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FIRSTGROUP PLC RESULTS OF GENERAL MEETING

FirstGroup plc (the "Company") is pleased to announce that, at the general meeting of the Company held on 18 November 2021 (the "General Meeting"), the three special resolutions and one ordinary resolution put to shareholders to approve the Tender Offer and related matters (all as set out in full in the Notice of General Meeting included in the shareholder circular dated 27 October 2021 (the "Circular")) (the "Resolutions") were each duly passed by poll vote.

The number of votes for and against the Resolutions, and the number of votes withheld, were as follows:

Resolution (each as set out in full in the Notice of General Meeting)	FOR		AGAINST		TOTAL	WITHHELD
	Number of votes	% of vote	Number of votes	% of vote	Number of votes	Number of votes
1. Special resolution to authorise the Company to make one or more market purchases of its Ordinary Shares pursuant to, for the purposes of, the Tender Offer.	922,511,555	99.86	1,338,008	0.14	923,849,563	417,576
2. Ordinary resolution to authorise the Company and its directors, in connection with any Special Dividend, to consolidate or sub-divide the Ordinary Shares of the Company.	922,688,592	99.88	1,076,995	0.12	923,765,587	501,552
3. Special resolution to, subject to any share consolidation taking effect, amend the definition of "nominal amount" or "nominal value" within the articles of association of the Company.	922,327,796	99.86	1,297,590	0.14	923,625,386	641,753
4. Special resolution in substitution for authority granted at the 2021 AGM, to authorise the Company to make one or more market purchases of its Ordinary Shares representing up to approximately ten per cent. of the Company's Issued Ordinary Share Capital.	921,501,300	99.77	2,150,190	0.23	923,651,490	611,899

Votes "For" and "Against" are expressed as a percentage of votes received. A "Vote Withheld" is not a vote in law and is not counted in the calculation of the votes "For" and "Against" a resolution. The Company's issued share capital as at today's date is 1,223,006,456 ordinary shares and the number of votes per share is one. The Company held 157,229 shares in treasury, which do not carry any voting rights. The total number of voting rights in the Company was therefore 1,222,849,227.

A copy of the resolutions will be submitted to the Financial Conduct Authority's National Storage Mechanism (the "NSM") and will be available for inspection on the NSM's website at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Votes were cast for a total of 923,849,563 ordinary shares of 5 pence share, representing 75.55% of the total number of votes capable of being cast at the General Meeting.

As announced on 27 October 2021, the Tender Offer opened on 28 October 2021 and will close at 1.00 p.m. on 29 November 2021. Proceeds are expected to be despatched to Shareholders who successfully tender Ordinary Shares in December 2021.

Capitalised terms used in this announcement have the meanings given to them in the announcement of the Company dated 27 October 2021 in respect of the Tender Offer.

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IMPORTANT NOTICE

This announcement does not constitute or form part of an offer or invitation, or a solicitation of any offer or invitation, to purchase any Ordinary Shares or other securities.

The full terms and conditions of the Tender Offer will be set out in the Circular, which Shareholders are advised to read in full. Any response to the Tender Offer should be made only on the basis of the information in the Circular.

J.P. Morgan Securities plc (which conducts its U.K. investment banking activities as J.P. Morgan Cazenove) ("J.P. Morgan"), which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting as lead joint sponsor, joint financial adviser and joint corporate broker exclusively for FirstGroup and for no one else in connection with the Return of Value and will not be responsible to anyone other than FirstGroup for providing the protections afforded to clients of J.P. Morgan or for providing advice in relation to the matters described in this announcement.

Goldman Sachs International ("Goldman Sachs"), which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting as joint sponsor, joint financial adviser and joint corporate broker exclusively for FirstGroup and for no one else in connection with the Return of Value and will not be responsible to anyone other than FirstGroup for providing the protections afforded to clients of Goldman Sachs or for providing advice in relation to the matters described in this announcement.

Apart from the responsibilities and liabilities, if any, which may be imposed on J.P. Morgan and Goldman Sachs (the "Financial Advisers") under FSMA or the regulatory regime established thereunder: (i) neither of the Financial Advisers or any persons associated or affiliated with either of them accepts any responsibility whatsoever or makes any warranty or representation, express or implied, in relation to the contents of this announcement, including its accuracy, completeness or verification or for any other statement made or purported to be made by, or on behalf of it, FirstGroup or the Directors, in connection with FirstGroup and/or the Tender Offer; and (ii) each of the Financial Advisers accordingly disclaims, to the fullest extent permitted by law, all and any liability whatsoever, whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise be found to have in respect of this announcement or any such statement.

Cautionary statement regarding forward-looking statements

This announcement includes statements that are, or may be deemed to be, forward-looking statements. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms anticipates, believes, could, estimates, expects, intends, may, plans, projects, should or will, or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward-looking statements may, and often do, differ materially from actual results. Any forward-looking statements in this announcement reflect FirstGroup's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group and its operations, results of operations and growth strategy. Other than in accordance with its legal or regulatory obligations (including under the Listing Rules, the Disclosure Guidance and Transparency Rules, the Market Abuse Regulation and the rules of the London Stock Exchange), FirstGroup is not under any obligation and FirstGroup expressly disclaims any intention or obligation (to the maximum extent permitted by law) to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Overseas Shareholders

The availability of the Tender Offer to Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdiction in which they are located. Shareholders who are not resident in the United Kingdom should read paragraph 6 of Part IV (Details of the Tender Offer) of the Circular and should inform themselves about, and observe, any applicable legal or regulatory requirements. In addition, the attention of Shareholders who are resident in the United States is drawn to the section for US Shareholders below.

The Tender Offer is not being made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone and e-mail) of interstate or foreign commerce of, or any facilities of a national securities exchange of, any Restricted Jurisdiction and the Tender Offer cannot be accepted by any such use, means, instrumentality or facility or from within any Restricted Jurisdiction. Accordingly, unless otherwise determined by the Company and permitted by applicable law and regulation, neither the Circular nor the Tender Form nor any related document is being, nor may it be, directly or indirectly, mailed, transmitted or otherwise

forwarded, distributed, or sent in, into or from any Restricted Jurisdiction, and persons receiving the Circular, the Tender Form and/or any related document (including, without limitation, trustees, nominees or custodians) must not mail or otherwise forward, distribute or send it in, into or from such Restricted Jurisdiction, as to do so may invalidate any purported acceptance of the Tender Offer. Any person (including, without limitation, trustees, nominees or custodians) who would or otherwise intends to, or who may have a contractual or legal obligation to, forward the Circular, the Tender Form and/or any related document to any jurisdiction outside the United Kingdom, should seek appropriate advice before taking any action.

US Shareholders

The Tender Offer is not subject to the disclosure and other procedural requirements of Rule 13e-4 or Regulation 14D under the US Securities Exchange Act of 1934 (the "US Exchange Act"). The Tender Offer will be made in the US in accordance with the requirements of Regulation 14E under the US Exchange Act to the extent applicable. Certain provisions of Regulation 14E under the US Exchange Act are not applicable to the Tender Offer by virtue of Rule 14d-1(d) under the US Exchange Act. Goldman Sachs will act as US dealer manager with respect to the Tender Offer in the United States to the extent required. US Shareholders should note that the Ordinary Shares are not listed on a US securities exchange and the Company is not subject to the periodic reporting requirements of the US Exchange Act and is not required to, and does not, file any reports with the US Securities and Exchange Commission thereunder.

It may be difficult for US Shareholders to enforce certain rights and claims arising in connection with the Tender Offer under US federal securities laws since the Company is located outside the US and most of its officers and directors may reside outside the US. It may not be possible to sue a non-US company or its officers or directors in a non-US court for violations of US federal securities laws. It also may not be possible to compel a non-US company or its affiliates to subject themselves to a US court's judgment.

The receipt of cash pursuant to the Tender Offer by a Shareholder who is a US person will be a taxable transaction for US federal income tax purposes. The Circular sets out a guide to certain US tax consequences of the Tender Offer for Shareholders under current US law. However, each such Shareholder should consult and seek individual advice from an appropriate professional adviser.

To the extent permitted by applicable law and in accordance with normal UK practice, the Company, Goldman Sachs or any of their respective affiliates, may make certain purchases of, or arrangements to purchase, Ordinary Shares outside the United States during the period in which the Tender Offer remains open for participation, including sales and purchases of Ordinary Shares effected by Goldman Sachs acting as market maker in the Ordinary Shares. These purchases, or other arrangements, may occur outside the United States either in the open market at prevailing prices or in private transactions at negotiated prices. In order to be excepted from the requirements of Rule 14e-5 under the US Exchange Act by virtue of Rule 14e-5(b)(12) thereunder, such purchases, or arrangements to purchase, must comply with applicable English law and regulation, including the Listing Rules, and the relevant provisions of the US Exchange Act. Any information about such purchases will be disclosed as required in the UK and the US and, if required, will be reported via a Regulatory Information Service and will be available on the London Stock Exchange website at <http://www.londonstockexchange.com>.

While the Tender Offer is being made available to Shareholders in the US, the right to tender Ordinary Shares is not being made available in any jurisdiction in the US in which the making of the Tender Offer or the right to tender such Ordinary Shares would not be in compliance with the laws of such jurisdiction.

This announcement has not been approved, disapproved or otherwise recommended by the US Securities and Exchange Commission or any US state securities commission and such authorities have not confirmed the accuracy or determined the adequacy of this announcement. Any representation to the contrary is a criminal offence in the US.