

Company number 03166214

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ARRIVA UK TRAINS LIMITED (Company)

CIRCULATION DATE 18<sup>th</sup> February 2014



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as special resolutions (**Special Resolutions**)

1. **REMOVAL OF RESTRICTION ON AUTHORISED SHARE CAPITAL**

THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, any restriction regarding the authorised share capital of the Company set out in the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted

2. **AUTHORITY TO ALLOT**

THAT, in accordance with section 551 of the Companies Act 2006 (**2006 Act**) the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £1 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2014 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act

3. **DISAPPLICATION OF PRE-EMPTION RIGHTS**

THAT, subject to the passing of the resolution 1 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the

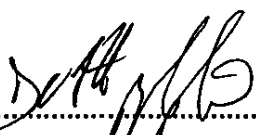
authority conferred by resolution 1, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall

- 3.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £1, and
- 3.2 expire on 31 December 2014 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

### **AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the above listed Special Resolutions

The undersigned, being the sole person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Special Resolutions

  
.....  
Director / Company Secretary  
For and on behalf of MTL Services Limited

Date: 18<sup>th</sup> February 2014

### NOTES

1 You can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company

If you do not agree to all of the Special Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement

3 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the resolutions to pass, the resolutions will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before such date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 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