



## Chairman's letter to shareholders and Notice of Annual General Meeting

Dear Shareholder

I have pleasure in writing to invite you to our 2009 Annual General Meeting which will be held at the Royal College of Physicians, 11 St Andrew's Place, Regent's Park, London NW1 4LE on Wednesday 6 May 2009 at 11.00am. Full details of the meeting and the resolutions that will be put to shareholders are set out in the enclosed Notice of Meeting.

If you are not able to attend the meeting in person, your vote is still important and I would ask you to complete, sign and return the enclosed Proxy Form to register your vote. This will not prevent you from attending and voting in person at the meeting. You may also register your proxy vote electronically by registering at our Registrar's website [www.sharevote.co.uk](http://www.sharevote.co.uk). Your Directors consider that the proposed resolutions contained in the Notice of Meeting are in the best interests of the Company and shareholders and recommend that you vote in favour.

If you have a question you wish to ask at the Annual General Meeting it would assist us if you would either send it in advance in writing to the Company Secretary at National Express Group PLC, 7 Triton Square, London NW1 3HG or e-mail it to [info@nationalexpress.com](mailto:info@nationalexpress.com). I will deal with the issues most frequently raised at the meeting.

Thank you for your continuing support of National Express Group PLC.

Yours sincerely

**Tim Score**  
Interim Chairman

**This document is important and requires your immediate attention.**

If you are in any doubt about the action you should take, you should consult your stockbroker, solicitor, accountant or independent financial advisor authorised under the Financial Services and Markets Act 2000. If you have recently sold or transferred your National Express Group PLC shares you should forward this document and enclosed Proxy Form to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

National Express Group PLC  
Registered in England Company Number: 2590560  
Registered Office: 7 Triton Square, London NW1 3HG

## **Notice of Annual General Meeting**

The 2009 annual general meeting ("AGM") of National Express Group PLC (the "Company") will be held at the Royal College of Physicians, 11 St Andrew's Place, Regent's Park, London NW1 4LE on Wednesday 6 May 2009 at 11.00am to consider the following resolutions:

### **Ordinary business**

#### **Resolution 1**

To receive the reports of the Directors and the financial statements together with the report of the auditors for the financial year ended 31 December 2008.

#### **Resolution 2**

To approve the Directors' Remuneration Report for the year ended 31 December 2008.

#### **Resolution 3**

To declare a final dividend of 10p per share in respect of the year ended 31 December 2008.

#### **Resolution 4**

To elect Miranda Curtis as a Director.

#### **Resolution 5**

To elect Jez Maiden as a Director.

#### **Resolution 6**

To re-elect Jorge Cosmen, who retires by rotation, as a Director.

#### **Resolution 7**

To re-elect Ray O'Toole, who retires by rotation, as a Director.

#### **Resolution 8**

To re-appoint Ernst & Young LLP as the Company's auditors for the financial year ending 31 December 2009.

#### **Resolution 9**

To authorise the Directors to agree the auditors' remuneration.

### **Special business**

*Resolutions 10, 11 and 14 will be proposed as ordinary resolutions and resolutions 12, 13 and 15 will be proposed as special resolutions.*

#### **Resolution 10 – Increase in authorised share capital**

That the authorised share capital of the Company be increased from £10 million to £13 million by the creation of 60 million ordinary shares of 5p each identical and ranking *pari passu* with the existing authorised but unissued shares of 5p each in the capital of the Company.

#### **Resolution 11 – Directors' authority to allot shares**

That the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act"), to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act):

- (a) up to an aggregate nominal amount of £2,550,309; and
- (b) comprising equity securities (as defined in section 94 of the Act) up to an aggregate nominal amount (when added to any allotments made under (a) above) of £5,100,619 in connection with or pursuant to an offer or invitation 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 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 authorities to expire at the conclusion of the next annual general meeting of the Company (or, if earlier, on 6 August 2010) save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authorities conferred hereby had not expired.

### Resolution 12 – Directors’ authority to disapply pre-emption rights

That subject to the passing of Resolution 11 above, the Directors be and are hereby empowered pursuant to Section 95(1) of the Act to:

- (a) allot equity securities (within the meaning of Section 94 of the Act) of the Company for cash pursuant to the authority conferred by Resolution 11; and
- (b) sell relevant shares (as defined in Section 94(5) of the Act) held by the Company as treasury shares (as provided for in Section 94(3A) of the Act) (“**treasury shares**”) for cash (as defined in Section 162D(2) of the Act),

as if Section 89(1) 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 for cash and the sale of treasury shares:

- (i) in connection with or pursuant to an offer or invitation (but in the case of the authority granted under Resolution 11(b), by way of rights issue only) in favour of (i) holders of ordinary shares in proportion (as nearly as practicable) to the respective number of equity securities 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 subject to such exclusions or other arrangements as the Directors may deem 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 authority granted under Resolution 11(a), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £382,546,

and shall expire at the conclusion of the next annual general meeting of the Company (or, if earlier, on 6 August 2010), save that the Company may before such expiry make any offer or enter into any agreement which 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.

### Resolution 13

To authorise the Company generally and unconditionally for the purposes of section 166 of the Act to make market purchases (within the meaning of Section 163(3) of the Act) of the Company’s ordinary shares on such terms as the Directors see fit subject to the following conditions:

- (a) the maximum aggregate number of shares which may be purchased is 15,301,859 shares representing approximately 10 per cent of the issued share capital at 12 March 2009;
- (b) the minimum price which may be paid for each share is 5p which amount shall be exclusive of expenses, if any;
- (c) the maximum price which may be paid for each share is an amount not more than 5 per cent above the average middle market quotations of the Company’s shares, as based on the Daily Official List published by the London Stock Exchange plc, for the five business days prior to the date the purchase is made;
- (d) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the next annual general meeting of the Company (or, if earlier, on 6 August 2010); and
- (e) under this authority the Company may make a contract to purchase shares which would or might be executed wholly or partly after the expiry of this authority, and may make purchases of shares pursuant to it as if this authority had not expired.

### Resolution 14

To authorise the Company and all companies that are its subsidiaries at any time during the period for which this resolution is effective to:

- (a) make political donations to political parties or an independent election candidate;
- (b) make political donations to political organisations other than political parties; and
- (c) incur political expenditure,

in a total aggregate amount not exceeding £100,000 during the period beginning with the date of this AGM and ending at the conclusion of the next annual general meeting of the Company. For the purposes of this resolution “political donation”, “political party”, “political organisation” and “political expenditure” are to be construed in accordance with Sections 363, 364 and 365 of the Companies Act 2006.

### Resolution 15

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

By order of the Board

**A J McDonald**  
Company Secretary  
26 March 2009

## **Explanatory notes to the resolutions**

### **Ordinary business**

#### **Resolution 1 – Annual Report and Accounts**

The Directors are required to present to the AGM the accounts and the reports of the Directors and auditors for the financial year ended 31 December 2008. The Annual Review and Summary Financial Statement is included with this Notice unless you have chosen to receive the full Annual Report and Accounts. Any shareholder who has not chosen to receive the full Annual Report and Accounts may access it on the Company's website ([www.nationalexpressgroup.com](http://www.nationalexpressgroup.com)) or, alternatively, may obtain a copy of it by writing to the Company Secretary at National Express Group PLC, 7 Triton Square, London NW1 3HG.

#### **Resolution 2 – Directors' Remuneration Report**

The Directors are required to seek approval of the shareholders for the Directors' Remuneration Report. Resolution 2 is an advisory vote, as permitted by law, and no entitlement to remuneration is made conditional on the resolution being passed. The Directors' Remuneration Report is set out in full in the Annual Report and Accounts. The Annual Review and Summary Financial Statement contains a summary of the report. Any shareholder who has not chosen to receive the full Annual Report and Accounts may access the full Directors' Remuneration Report on the Company's website ([www.nationalexpressgroup.com](http://www.nationalexpressgroup.com)), or may obtain a copy on application to the Company Secretary at the address as shown above.

#### **Resolution 3 – Dividend**

The Directors recommend a final dividend of 10p per share. The final dividend cannot exceed the amount recommended by the Directors. If approved by shareholders the final dividend will be paid on 3 July 2009 to those shareholders on the register as at 19 June 2009.

#### **Resolution 4 – Election of new Non Executive Director**

Miranda Curtis is standing for election for the first time following her appointment to the Board on 1 June 2008. A short biography of Miranda appears in the Annual Report and Accounts on page 37 and on page 37 of the Annual Review and Summary Financial Statement. The election of Miranda Curtis is supported by the Directors.

#### **Resolution 5 – Election of new Executive Director**

Jez Maiden is standing for election for the first time following his appointment to the Board on 17 November 2008. A short biography of Jez appears in the Annual Report and Accounts on page 37 and on page 37 of the Annual Review and Summary Financial Statement. The election of Jez Maiden is supported by the Directors.

#### **Resolutions 6 and 7 – Re-election of Directors**

Ray O'Toole and Jorge Cosmen are retiring by rotation under the Articles of Association of the Company and will be standing for re-election. Biographies of all the Directors appear on page 37 of the Annual Report and Accounts and on page 37 of the Annual Review and Summary Financial Statement. The Board considers annually the performance of all the Directors. Following this review the Board believes the performance of Ray O'Toole and Jorge Cosmen continues to be effective and that they demonstrate commitment to their roles.

#### **Resolutions 8 and 9 – The auditor**

The shareholders are asked every year to approve the appointment of the auditors, Ernst & Young LLP, and agree that the Directors may approve their remuneration.

### **Special business**

Resolutions 10, 11 and 14 will be proposed as ordinary resolutions and Resolutions 12, 13 and 15 will be proposed as special resolutions. To pass special resolutions 75% or more of the votes cast must be in favour.

#### **Resolution 10 – Increase of authorised share capital**

This resolution is to increase the authorised share capital of the Company from £10 million to £13 million by the creation of 60 million ordinary shares of 5p (representing an increase in the authorised ordinary share capital of approximately 30 per cent), so that should your Directors decide to take advantage of the increased authorities to allot shares under resolutions 11 and/or 12, they will be in a position to do so.

#### **Resolution 11 – Authority to allot shares**

Your Directors may allot relevant securities only if authorised to do so by shareholders. The authority granted at the last annual general meeting is due to expire at this year's annual general meeting. Accordingly, Resolution 11 will be proposed as an ordinary resolution to grant new authorities to allot (a) relevant securities up to an aggregate nominal amount of £2,550,309 and (b) equity securities up to an aggregate nominal amount (when added to allotments under (a)) of £5,100,619 where the allotment is in connection with a rights issue.

These amounts represent approximately one-third and approximately two-thirds respectively of the total issued ordinary share capital of the Company (excluding 1,668,688 treasury shares) as at 12 March 2009, being the latest practicable date before publication of this Notice. If given, these authorities will expire at the conclusion of the annual general meeting in 2010 (or, if earlier, on 6 August 2010). Where usage of these authorities exceeds the thresholds suggested in the December 2008 guidance issued by the Association of British Insurers (the "ABI") the Directors will stand for re-election at the following annual general meeting, to the extent required by the ABI.

The Directors have no present intention of issuing shares pursuant to this authority.

As at 12 March 2009 (the latest practicable date before publication of this Notice) the Company held 1,668,688 treasury shares. These shares represented approximately 1.09 per cent of the total ordinary share capital in issue (excluding treasury shares).

#### **Resolution 12 – Authority to disapply pre-emption rights**

Your Directors also require additional authority from shareholders to allot equity securities or sell treasury shares where they propose to do so for cash and otherwise than to existing shareholders pro rata to their holdings. The authority granted at the last annual general meeting is due to expire at this year's annual general meeting. Accordingly, Resolution 12 will be proposed as a special resolution to grant such authority. Apart from offers or invitations in proportion to the respective number of shares held, the power will be limited to the allotment of equity securities and sale of treasury shares for cash up to an aggregate nominal value of £382,546 (being approximately 5 per cent of the Company's issued ordinary share capital as at 12 March 2009, being the latest practicable date before publication of this Notice). If given, this authority will expire at the conclusion of the annual general meeting in 2010 (or, if earlier, on 6 August 2010). Your Directors will have due regard to institutional guidelines in relation to any exercise of this authority, in particular the requirement for advance consultation and explanation before making any such issue which exceeds 7.5 per cent of the Company's issued share capital in any rolling three year period.

#### **Resolution 13 – Authorisation for the Company to purchase its own shares**

The Company may buy its own shares with the authority of shareholders. Resolution 13 seeks to renew the current authority given at the 2008 annual general meeting of the Company until the conclusion of the annual general meeting in 2010 (or, if earlier, on 6 August 2010). The resolution specifies the maximum number of shares that may be purchased (approximately 10 per cent of the Company's issued share capital, excluding treasury shares, as at 12 March 2009) and the highest and lowest prices at which they may be bought. Any shares purchased under this authority will either be treated as cancelled or held as treasury shares. Listed companies, with authorisation from shareholders, may buy and hold their own shares in treasury instead of cancelling them immediately. Shares held as treasury shares can in the future be cancelled, re-sold or used to provide shares for employee share schemes.

For information, as at the date of this Notice, there were 1,329,700 options outstanding over the Company's shares representing approximately 0.86 per cent of the Company's issued share capital. If the full authority to buy shares is used, these options will represent 0.96 per cent of the then issued share capital of the Company. The authority was not used during the year and at present there are no immediate plans to use this authority. This authority given at the 2008 annual general meeting of the Company expires at the conclusion of this year's annual general meeting. The authority will be used only if it is likely to lead to an increase in earnings per share and the Directors are satisfied that this is in the best long-term interests of the shareholders.

#### **Resolution 14 – Political Parties, Elections and Referendums Act 2000 (the "2000 Act") as incorporated into Part 14 of the Companies Act 2006 (the "2006 Act")**

The Political Parties, Elections and Referendums Act 2000 (the PPER Act) requires companies to obtain shareholder authority before they can make donations to political organisations (which includes UK political parties). It remains the Company's policy not to make donations to political parties and the Company has no intention of using the authority for this purpose. It may, however, incur expenditure such as advertising, sponsorship or attendance at events organised by political parties, or the hiring of stands and exhibition space at national and regional political conferences which may fall within the wide definition of "donations" under the PPER Act and for which shareholder approval is required. Resolution 14 seeks authority for the Company and its subsidiaries to incur such expenditure up to a maximum of £100,000 in aggregate.

#### **Resolution 15 – Approval for the calling of meetings (other than AGMs) on 14 days' notice**

Resolution 15 is required to reflect the proposed implementation in August 2009 of the Shareholder Rights Directive. The regulation implementing this Directive will increase the notice period for general meetings of the Company to 21 days. The Company is currently able to call general meetings (other than an annual general meeting) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of meetings on 14 days' notice. Resolution 15 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice.

## **Important information**

### **Proxies**

A shareholder is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, to speak and to vote at the meeting. A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by them. A proxy need not be a shareholder of the Company.

If shareholders wish to appoint a proxy, they should complete the Proxy Form enclosed with this Notice and send it to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6LH to be received no later than 48 hours before the time at which the AGM is due to begin. Shareholders may also appoint a proxy online using the service provided by the Company's Registrars at [www.shareview.co.uk](http://www.shareview.co.uk) or, if they are a CREST member, by using the electronic proxy service provided by Euroclear. Completion of a Proxy Form will not preclude a shareholder from attending and voting at the AGM.

### **Information for participants in the Travel West Midlands Share Incentive Plan**

If you are a participant in the TWM Share Incentive Plan you may instruct the Trustees to vote the shares held by them on your behalf by completing the enclosed Direction Form. To be effective the Direction Form must be received by the Trustees no later than 30 April 2009.

### **Voting at the Annual General Meeting**

Voting at the meeting will be conducted on a poll using an electronic system called Votenow provided by Equiniti, the Company's Registrars, rather than a show of hands. This is a more democratic result as all shares represented at the meeting and those lodged before the meeting are included in the result on a one share one vote basis. The results will be available at the meeting and published on the Company's website.

### **Right to attend and vote**

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (the "Regulations"), the Company specifies that in order to have the right to attend and vote at the meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company at 6.00pm on 4 May 2009 or, in the event of any adjournment, at 6.00pm on the date which is two days before the day of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

### **Documents on display**

The following documents will be available for inspection at the registered office of the Company during usual business hours on any weekday (public holidays excluded) from the date of this Notice until the AGM and will be available for inspection at the AGM from 15 minutes prior to the start of the meeting until its conclusion:

- (a) Executive Directors' service contracts and Non Executive Directors' terms of appointment; and
- (b) terms of reference of the Audit, Nomination, Remuneration and Safety Committees.

### **Nominated persons**

Any person to whom this Notice is sent who is a nominated person under Section 146 of the Companies Act 2006 (the "2006 Act") to enjoy information rights (a "Nominated Person") may have a right under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such right or does not wish to exercise it, he/she may have a right under such an agreement, to give instructions to the member, as to the exercise of voting rights.

### **Corporate members**

In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – <http://www.icsa.org.uk> – for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

### **Total number of shares and voting rights**

As at 12 March 2009, being the latest practicable date before publication of this Notice, the Company's issued share capital consisted of 154,687,284 ordinary shares including 1,668,688 treasury shares. Therefore the total voting rights in the Company at that date were 153,018,596.

## Website publication of audit concerns

Shareholders should note that it is possible that, pursuant to requests made by members of the Company under Section 527 of the 2006 Act the Company may be required to publish on a website a statement setting out any matter relating to:

(i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the annual general meeting for the financial year beginning on 1 January 2009; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year beginning on 1 January 2009 ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the 2006 Act (in each case) that the members propose to raise at the annual general meeting. The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under Section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the annual general meeting includes any statement that the Company has been required under Section 527 of the 2006 Act to publish on its website.

## Online shareholder communications

As a shareholder you can choose to vote by proxy and to receive communications and documents from the Company electronically. This helps us to reduce distribution and printing costs. In order to sign up for this service you will need to access the Company's Registrar's online service at [www.shareview.co.uk](http://www.shareview.co.uk). This is a secure site where you are able to view your shareholdings. You will need your eight digit shareholder reference number, which is shown on your share certificate or dividend voucher.

### To sign up to receive documents electronically

- Log onto [www.shareview.co.uk](http://www.shareview.co.uk).
- Click on "Register now" and follow the simple instructions – you will need your shareholder reference number.
- Once you have completed the registration process and selected your own personal identification number (PIN) a unique User ID will be posted to you.
- Once you have registered and notified our Registrars of your e-mail address, we will send you an e-mail each time that shareholder documentation has been published on our website, and provide you with a link to the page on the website where it may be found.
- If you are already registered with Shareview, you do not need to register again but should check that your mailing preference is shown as "e-mail".

### To vote by proxy electronically

- Log onto [www.sharevote.co.uk](http://www.sharevote.co.uk).
- Follow the instructions as to how to submit your vote. For security identification you will need to input the Voting ID, Task ID and Shareholder Reference Number which you will find your Proxy Form.

Should you have any queries about signing up for online communications please contact our Registrars, Equiniti Limited, on the shareholder helpline number 0871 384 2152 (calls to this number are charged at 8p per minute from a BT landline. Other telephony providers' costs may vary).

## Instructions for electronic appointment through CREST

If you are a CREST member and want to appoint a proxy using the Euroclear electronic proxy appointment service, you can do so using the procedures described in the CREST manual. If you are a CREST personal member, a CREST sponsored member or a CREST member that has appointed a voting service provider you should request the sponsor or voting service provider to take the appropriate action on your behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST proxy instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Equiniti Limited (ID RA19) no later than 48 hours before the time at which the meeting is due to begin. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which our Registrars will be able to retrieve the message by enquiry to CREST in the manner prescribed in CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

Euroclear does not make available special procedures for any particular messages. Normal system timings and limitations therefore apply in relation to the input of CREST proxy instructions. CREST members (or appointee members) are responsible for taking (or arranging for their CREST sponsor or voting service provider to take) any necessary action to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and CREST sponsors or voting service providers are referred to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

National Express Group PLC may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Regulations.

## Communication

You may not use any electronic address (within the meaning of Section 333(4) of the 2006 Act) provided in this Notice of Meeting (or in any related documents including the Chairman's letter and Proxy Form) to communicate with the Company for any purposes other than those expressly stated.

# national express

## Annual General Meeting location 2009

The Annual General Meeting will be held on Wednesday 6 May 2009 at 11.00am at the Royal College of Physicians, 11 St Andrew's Place, Regent's Park, London NW1 4LE.

### By Underground

- Regent's Park Station on the Bakerloo line (3 minutes' walk)
- Great Portland Station on the Circle, Metropolitan and City lines (5 minutes' walk)
- Warren Street Station on the Victoria and Northern lines (10 minutes' walk)

### Car Parking

The College offers free parking for disabled shareholders attending the AGM and is situated outside the congestion charging zone. If you need to arrange for a parking space, please call Barbara Lees on 020 7506 4302. The nearest public car park is a few minutes' walk away (refer to the map).

