

THE COMPANIES ACTS 1985 AND 2006

PUBLIC COMPANY LIMITED BY SHARES

LOTHIAN BUSES PLC

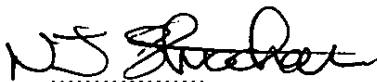
At a general meeting of Lothian Buses PLC duly convened and held on 20 December 2013, the following resolutions were passed.

SPECIAL RESOLUTIONS

1. That, pursuant to the provisions of section 97 of the Companies Act 2006, the Company be re-registered as a private limited company under the name of "Lothian Buses Limited".
2. That, in connection with such re-registration, the articles of association of the Company be amended as follows:
 - a) The words 'PUBLIC COMPANY LIMITED BY SHARES' on the cover page and on page 1 be deleted and replaced with 'PRIVATE COMPANY LIMITED BY SHARES';
 - b) The words 'LOTHIAN BUSES PLC' on the cover page and on page 1 be deleted and replaced with 'LOTHIAN BUSES LIMITED'; and
 - c) Article 1.3 be deleted and replaced with 'These Articles apply instead, and to the exclusion, of the model articles for private companies limited by shares set out in schedule 1 of The Companies (Model Articles) Regulations 2008, as amended.'

ORDINARY RESOLUTION

3. That, with effect from the Company's re-registration as a private limited company and in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007 (SI 2007/3495), the directors of the Company be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006, subject to the provisions of the Company's articles of association, any shareholder agreement in relation to the Company and the directors' duties under the Companies Act 2006 in connection with the same.



Chairman/Director/Secretary

