

To: Companies House

WEDNESDAY



A28 *A1911074* 23/05/2012 #321
COMPANIES HOUSE

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS OF

NATIONAL EXPRESS GROUP PLC

Registered No. 2590560

At the Annual General Meeting of the Company duly convened and held at Kings Place, 90 York Way, London N1 9AG on 10 May 2012, the following resolutions were passed:

Directors' authority to allot shares – Ordinary Resolution

That the Directors be generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the 'Act'), to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or convert any security into, shares in the Company

- (a) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £8,528,767 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum), and
- (b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £17,057,534 such amount to be reduced by any allotments or grants made under (a) above) in connection with or pursuant to an offer by way of a rights issue in favour of (i) holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment and (ii) holders of any other class of equity securities entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities, but in either case subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever,

these authorisations to expire at the conclusion of the next annual general meeting of the Company (or, if earlier, on 30 June 2013) save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares, or grant rights for, or to convert any security into, shares, in pursuance of any such offer or agreement as if the authorities conferred hereby had not expired

Directors' authority to disapply pre-emption rights – Special Resolution

That the Directors be and are hereby empowered pursuant to Sections 570 (1) and 573 of the Companies Act 2006 (the 'Act') to

- (a) allot equity securities (as defined in Section 560 of the Act) of the Company for cash pursuant to the authority conferred by the resolution above, and
- (b) sell ordinary shares (as defined in Section 560(1) of the Act) held by the Company as treasury shares for cash,

as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares for cash

- (i) in connection with or pursuant to an offer or invitation to acquire equity securities (but in the case of the authority granted under section (b) of the resolution above, by way of a rights issue only) in favour of (i) holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale and (ii) holders of any other class of equity securities entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of any of those securities, but in either case subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever, and
- (ii) in the case of the authorisation granted under section (a) of the resolution above, (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £1,279,315,

and shall expire at the conclusion of the next annual general meeting of the Company (or, if earlier, on 30 June 2013), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired

The calling of general meetings of the Company on 14 days' notice – Special Resolution

That a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice


M Hampson
Secretary