

# Returning to strength

## FirstGroup plc

### Notice of Annual General Meeting 2013

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

If you are in any doubt as to any aspect of the proposals referred to in this document, or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other professional adviser.

If you have sold or otherwise transferred all of your shares in FirstGroup plc (the 'Company'), please pass this document together with the accompanying form of proxy ('Form of Proxy') to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.

Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 1 to 4 of this document and which recommends you to vote in favour of the resolutions to be proposed at the Annual General Meeting.

Notice of the Annual General Meeting of FirstGroup plc to be held at the Aberdeen Exhibition and Conference Centre, Bridge of Don, Aberdeen, AB23 8BL on Wednesday 17 July 2013 at 11.00 am is set out in this document.

Shareholders will also find enclosed with this document a Form of Proxy for use in connection with the Annual General Meeting. Whether or not you propose to attend the Annual General Meeting, please complete and submit a Form of Proxy in accordance with the instructions printed thereon. To be valid, the Form of Proxy should be completed, signed and returned in accordance with the instructions printed thereon, as soon as possible and, in any event, so as to reach the Company's registrars, Equiniti, by no later than 11.00 am on Monday 15 July 2013.

The Form of Proxy can be delivered by post or during business hours only by hand to Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or, if you are a member of CREST, by using a CREST electronic appointment service. Alternatively, shareholders who have already registered with the Company registrars' online portfolio, Shareview, can submit their proxy electronically by logging on to their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) and clicking on the word 'Vote'. Shareholders can also vote online by logging onto the website of the Company's registrars at [www.sharevote.co.uk](http://www.sharevote.co.uk).

Completion and return of a Form of Proxy will not preclude shareholders from attending and voting at the Annual General Meeting should they choose to do so. Further instructions relating to the Form of Proxy are set out in the notice of the Annual General Meeting.

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**Registered office:**

**FirstGroup plc**

395 King Street, Aberdeen AB24 5RP

Registered in Scotland – No. 157176

20 May 2013

Dear shareholder

## **Annual General Meeting 2013**

You will find the Notice of the Annual General Meeting of FirstGroup plc (the 'Company'), which is to be held at the Aberdeen Exhibition and Conference Centre, Bridge of Don, Aberdeen AB23 8BL on Wednesday 17 July 2013 at 11.00 am, set out on pages 5 to 15 of this document ('Notice of Meeting').

As you will be aware we announced on 20 May 2013 a fully underwritten Rights Issue to raise gross proceeds of approximately £615m (net proceeds of approximately £585m). The Rights Issue is subject to shareholder approval at a general meeting of the Company to be held at 11.00 am on Monday 10 June 2013 at Holborn Bars, 138-142 Holborn, London EC1N 2NQ. The resolution to allot securities to be put to shareholders at the general meeting relates only to the Rights Issue. The share capital resolutions to be put to shareholders at the Annual General Meeting are unrelated to the Rights Issue and are the usual allotment and pre-emption resolutions sought by the Company at its Annual General Meeting. The Directors have no present intention of exercising the authority sought in resolutions numbered 14, 15 and 16. However, these authorities provide the flexibility to allow them to do so in future should it be in the best interests of the shareholders.

The business of the Annual General Meeting (the 'Meeting') will include consideration of the following matters:

### **Resolutions 1 and 2**

#### **Ordinary Resolutions**

Dealing with matters relating to the Annual Report and Financial Statements. These resolutions include:

- receiving the Annual Report and Financial Statements
- approving the Directors' Remuneration Report, the full text of which is contained in the Annual Report and Financial Statements.

### **Resolutions 3 to 11**

#### **Re-election or election of the Directors (Ordinary Resolutions)**

As previously announced, I have decided to step down as Chairman after 27 years with the Group following the appointment of my successor. Good governance is vital and the Board is mindful of the need to ensure my successor has the experience and integrity necessary to ensure that the Group continues to apply the highest standards going forward.

In accordance with the UK Corporate Governance Code all the Directors are offering themselves for re-election or election at the Meeting. I shall be offering myself for re-election pending the appointment of my successor.

A short biography of each of the Directors seeking re-election or election can be found on pages 52 and 53 of the Annual Report and Financial Statements and in Appendix 1 to this document, along with a statement of the Board setting out why they believe each of the Non-Executive Directors should be re-elected or elected.

The Board unanimously recommends the re-election or election respectively of each of these Directors. I, as Chairman, confirm that, following a performance review, all Directors standing for re-election continue to perform effectively and demonstrate commitment to their roles.

## **Resolutions 12 and 13**

### **Ordinary Resolutions**

Re-appointing Deloitte LLP as auditors of the Company and authorising the Directors to determine their remuneration.

## **Resolution 14**

### **Authority to allot shares (Ordinary Resolution)**

Paragraph (A) of this resolution would give the Directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £8,031,773 (representing 160,635,460 ordinary shares of 5 pence each). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 20 May 2013, the latest practicable date prior to publication of the Notice of Meeting.

In line with guidance issued by the Association of British Insurers ('ABI'), paragraph (B) of this resolution would give the Directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £16,063,546 (representing 321,270,920 ordinary shares of 5 pence each), as reduced by the nominal amount of any shares issued under paragraph (A) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at 20 May 2013, the latest practicable date prior to publication of the Notice of Meeting.

The authorities sought under paragraphs (A) and (B) of this resolution will expire on the earlier of 17 October 2014 and the conclusion of the Annual General Meeting of the Company held in 2014 (unless otherwise varied, revoked or renewed).

The Directors have no present intention to exercise either of the authorities sought under this resolution. The Directors intend to follow ABI recommendations concerning the use of the authorities (including as regards the Directors standing for re-election in certain cases).

As at the date of the Notice of Meeting 160,779 ordinary shares are held by the Company in treasury, which represents approximately 0.03% of the issued ordinary share capital (excluding treasury shares) of the Company as at 20 May 2013, the latest practicable date prior to publication of the Notice of Meeting.

## **Resolution 15**

### **Disapplication of pre-emption rights (Special Resolution)**

This resolution, if passed, would give the Directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would be limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of £1,205,167 (representing 24,103,340 ordinary shares of 5 pence each). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 20 May 2013, the latest practicable date prior to publication of the Notice of Meeting. In respect of this aggregate amount, the Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of

Principles regarding cumulative usage of authorities within a rolling 3-year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

This authority will expire on the earlier of 17 October 2014 and the conclusion of the Annual General Meeting of the Company held in 2014 (unless otherwise varied, revoked or renewed).

## **Resolution 16**

### **Authority to make market purchases of own shares (Special Resolution)**

Authority is sought for the Company to purchase up to 10% of its issued ordinary shares (excluding any treasury shares), renewing the authority granted by the shareholders at previous annual general meetings and pursuant to that authority there have been no ordinary shares that have been repurchased during the year.

The Directors have no present intention of exercising the authority to make market purchases. However the authority provides the flexibility to allow them to do so in the future. The Directors will exercise this authority only when to do so would be in the best interests of the Company and of its shareholders generally, and could be expected to result in an increase in the earnings per share of the Company.

Ordinary shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The Directors will consider holding any ordinary shares the Company may purchase as treasury shares. The minimum price, exclusive of expenses, which may be paid for an ordinary share is 5 pence, its nominal value. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of (i) an amount equal to 5% above the average market value for an ordinary share for the five business days immediately preceding the date of the purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out.

The Company has options and awards outstanding over 23,295,093 ordinary shares, representing 4.83% of the Company's issued ordinary share capital (excluding treasury shares) as at 20 May 2013. If the existing authority given at the 2012 Annual General Meeting and the authority now being sought by resolution 16 were to be fully used, the total number of options and awards outstanding would represent 6.04% of the Company's issued ordinary share capital (excluding treasury shares) at that date.

This authority will expire on the earlier of 17 October 2014 and the conclusion of the Annual General Meeting of the Company held in 2014 (unless otherwise varied, revoked or renewed).

## **Resolution 17**

### **Authority to make political donations (Ordinary Resolution)**

Part 14 of the Companies Act 2006 (the 'Act') prohibits companies from making political donations exceeding £5,000 in aggregate in any 12 month period to (i) political parties, (ii) other political organisations and (iii) independent election candidates and from incurring political expenditure (all as defined in the Act) without shareholders' consent. As the definitions used in the Act are broad, it is possible that normal business activities, which might not be thought to be political expenditure in the usual sense, could be caught. Accordingly, authority is being sought as a precaution to ensure that the Company's normal business activities do not infringe the Act.

## **Resolution 18**

### **Notice of general meetings (Special Resolution)**

This resolution renews the authority that was given at the Company's last Annual General Meeting. The notice period required by the Act for general meetings of the Company is 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days (annual general meetings will continue to be held on at least 21 clear days' notice).

At the Company's last Annual General Meeting, shareholders authorised the calling of general meetings other than an annual general meeting on not less than 14 clear days' notice, and it is proposed that this authority be renewed. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. The approval will be effective until the Company's Annual General Meeting in 2014, when it is intended that a similar resolution will be proposed.

### **Action to be taken**

Shareholders will find enclosed a form of proxy ('Form of Proxy') for use at the Meeting. Whether or not you intend to be present at the Meeting, you are requested to complete and return the Form of Proxy to the Company's registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so as to arrive as soon as possible and in any event not later than 48 hours before the time fixed for the Meeting. You may, if you prefer, submit your proxy appointment electronically (please see notes 6 and 7 on pages 9 and 10 of the Notice of Meeting for further details on electronic submission of proxy appointments). Completion and return of a Form of Proxy will not prevent you from attending the Meeting and voting in person should you wish to do so.

If you intend to be present at the Meeting, you are requested to bring with you the attendance card attached to the Form of Proxy.

In order to allow the Board the time to research any specific requests as part of the process of dealing with any questions from shareholders at the Meeting, it would assist us if you could send advance notice of your question(s) to the following email address: paul.lewis@firstgroup.com or to Paul Lewis, Company Secretary, at the Company's registered office at 395 King Street, Aberdeen AB24 5RP. The foregoing email address is to be used for questions submitted in advance of the Meeting and for no other purpose.

### **Recommendation**

The Board considers that all of the resolutions set out in the Notice of Meeting are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours faithfully

**Martin Gilbert**  
**Chairman**

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the eighteenth Annual General Meeting of FirstGroup plc will be held at the Aberdeen Exhibition and Conference Centre, Bridge of Don, Aberdeen AB23 8BL on Wednesday 17 July 2013 at 11.00 am. Shareholders will be asked to consider and pass the resolutions below. Resolutions 1 to 14 (inclusive) and 17 will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 15, 16 and 18 will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

- 1 To receive and consider the reports of the Directors and auditors and the audited financial statements of the Company for the year ended 31 March 2013.
- 2 To approve the Directors' Remuneration Report for the year ended 31 March 2013.
- 3 To re-elect Professor David Begg as a Director.
- 4 To re-elect Martin Gilbert as a Director.
- 5 To re-elect Colin Hood as a Director.
- 6 To re-elect Tim O'Toole as a Director.
- 7 To re-elect John Sievwright as a Director.
- 8 To re-elect Mick Barker as a Director.
- 9 To elect Chris Surch as a Director.
- 10 To elect Brian Wallace as a Director.
- 11 To elect Jim Winestock as a Director.
- 12 To re-appoint Deloitte LLP as independent auditors.
- 13 To authorise the Directors to determine the remuneration of the independent auditors.

**14** That the Board be authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (A) up to a nominal amount of £8,031,773 (such amount to be reduced by the nominal amount allotted or granted under paragraph (B) below in excess of such sum); and
- (B) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £16,063,546 (such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with an offer by way of a rights issue:
  - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply until the end of the next Annual General Meeting of the Company in 2014 (or, if earlier, on 17 October 2014) (unless previously revoked or varied by the Company in general meeting) but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

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**15** That if resolution 14 is passed, the Board be given power to allot equity securities (as defined in the Companies Act 2006 (the 'Act')) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be limited:

- (A) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (B) of resolution 14, by way of a rights issue only):
  - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities, as required by the rights of those securities or, as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(B) in the case of the authority granted under paragraph (A) of resolution 14 and/or in the case of any sale of treasury shares for cash to the allotment (otherwise than under paragraph (A) above) of equity securities or sale of treasury shares up to a nominal amount of £1,205,167,

such power to apply until the end of the next Annual General Meeting of the Company in 2014 (or, if earlier, on 17 October 2014) (unless previously revoked or varied by the Company in general meeting) but during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended.

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**16** That the Company be authorised for the purposes of section 701 of the Companies Act 2006 (the 'Act') to make one or more market purchases (as defined in section 693(4) of the Act) of its ordinary shares of 5 pence each, such power to be limited:

(A) to a maximum number of 48,000,000 ordinary shares; and

(B) by the condition that the minimum price which may be paid for an ordinary share is 5 pence and the maximum price which may be paid for an ordinary share is the highest of:

(i) an amount equal to 5% above the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and

(ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out,

in each case, exclusive of expenses,

such power to apply until the end of the next Annual General Meeting of the Company in 2014 (or, if earlier, on 17 October 2014) (unless previously revoked or varied by the Company in general meeting) but, in each case, so that the Company may enter into a contract to purchase ordinary shares which will or may be completed or executed wholly or partly after the power ends and the Company may purchase ordinary shares pursuant to any such contract as if the power had not ended.

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**17** That in accordance with sections 366 and 367 of the Companies Act 2006 (the 'Act') the Company and all companies that are subsidiaries of the Company at any time during the period commencing on the date of this resolution and ending at the conclusion of the next Annual General Meeting of the Company in 2014 or, if earlier, on 17 July 2014 be and are hereby authorised:

(A) to make political donations to political parties and/or independent election candidates;

(B) to make political donations to political organisations other than political parties; and

(C) to incur political expenditure,

up to an aggregate amount of £100,000. Words and expressions defined for the purpose of the Act shall have the same meaning in this resolution.

All existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Act are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval.

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- 18** That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

By order of the Board

**Paul Lewis**

**Company Secretary**

20 May 2013

Registered office:

395 King Street, Aberdeen AB24 5RP

Registered in Scotland No. 157176

# Notes

## Entitlement to attend and vote and to appoint proxies

- 1 Only registered holders of fully paid ordinary shares or their duly appointed representatives in the Company are entitled to attend and vote at the Meeting.
- 2 To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.00 pm on Monday 15 July 2013 (or, in the event of any adjournment at 6.00 pm on the date which is two days before the time of the adjourned Meeting). Changes to entries on the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- 3 Any member attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such 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.
- 4 Members may attend, speak and vote at the Meeting.
- 5 Members are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf 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 that shareholder. A proxy need not be a shareholder of the Company.
- 6 A Form of Proxy for use by shareholders is enclosed with this Notice of Meeting. To be effective, Forms of Proxy (other than an electronic appointment of a proxy) must be completed and returned, in accordance with their instructions, so as to be received by the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible, but in any event so as to arrive no later than 11.00 am on Monday 15 July 2013 (or, in the event of any adjournment, so as to arrive no later than 48 hours before the time appointed for the Meeting). Forms of Proxy must be signed by the member or, in the case of joint holders, any one of them. The Notice of Meeting shall prevail over any description of the business of the Meeting set out in the Form of Proxy. To be valid any Form of Proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or at **www.sharevote.co.uk** as provided in Note 7, in each case no later than 11.00 am on Monday 15 July 2013.
- 7 A proxy may be appointed by any of the following methods:
  - (A) Completing and returning the enclosed Form of Proxy. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company's registrars, Equiniti, to request additional Forms of Proxy.

- (B) Shareholders who would prefer to register the appointment of their proxy electronically by way of the internet can do so by logging onto the website of the Company's registrars, Equiniti, **www.sharevote.co.uk** using their personal Authentication Reference Number (this is the series of 25 numbers being each of the Voting ID, Task ID and Shareholder Reference Number printed to the right of your name on the Form of Proxy). Full details of the procedures are given on the website. Alternatively, if shareholders have already registered with the Company's registrars' online portfolio service, Shareview, they can submit their proxy electronically by logging onto their portfolio at **www.shareview.co.uk** and clicking on the word 'Vote'. Instructions are given on the website.
- (C) If you are a member of CREST, by using the CREST electronic appointment service.
- 8** CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual by logging onto the website **www.euroclear.com/CREST**. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 9** 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 UK & Ireland Limited's specifications, and must contain the information required for such instruction as described in the CREST Manual (available via **www.euroclear.com/CREST**). The message, regardless of whether it constitutes the appointment of a proxy or is 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 the issuer's agent (ID RA19) by 11.00 am on Monday 15 July 2013. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 10** CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting system providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 11** The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 12** The return of a completed Form of Proxy, other such instrument or any CREST Proxy Instruction will not prevent a shareholder attending the Meeting and voting in person if he/she wishes to do so.

### Indirect investors

- 13** Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the 'Act') to enjoy information rights (a 'Nominated Person'), may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may under any such agreement have a right to give instructions to the shareholder as to the exercise of voting rights.
- 14** The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 5 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the Company.

### Corporate representatives

- 15** Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same shares.

### Powers of attorney

- 16** If you have given a power of attorney over your shares, you must ensure that the power of attorney has been deposited with the Company's registrars, Equiniti, by 6.00 pm on Monday 15 July 2013 (or, in the event of any adjournment of the Meeting, by 6.00 pm on the date which is two days before the time of the adjourned Meeting). Persons voting under a power of attorney must do so by using the hard copy proxy form.

### Other

- 17** Under section 527 of the Act, members 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 Meeting; or (ii) any circumstance 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 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 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 not 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.
- 18** A copy of this Notice, and other information required by section 311A of the Act, can be found at **[www.firstgroup.com](http://www.firstgroup.com)**.

- 19** Shareholders who have general queries about the Meeting should use the following means of communication (no other communication will be accepted): calling our shareholder helpline on telephone number 0871 384 2046 (Calls to this number are charged at 8p per minute plus network extras) or from overseas on telephone number +44 (0)121 415 7050. Telephone lines are open from 8.30 am to 5.30 pm, Monday to Friday. You may not use any electronic address provided either in this Notice of Meeting or 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 in those documents.

### **Documents on display**

- 20** The following documents will be available for inspection during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) at the registered office of the Company at 395 King Street, Aberdeen AB24 5RP and at the offices of Slaughter and May at One Bunhill Row, London EC1Y 8YY and will also be available for inspection at the place of the Meeting for at least 15 minutes prior to the Meeting until its conclusion: (i) copies of the Executive Directors' service agreements; and (ii) copies of the Non-Executive Directors' letters of appointment.

### **Issued share capital as at 20 May 2013**

- 21** As at 20 May 2013 (being the latest practicable date prior to the publication of this Notice of Meeting) the Company's issued share capital consists of 482,067,170 ordinary shares. The Company holds 160,779 of its ordinary shares in treasury. Therefore, the total number of voting rights in the Company as at 20 May 2013 is 481,906,391.

## Appendix 1

### Chairman and Non-Executive Directors seeking re-election or election

In the case of Martin Gilbert, the Board is of the opinion that his significant and in depth knowledge and experience of the Group's business combined with his external business experience enables him to provide effective leadership of the Board and to continue to make a positive contribution to the Group's ongoing business until such time as his successor has been appointed.

In the case of Professor David Begg, Colin Hood, John Sievwright, Brian Wallace and Jim Winestock the Board considers that they are independent in character and judgment and each provides a strong, non-executive presence on the Board.

### Biographies of Directors seeking re-election or election

#### Professor David Begg DSc BA

##### Non-Executive Director

**Appointed to the Board:** August 2005

**Skills and experience:** He was, until 2010, Chairman of Tube Lines Limited. He is a visiting professor at Plymouth University and an adviser to Greater Manchester Passenger Transport Executive. Until 2005 he was Chairman of the Commission for Integrated Transport and a Non-Executive Director of the Strategic Rail Authority.

**Other appointments:** He is Chief Executive of Transport Times and a Non-Executive Director of Heathrow Airport Holdings Limited, as well as Chairman of the Business Infrastructure Commission and a Director of Portobello Partnership.

**Committee membership:** Chairman of the Remuneration Committee. Member of the Audit Committee and Nomination Committee.

#### Martin Gilbert LLD MA LLB CA

##### Chairman

**Appointed to the Board:** April 1995

**Skills and experience:** Chartered accountant

**Other appointments:** He is one of the founders and Chief Executive of Aberdeen Asset Management PLC. He is a director of a number of investment trusts and Non-Executive Director of British Sky Broadcasting Group plc.

**Committee membership:** Chairman of the Nomination Committee.

### **Colin Hood BSc MSc FIET**

#### **Non-Executive Director**

**Appointed to the Board:** May 2009

**Skills and experience:** He was, until November 2011, a Director and Chief Operating Officer of SSE plc.

**Other appointments:** He is Chairman of Southern Water Services Limited, a Non-Executive Director of HS1 Limited and is on the board of Glasgow 2014 Commonwealth Games.

**Committee membership:** Chairman of the Board Safety Committee. Member of the Remuneration Committee, the Audit Committee and the Nomination Committee.

### **Tim O'Toole CBE JD**

#### **Chief Executive**

**Appointed to the Board:** May 2009

**Skills and experience:** He was, until the end of April 2009, Managing Director, London Underground. He joined Transport for London in 2003 prior to which he was president and Chief Executive of Consolidated Rail Corporation.

**Other appointments:** He is a Non-Executive Director of CSX Corporation, a rail freight transportation company in North America.

**Committee membership:** Member of the Board Safety Committee and the Executive Committee.

### **John Sievwright DHC MA CA**

#### **Senior Independent Non-Executive Director**

**Appointed to the Board:** May 2002

**Skills and experience:** He was, until 2008, a Senior Vice President and Chief Operating Officer of International for Merrill Lynch & Co. A chartered accountant, he has held various senior management positions in banking in London, New York, Dublin and Japan.

**Other appointments:** He is a member of the North American board of the Michael Smurfit Business School, Dublin and a Non-Executive Director of ICAP plc.

**Committee membership:** Chairman of the Audit Committee. Member of the Remuneration Committee and the Nomination Committee.

### **Mick Barker**

#### **Non-Executive Employee Director**

**Appointed to the Board:** January 2012

**Skills and experience:** He has been a railwayman for 37 years and is currently employed as a train driver for First Capital Connect Limited, one of the Group's train operating companies.

**Chris Surch B.Com (ACC) ACA**  
**Group Finance Director**

**Appointed to the Board:** September 2012

**Skills and experience:** He was from May 2009 to August 2012 Group Finance Director of Shanks plc, also for a period of time serving as their acting Chief Executive. Following an early career with PricewaterhouseCoopers where he qualified as a chartered accountant he joined TI Group plc in 1995. He held a number of senior roles there and following the merger of TI Group with Smiths Group plc he went on to hold further senior finance roles, latterly serving as Finance Director of their speciality engineering division.

**Committee membership:** Member of the Executive Committee.

**Brian Wallace ACA**  
**Non-Executive Director**

**Appointed to the Board:** August 2012

**Skills and experience:** He has held executive board positions within a number of FTSE 100 and FTSE 250 organisations, most recently as Group Finance Director of Ladbrokes plc. Prior to rejoining Ladbrokes he was Group Finance Director and Deputy Chief Executive of Hilton Group. A chartered accountant, he began his career at Price Waterhouse and went on to perform senior finance roles at Geest, APV and Schlumberger. He previously served as a Non-Executive Director at Scottish & Newcastle plc, Hays plc, Merlin Entertainment and Miller Group.

**Committee membership:** Member of the Audit Committee.

**Jim Winestock BSc**  
**Non-Executive Director**

**Appointed to the Board:** August 2012

**Skills and experience:** He served in a number of senior roles and was a member of the management committee during his career at United Parcel Service, Inc., the world's largest package distribution company and a global leader in supply chain solutions. Most recently he was Senior Vice President and Director of US operations and global security with responsibility for all US operations and 360,000 employees.

**Other appointments:** He is a Non-Executive Director of YRC Worldwide Inc., a Fortune 500 company and one of the largest transportation service providers in the world, and also serves on the Board of two not-for-profit organisations in the US.

**Committee membership:** Member of the Remuneration Committee.