company" means:

- (a) any holding company of the principal employer of the First UK Bus Pension Scheme or a subsidiary undertaking of any such holding company; or
- (b) any body corporate in which FirstGroup plc is otherwise interested.
- (2) THAT, pursuant to provisions of the Companies Act 2006 (Commencement No.5, Transitional Provisions and Savings) Order 2007 and for the purposes of section 175(5) of the Companies Act 2006 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 any matter which may otherwise result in a director infringing his duty under section 175 of the Companies Act 2006 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 (including a conflict of interest and duty or conflict of duties).

Please read the Notes overleaf before signifying your agreement to the Written Resolutions.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, I, the undersigned, being the sole eligible member of the Company who would have been entitled to vote on the resolutions set out above on the Circulation Date stated above hereby irrevocably agree to the resolutions, as Special Resolutions:


.....
Name of authorised signatory **J. BARRIE**
On behalf of FirstGroup Holdings Limited

11 August 2009
.....
Date of Signature

Notes

- 1 If you agree to the proposed Written Resolutions please sign and date this document overleaf on the dotted line where indicated and return it to the Company using one of the following methods, in each case by no later than 5pm on the date 28 days after the Circulation Date stated overleaf by hand or by post or email to Ian Robertson.
- 2 If you do not agree to the Written Resolutions you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 The Written Resolutions will lapse if the agreement of the required majority of eligible members is not received by the Company by 5pm on the date 28 days after the Circulation Date stated overleaf. If the Company does not receive this signed document from you by this date and time it will not be counted in determining whether the Written Resolutions are passed.
- 4 The Written Resolutions are passed on the date and time that the Company receives the agreement of the required majority of eligible members.
- 5 You may not revoke your agreement to the Written Resolutions once you have signed and returned this document to the Company.
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.