

COMPANY NO. 00347103

ARRIVA PLC

WRITTEN RESOLUTIONS of the directors of Arriva PLC (the *Company*) passed on 22 January 2024.

In accordance with Article 47 of the Company's articles of association (the *Articles*), the undersigned, being all of the directors of the Company entitled to receive notice of meetings of the directors of the Company (the *Directors*), after due and careful consideration having regard to what would be most likely to promote the success of the Company for the benefit of its sole member, hereby approve the following resolutions:

1. **THAT**, subject to the resolutions contained in the Notice of Meeting (as defined below) being approved by the sole member of the Company:
 - (a) the Company be re-registered as a private limited company under Part 7 of the Companies Act 2006 (the *Act*) (the *Re-Registration*); and
 - (b) the New Articles (as defined below) be adopted as the articles of association of the Company;
2. **THAT**, the Re-Registration satisfies the conditions for the re-registration of a public limited company to a private limited company specified in section 97(2) of the Act;
3. **THAT**, the following draft documents, copies of which were circulated to and considered by the Directors of the Company, be and are hereby approved:
 - (a) the new articles of association of the Company set out in Appendix 1 to these written resolutions of the Directors, to be adopted in place of the existing Articles (the *New Articles*);
 - (b) the notice of the general meeting, included as Appendix 2 to these written resolutions of the Directors, containing the resolutions of the Company to be proposed by the Directors to its sole member pursuant to Part 13 of the Act, such meeting to be convened on short notice (the *Notice of Meeting*); and
 - (c) an application for the Re-Registration on form RR02, included as Appendix 3 to these written resolutions of the Directors, stating the Company's proposed name on the Re-Registration and containing a statement of compliance with the requirements of Part 7 of the Act on re-registration as a private limited company (the *Application*);
4. **THAT**, the Notice of Meeting be recommended and circulated (together with the New Articles and any supporting documentation) to the sole member of the Company entitled to vote on the resolutions contained in the Notice of Meeting;
5. **THAT**, the company secretary of the Company (the *Company Secretary*) is authorised to record the resolutions contained in the Notice of Meeting and file (or arrange for the filing of) a copy of them, the New Articles and the Application with the Registrar of Companies. **IT IS HEREBY NOTED THAT** the Re-Registration shall become effective on the issue by the Registrar of Companies of the Company's new certificate of incorporation;

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6. **THAT**, any Director or the Company Secretary is authorised to make all necessary and appropriate entries in the books and registers of the Company; and
7. **THAT**, any Director or the Company Secretary is authorised to do all other acts or things as they in their absolute discretion consider necessary, desirable or expedient to give effect to or in connection with the Re-Registration, the New Articles, the Notice of the Meeting and/or the Application.

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Director

Name: Dr. Wolfgang Bohner

Date:

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Director

Name: Bettina Boos

Date: 16.01.2024

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Director

Name: Michael Cooper

Date:

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Director

Name: Dr. Christian Gieseke

Date:

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Director

Name: Dr. Levin Holle

Date:

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Director

Name: Stefan Klenke

Date:

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Director

Name: Eveiyn Palla

Date:

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Director

Name: Dr. Immo Querner

Date:

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Director

Name: Dr. Wolfgang Bohner

Date:



Director

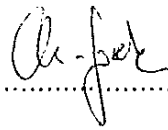
Name: Michael Cooper

Date: 22 January 2024

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Director

Name: Bettina Boos

Date:



Director

Name: Dr. Christian Goeseke

Date: 22nd January 2024

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Director

Name: Dr. Levin Holle

Date:

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Director

Name: Stefan Klenke

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Director

Name: Evelyn Palla

Date:

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Director

Name: Dr. Immo Querner

Date:

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Director

Name: Dr. Wolfgang Bohner

Date:

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Director

Name: Bettina Boos

Date:

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Director

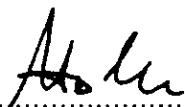
Name: Michael Cooper

Date:

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Director

Name: Dr. Christian Goeseke

Date:

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Director

Name: Dr. Levin Holle

Date: January 19th, 2024

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Director

Name: Stefan Klenke

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Director

Name: Evelyn Palla

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Director

Name: Dr. Immo Querner

Date:

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Director

Name: Dr. Wolfgang Bohner

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Director

Name: Bettina Boos

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Name: Michael Cooper

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Director

Name: Dr. Christian Goeseke

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Director

Name: Dr. Levin Holle

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Director

Name: Stefan Klenke

Date: 17.01.24

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Director

Name: Evelyn Palla

Date:

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Director

Name: Dr. Immo Querner

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Director

Name: Dr. Wolfgang Bohner

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Name: Bettina Boos

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Name: Michael Cooper

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Name: Dr. Christian Goeseke

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Name: Dr. Levin Holle

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Director

Name: Stefan Klenke

Date:

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Palla
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Director

Name: Evelyn Palla

Date:

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Director

Name: Dr. Immo Querner

Date:

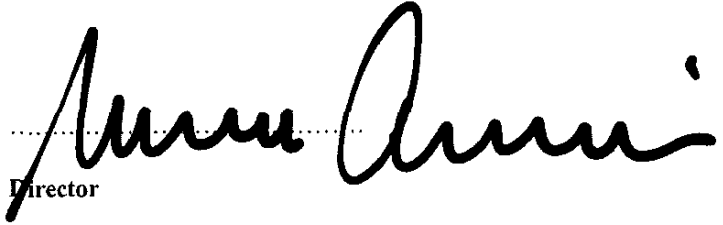
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Director

Name: Evelyn Palla

Date:


Director

Name: Dr. Immo Querner

Date:

16.1.2024

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Director

Name: Ralph Rohde

Date:

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von Ralph Rohde
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Director

Name: Ralph Rohde

Date: