



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional advisor authorised pursuant to the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in National Express Group PLC you should send this document together with the accompanying Form of Proxy to the purchaser or transferee, or to the person who arranged the sale or transfer, so that they can pass the documents on to the person who now holds the shares. If you are not sure what to do, please contact an independent financial advisor.

4 April 2011

## **Chairman's Letter to Shareholders**

### **Notice of Resolutions Requested by Elliott International L.P. to be moved at the 2011 Annual General Meeting Accompanying Statement to Shareholders from Elliott Advisors (UK) Limited**

Dear Shareholder

On 28 March 2011, I wrote to you to invite you to our 2011 Annual General Meeting ("AGM" or the "Meeting") to be held on Tuesday 10 May 2011 at Kings Place, 90 York Way, London, N1 9AG. Full details of the AGM were set out in the notice that was enclosed.

Since then we have received a request from Elliott Advisors (UK) Ltd ("Elliott") who are a "global private investment firm" and shareholder in National Express Group PLC ("National Express" or the "Group"). As part of their request, Elliott have demanded that we put before shareholders at the forthcoming AGM three additional resolutions pursuant to the statutory procedure set out in the Companies Act 2006.

The purpose of the three additional resolutions proposed by Elliott is to appoint three individuals nominated by them as new non-executive directors on the National Express Board of Directors (the "Board"). The three individuals nominated by Elliott are not known by the Company.

The additional resolutions proposed by Elliott are contained in Part II on page 4 of this document. Elliott has also requested that we circulate to shareholders the letter contained in Part I on page 3 of this document.

As stated in the Group's Annual Report and Accounts for 2010, we had already begun a review of the Board's composition. Pursuant to this review, the Nominations Committee has commenced the process of identifying and appointing additional non-executive directors, and has determined the specific areas of expertise which would further enhance the strength of the Board and support the business through its next stage of growth. As Elliott were aware from their ongoing discussions with the Company as a significant shareholder, the Committee appointed executive search firms as part of this process some weeks ago. Directors identified through this process would be fully independent of any shareholder group or entity and would represent the interests of all of the Company's shareholders.

The Board feels strongly that, in order to meet the best standards of Corporate Governance, it is imperative that all candidates for Board positions should participate in a proper selection and evaluation process managed by the Nominations Committee of the Board. This will ensure that the best candidates are appointed and that those appointed will represent the interests of all of the Company's shareholders. The Nominations Committee of the Board will consider the three individuals proposed by Elliott as part of the recruitment process which is already underway. Shortlists of candidates are currently being assembled and reviewed but the process will not be completed in time for the AGM.

The provisions of the UK Corporate Governance Code (the "Code") are very clear on this issue. One of the main principles of the Code states that *"There should be a formal, rigorous and transparent procedure for the appointment of new directors to the board."* A further provision of the Code states *"There should be a nomination committee which should lead the process for board appointments and make recommendations to the board."* To seek to appoint new non executive directors outside of a formal process, particularly when such a process is already underway, is, in the view of the Board, an attempt to circumvent best corporate governance procedures and I strongly encourage shareholders to resist this.

You will also note that Elliott is urging shareholders to support them in voting against the re-election of Roger Devlin as a non-executive director. Roger was appointed to the Board on 1 October 2007. He is a highly effective and independent Non Executive and has made an excellent contribution to the Board and its committees since his appointment. I am fully supportive of his re-election at the AGM.

As our 2010 results confirm, National Express is now a high quality business, focused on its core operations and established on a sound financial footing. The Board believes that this broad-based turnaround will deliver significant long-term growth for all shareholders of National Express under the strategy outlined in the full year results. The Group has a strong balance sheet and competes successfully across its markets. The Board and management have worked closely together to agree and execute a clear strategy that will deliver significant long-term growth for all shareholders.

**Accordingly, the Board recommends that shareholders vote against the resolutions proposed by Elliott and vote in favour of the re-election of Roger Devlin to the Board.**

A revised Form of Proxy/Direction Form, which relates both to the original resolutions set out in the Notice of AGM dated 28 March, and the new resolutions proposed by Elliott, is enclosed. If you have already submitted a Form of Proxy/Direction Form and are unclear as to the action you should take, please contact Equiniti on 0871 304 2152\*.

Thank you for your continuing support of National Express.

Yours sincerely

**John Devaney**  
Chairman

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\* Calls to this number are charged at 8p per minute from a BT landline. Other providers' costs may vary. Non-UK callers should dial +44 121 415 7047, Lines are open from 8.30am to 5.30pm Monday to Friday.

**PART I**  
**ELLIOTT ADVISORS (UK) LIMITED**  
**Cleveland House – 4<sup>th</sup> Floor – 33 King Street – London SW1Y 6RJ**  
**TELEPHONE: +44 (0)20 3009 1818 – FACSIMILE: +44 (0)20 3009 3700**  
**Letter to the shareholders of National Express Group plc**  
**regarding the resolutions to be proposed at the annual general meeting**

Dear Shareholder

We are writing to you in connection with the 2011 annual general meeting of shareholders of National Express Group plc (“National Express”) and the proposed resolutions that Javier Alarcó Canosa, Marc Meyohas and Chris Muntwyler (together the “New Directors”) be appointed as non-executive directors of National Express.

Elliott Associates, L.P., together with its affiliates (“Elliott”), is a global private investment firm with approximately \$17 billion of assets under management. Elliott Advisors (UK) Ltd. is a London-based advisor to Elliott. Elliott specialises in long-term, process-driven and complex investments, working closely with management teams, regulatory bodies and shareholder groups to effect mutually beneficial results. Elliott holds or has an interest in approximately 17% of National Express.

Elliott has been a long-term investor in National Express, supporting the company through a period of significant difficulty including the 2009 rights issue when Elliott increased its percentage holding as some shareholders chose not to take up their rights. Elliott is supportive of the current management of National Express, and has been impressed with the broad-based turnaround of the existing business over the last 18 months. Our significant shareholding is a testament to our belief in the inherent value of National Express’ assets and franchises as well as the longer-term opportunities available in the transport sector.

However, we believe that there are both exciting growth opportunities to strive for and clear challenges, particularly in the UK from the ongoing sector consolidation led principally by the European state players, who have far stronger balance sheets and lower costs of capital. We have made clear to the board of National Express (the “Board”) our view that changes in the composition of the independent non-executive directors, something that has not happened since October 2007, would benefit National Express by providing fresh impetus and thinking. Against a backdrop of a rapidly changing and increasingly international mass transit sector, we believe that a more pro-active appraisal of National Express’ strategic positioning of its assets and the opportunities available to it is required.

The New Directors are highly qualified and motivated individuals who, if elected, are committed to exploring all available options to maximise shareholder returns and who will add tangible value to the Board in considering National Express’ future direction.

Biographies of each of the New Directors in brief:

Javier Alarcó Canosa has spent some 23 years working in banking, of which the last 15 has been for BBVA, the global financial services group. He has extensive international experience including Latin America and Asia. He is also a director of Técnicas Reunidas SA and Tubos Reunidos SA, both of which are listed on the Madrid Stock Exchange.

Marc Meyohas is an investor and entrepreneur. He is currently the managing partner of Greybull Capital, and for 11 years prior to that was the CEO and founder of Cityspace Limited, a leading provider of information systems particularly for mobile phones, to public transport companies, and authorities. He is also a senior adviser to the board of a major Japanese technology company. Mr Meyohas is a director of Truvo Holdco N.V., where Elliott is an investor.

Chris Muntwyler has over 30 years of experience in the transport and logistics industries including experience across international markets. He spent some 27 years at Swissair and a further nine years at DHL, latterly as CEO of the UK business. He is currently the President and CEO of Conlogic AG, a Swiss management consultancy group, a non-executive director of Panalpina World Transport AG and Österreichische Post AG and also acts as a special advisor to 3i Group plc.

We wish to stress that we have proposed the New Directors as we believe that their appointments are in the interests of both National Express and all shareholders. The process for selecting the New Directors has included the involvement of two leading executive search firms. The New Directors are independent of Elliott, have no financial relationship with Elliott, have reached no prior understanding with Elliott as to the future direction of National Express, and are free to take their own decisions going forward.

We intend to vote against the re-election of Mr. Roger Devlin, in order to assist the process of change in the Board. We urge other shareholders to vote their shares in the same manner.

In the coming days and weeks we look forward to further sharing our views with you in the lead-up to the annual general meeting. As part of this process you may well be contacted by our appointed proxy agent, Richard Davies Investor Relations Ltd. During that time we will endeavour to continue our dialogue with the Chairman and Board of National Express in respect of this vital issue of Board composition.

Yours faithfully,

Elliott Advisors (UK) Ltd.

## **PART II**

### **Notice of Resolutions Requested to be moved at the 2011 Annual General Meeting by Elliott International L.P.**

Notice is hereby given of the following resolutions, requested by Elliott International L.P., to be moved at the annual general meeting of National Express Group PLC (the "Company"), being held at Kings Place, 90 York Way, London, N1 9AG, on Tuesday 10 May 2011 at 11.00am. Resolutions 13 to 15 below are each being proposed as ordinary resolutions and will be in addition to those resolutions already contained in the notice of annual general meeting, dated 24 March 2011, that was previously posted to shareholders on 28 March 2011.

#### **Resolution 13**

THAT, Mr. Javier Alarcó Canosa be appointed as a director of the Company.

#### **Resolution 14**

THAT, Mr. Chris Muntwyler be appointed as a director of the Company

#### **Resolution 15**

THAT, Mr. Marc Meyohas be appointed as a director of the Company.

By order of the Board

**A J McDonald**

Company Secretary

4 April 2011

## 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 different shares held by them. A proxy need not be a shareholder of the Company.

If shareholders wish to appoint a proxy, they should complete a Form of Proxy (a Form of Proxy is enclosed with this Notice) and send it to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6NB to be received not later than 11.00am on 6 May 2011. Shareholders may also appoint a proxy online using the service provided by the Company's Registrars at [www.sharevote.co.uk](http://www.sharevote.co.uk) or, if they are a CREST member, by using the electronic proxy service provided by Euroclear (see further overleaf). The valid appointment of a proxy will not preclude a shareholder from attending and voting at the AGM in person, should they wish to do so.

### 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 11.00am on 3 May 2011.

### 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 Registrar, rather than a show of hands. The Directors believe that this produces more democratic results, as all shares represented at the Meeting and those lodged before the Meeting are included in the results of the voting on a one share one vote basis. The results of the voting on each resolution will be made available at the Meeting and published on the Company's website [www.nationalexpressgroup.com](http://www.nationalexpressgroup.com).

### 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 6 May 2011 or, in the event of any adjournment, at 6.00pm on the date which is two days before the day of the adjourned Meeting, excluding any day which is not a working day. Changes to entries on the register of members after this time shall be disregarded in determining the right 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 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

A copy of this Notice has been sent for information only to persons who have been nominated by a shareholder (each a 'Nominated Person') to enjoy information rights under section 146 of the Companies Act 2006 (the 'Act'). The rights to appoint a proxy cannot be exercised by a Nominated Person: they can only be exercised by the shareholder. However a Nominated Person may have a right under an agreement between him and the shareholder by whom he was nominated to be appointed as a proxy for the AGM or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights.

### Voting by corporate representatives

A shareholder of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the Act, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.

### Member's right to ask questions

All shareholders and their proxies attending the AGM have the right to ask questions. When invited by the Chairman, if you wish to ask a question, please wait for a Company representative to hand you a microphone. It would be helpful if you could state your name before you ask your question. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered. The Chairman may also nominate a Company representative to answer a specific question after the Meeting or refer the shareholder or proxy to information on the Company's website.

### Total number of shares and voting rights

As at 4 March 2011, being the latest practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 511,726,026 ordinary shares (carrying one vote each) including 1,668,688 treasury shares (which do not carry the right to vote). Therefore, the total voting rights in the Company at that date were 510,057,338.

## Website publication of audit concerns

Under section 527 of the Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 37 of the Act, (in each case) that the shareholders propose to raise at the relevant meeting.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with section 527 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under section 527 of the Act to publish on a 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 Registrars 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 11 digit shareholder reference number, which is shown on your share certificate or dividend voucher.

Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that the shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.

## To sign up to receive documents electronically

- Log onto [www.shareview.co.uk](http://www.shareview.co.uk).
- Click on 'Register' and follow the simple instructions – you will need your shareholder reference number.
- You will be asked to choose a password and at the end of the registration process your User ID will appear on screen. You should make a note of this and your chosen password. You will not be able to use the service until you have received an Activation Code which will be sent to you in the post to your home address. You will need to enter the Activation Code the first time you log in to Shareview after entering your User ID and password.
- If you are already registered with Shareview, you do not need to register again but should check that your mailing preference is shown as 'email'.

A copy of this Notice, and other information required by section 311A of the Act can be found at [www.nationalexpressgroup.com](http://www.nationalexpressgroup.com).

## 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 on your Form of Proxy.

Should you have any queries about signing up for online communications please contact our Registrar, 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.) The Equiniti overseas shareholder helpline number is +44 121 415 7047. Lines are open from 8.30am to 5.30pm Monday to Friday.

## 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 which can be viewed at [www.euroclear.com/CREST](http://www.euroclear.com/CREST). 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.

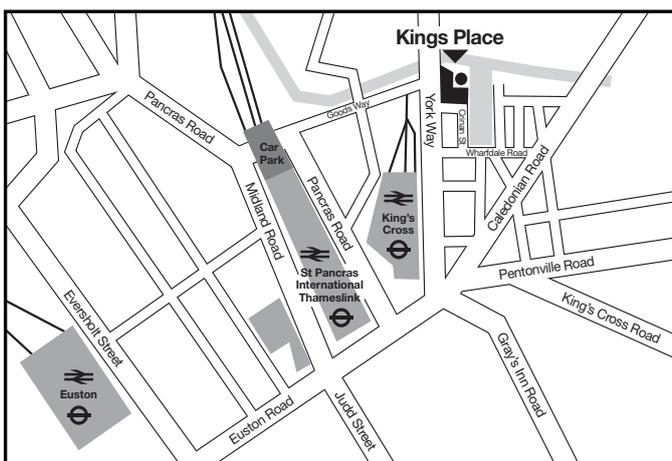
In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST proxy instruction') must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described 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 excluding any part of a day which is not a working day. 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 Registrar 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 Act) provided in this Notice (or in any related documents including the Chairman's letter and Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.



## Location of 2011 Annual General Meeting

The AGM of National Express Group PLC will be held on Tuesday 10 May 2011 at 11.00am at Kings Place, 90 York Way, London, N1 9AG.

### By Underground

The nearest tube station is King's Cross-St Pancras, on the Circle, Metropolitan, Hammersmith & City, Piccadilly, Northern and Victoria lines. The station has step-free access from the platform to the street level.

### By Road

Kings Place is easily accessible by car and is clearly signposted in the immediate area. The building is outside of the Congestion Charge Zone. The nearest car park is NCP London St Pancras on Pancras Road, open 24 hours, 7 days a week including Bank Holidays

**National Express Group PLC**

Registered in England Company Number: 2590560

Registered Office: National Express House, Birmingham Coach Station, Mill Lane, Digbeth, Birmingham B5 6DD