

## Attendance Card

Please bring this card with you to the General Meeting and present it at the Shareholder Registration Desk. This will facilitate entry to the General Meeting.

### Additional Holders:

The Chairman of Arriva plc (the "Company") invites you to attend the general meeting of the Company to be held at 11.45 am (or as soon thereafter as the preceding court meeting has been concluded or adjourned) on 17 June 2010 at the Ramside Hall Hotel & Golf Club, Carrville, Durham, DH1 1TD, UK (the "General Meeting").

**Shareholder Reference Number**

## Form of Proxy — General Meeting to be held at 11.45 a.m. on 17 June 2010

**Kindly note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

Please read the notice of the General Meeting (the "Notice") set out at pages 61 to 65 of the scheme circular dated 18 May 2010 accompanying this form of proxy and the notes below before completing this form.

### Explanatory Notes:

1. The names and address of all holders should be stated in block capitals.
2. As a member of the Company you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you sign and return this proxy form with no name inserted, the Chairman of the meeting will be deemed to be your proxy. If you wish to appoint a person other than the Chairman of the meeting, insert the full name of the person appointed by proxy in the space provided. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
4. To direct your proxy how to vote on the resolutions sign your name in the appropriate box. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
5. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated. You are advised to arrive at least 15 minutes before the start of the meeting to allow time for registration.
6. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy contact the Company's registrars, Computershare, at the address below or photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you).
7. If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in the space provided. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.
8. If the appointer is a corporation, this form of proxy must be executed under its seal or under the hand of an officer, attorney or other person authorised to sign the same on its behalf.
9. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders, and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
10. To be effective this form of proxy must be lodged at the office of the Company's registrars, Computershare, by post, courier or by hand (during normal business hours only) at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not less than 48 hours before the start of the meeting or adjourned meeting and must be accompanied by any power of attorney or other authority under which it is signed or by a notarially certified copy of such power or authority.
11. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by Computershare (Crest ID number 3RA50) by 11.45 a.m. on 15 June 2010. See the notes to the notice of meeting for further information on proxy appointment through CREST.
12. As an alternative to completing and returning the printed form of proxy, you may submit your proxy over the internet by accessing [www.eproxyappointment.com](http://www.eproxyappointment.com) by no later than 11.45 a.m. on 15 June 2010. For security purposes, shareholders will need to provide their shareholder reference number (SRN) and personal identification number (PIN) to validate the submission of their proxy online. Shareholders' individual SRN and PIN, together with an identifying Control Number, are shown on the printed form of proxy sent to them.

**To be effective, all proxy appointments must be lodged at the office of the Company's registrars at:  
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 11.45 a.m. on 15 June 2010**

**ALTERNATIVELY YOU CAN LODGE YOUR PROXY USING THE INTERNET 24 HOURS A DAY 7 DAYS A WEEK UP TO 11.45 A.M. ON 15 JUNE 2010**

### All Named Holders:

**Control number:** 910461  
**SRN:** PIN.



### To Lodge a Proxy Using the Internet

Go to the following website:  
[www.eproxyappointment.com](http://www.eproxyappointment.com)

You will be asked to enter the Shareholder Reference Number (SRN), PIN and Control Number as printed opposite and agree to certain terms and conditions.

**Poll Card** To be completed **only** at the General Meeting

**Special Resolution**

Vote  
For Against Withheld

- (1) THAT:
- (A) for the purpose of giving effect to the scheme of arrangement dated 18 May 2010 (the "Scheme") proposed to be made between the Company and holders of Scheme Shares (as defined in the Scheme):
    - (i) the share capital of the Company be reduced by cancelling and extinguishing all the Scheme Shares (as defined in the Scheme);
    - (ii) following the capital reduction:
      - (a) the share capital of the Company be increased to its former amount by the issue of new ordinary shares of five pence each; and
      - (b) the reserve arising in the books of account of the Company as a result of the cancellation of the Scheme Shares be applied in paying up in full the new ordinary shares; and
    - (iii) the directors be authorised for the purposes of section 551 of the Companies Act 2006 to allot the new ordinary shares; and
  - (B) the articles of association of the Company be amended on the terms described in the notice of this General Meeting.

\_\_\_\_\_  
Signature

\_\_\_\_\_

**General Meeting Form of Proxy**

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



I/We hereby appoint the Chairman of the Meeting OR the following person

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the General Meeting of the Company to be held at 11.45 a.m. on 17 June 2010 at the Ramside Hall Hotel & Golf Club, Carrville, Durham, DH1 1TD, UK and at any adjournment of it.

\*For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Number of shares (see notes 6 and 7)

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

**Special Resolution**

Vote  
For Against Withheld

- (1) THAT:
- (A) for the purpose of giving effect to the scheme of arrangement dated 18 May 2010 (the "Scheme") proposed to be made between the Company and holders of Scheme Shares (as defined in the Scheme):
    - (i) the share capital of the Company be reduced by cancelling and extinguishing all the Scheme Shares (as defined in the Scheme);
    - (ii) following the capital reduction:
      - (a) the share capital of the Company be increased to its former amount by the issue of new ordinary shares of five pence each; and
      - (b) the reserve arising in the books of account of the Company as a result of the cancellation of the Scheme Shares be applied in paying up in full the new ordinary shares; and
    - (iii) the directors be authorised for the purposes of section 551 of the Companies Act 2006 to allot the new ordinary shares; and
  - (B) the articles of association of the Company be amended on the terms described in the notice of this General Meeting.

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

**Signature**

**Date**

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).