

FirstGroup plc

Notice of Annual General Meeting 2021

Monday 13 September 2021 at 9.30am

The Brewery, 52 Chiswell Street, London, EC1Y 4SD

We are intending to hold the AGM this year as a physical meeting as usual. However, we will be closely monitoring the restrictions over public gatherings and the UK Government's safety guidance in light of the coronavirus pandemic. Any changes to the AGM arrangements will be communicated to shareholders before the meeting through our website **www.firstgroupplc.com** and, where appropriate, by RIS announcement. We will also be making arrangements to enable shareholders to listen to a live stream of the proceedings during the AGM. Further details on these arrangements are set out in the explanatory notes.

A Form of Proxy is enclosed with this Notice of AGM and instructions for its completion and return by post or online are shown on the form. You can also vote online by logging on to your portfolio at **www.shareview.co.uk** or **www.sharevote.co.uk**. Shareholders are strongly encouraged to return their Form of Proxy completed in favour of the Chairman of the meeting or vote online in advance of the AGM.

Shareholders who wish to ask a question of the Board relating to the business of the AGM are encouraged to do so by submitting questions in advance of the AGM by email to **companysecretariat@firstgroup.com**. You can also ask questions via **<https://web.lumiagm.com>** (see Appendix 3). We will consider all questions received and, to the extent practicable, answers will also be published on our website.

This document and the accompanying Form of Proxy are important and require 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 personal financial advice immediately from an independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all of your ordinary shares in FirstGroup plc, you should send this document together with the Form of Proxy at once 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. If you sell or have sold part only of your holding of ordinary shares in FirstGroup plc, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the twenty-sixth Annual General Meeting ('AGM') of FirstGroup plc will be held at The Brewery, 52 Chiswell Street, London EC1Y 4SD on Monday 13 September 2021 at 9.30am to consider and, if thought fit, pass the following resolutions of which resolutions 1 to 14 (inclusive), 18 and 19 will be proposed as ordinary resolutions and resolutions 15 to 17 (inclusive) and 20 will be proposed as special resolutions.

The Board considers that all of the resolutions are in the best interests of the Company and its shareholders as a whole and unanimously recommends shareholders to vote in favour of the resolutions as they intend to do in respect of their own beneficial holdings.

- 1 To receive the reports of the Directors and auditors and the audited financial statements of the Company for the year ended 27 March 2021.
- 2 To approve the Directors' Remuneration Policy set out on pages 133 to 141 (inclusive) in the Annual Report and Financial Statements for the year ended 27 March 2021.
- 3 To approve the Directors' Annual Report on Remuneration for the year ended 27 March 2021 set out on pages 108 to 131 (inclusive).
- 4 To re-elect Warwick Brady as a Director.
- 5 To re-elect Sally Cabrini as a Director.
- 6 To elect Anthony Green as a Director.
- 7 To elect Jane Lodge as a Director.
- 8 To elect Peter Lynas as a Director.
- 9 To re-elect Ryan Mangold as a Director.
- 10 To re-elect David Martin as a Director.
- 11 To re-elect Julia Steyn as a Director.
- 12 To appoint PricewaterhouseCoopers LLP as auditors of the Company until the conclusion of the next general meeting at which accounts are laid.
- 13 To authorise the Directors to determine the remuneration of the 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 an aggregate nominal amount of £20,374,465 (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) (the '2006 Act') up to an aggregate nominal amount of £40,748,929 (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 AGM of the Company in 2022 (or, if earlier, on 12 December 2022) (unless previously revoked or varied by the Company in a 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.

- 15 That if Resolution 14 is passed, the Board be given power to allot equity securities (as defined in the 2006 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 2006 Act did not apply to 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 law of, any territory or any other matter; and
- (B) in the case of 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 £3,056,170,

such power to apply until the end of the next AGM of the Company in 2022 (or, if earlier, on 12 December 2022) (unless previously revoked or varied by the Company in a 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 arrangement as if the power had not ended.

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

- (A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £3,056,170; and
- (B) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such power to apply until the end of the next AGM of the Company in 2022 (or, if earlier, on 12 December 2022) (unless previously revoked or varied by the Company in a 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 arrangement as if the power had not ended.

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

- (A) to a maximum aggregate number of 122,246,788 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 as derived from the London Stock Exchange Daily Official List 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 purchase 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 AGM of the Company in 2022 (or, if earlier, on 12 December 2022) (unless previously revoked or varied by the Company in a 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.

- 18** That in accordance with sections 366 and 367 of the 2006 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 AGM of the Company in 2022 or, if earlier, on 12 December 2022 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 2006 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 2006 Act are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval.

- 19** That the rules of the FirstGroup Share Incentive Plan 2021 (the 'SIP'), in the form produced to this meeting and for the purposes of identification initialled by the Chairman (a summary of which is set out in Appendix 2 to this Notice) be approved and the Board be authorised to do all such acts and things necessary or desirable to establish the SIP including adopt further plans based on the SIP, but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans shall be treated as counting against any limits on individual or overall participation in the SIP.

- 20** That a general meeting other than an AGM may be called on not less than 14 clear days' notice.

By order of the Board

David Isenegger

General Counsel and Company Secretary
5 August 2021

Registered office:
395 King Street, Aberdeen AB24 5RP
Registered in Scotland No. SC157176

Explanatory notes to the business of the meeting

Resolution 1

Annual Report and Financial Statements

The Board asks that shareholders receive the reports of the Directors and auditors and the audited financial statements of the Company for the year ended 27 March 2021.

Resolution 2

Directors' Remuneration Policy

Shareholders are requested to approve the Directors' Remuneration Policy set out on pages 133 to 141 of the Directors' Remuneration Report contained within the 2021 Annual Report and Financial Statements. Details of the changes to the Directors' Remuneration Policy compared to the existing Directors' Remuneration Policy approved by shareholders at the AGM on 17 July 2018 are set out on page 132 of the Directors' Remuneration Report contained within the 2021 Annual Report and Financial Statements. The Directors' Remuneration Policy will apply to all remuneration payments made for a period of three years effective from 13 September 2021. If the Directors' Remuneration Policy is not approved by shareholders for any reason, the Company will continue to make payments to Directors in accordance with its existing Directors' Remuneration Policy and will seek shareholder approval for a revised policy as soon as practicable.

Resolution 3

Directors' Annual Report on Remuneration

Resolution 3 seeks shareholder approval of the Directors' Annual Report on Remuneration (including the Statement by the Chair of the Remuneration Committee) which can be found on pages 112 to 131 (inclusive) and 108 to 111 (inclusive) of the 2021 Annual Report and Financial Statements. The Directors' Annual Report on Remuneration gives details of the implementation of the Company's existing Remuneration Policy approved by shareholders at the 2018 AGM, which is available at www.firstgroupplc.com/investors. The vote on Resolution 3 is advisory in nature.

Resolutions 4 to 11

Election and re-election of Directors

The Company's Articles of Association require any Director newly appointed by the Board to retire at the first AGM following their appointment. Anthony Green joined the Board on 15 September 2020 and will be seeking election as a Director at the AGM (Resolution 6). Jane Lodge and Peter Lynas joined the Board on 30 June 2021 and both will be seeking election as Directors at the AGM (Resolutions 7 and 8 respectively). The Nomination Committee believes that Jane and Peter are independent in character and judgement and that there are no relationships or circumstances likely to affect their independence or judgement. Anthony Green, as Group Employee Director, is not regarded as independent. The Board recommends the election of Anthony, Jane and Peter as Directors of the Company and looks forward to benefitting from their skills and experience.

In accordance with the recommendations contained in the UK Corporate Governance Code (the 'Code'), all of our other Directors are standing for re-election at the AGM (Resolutions 4, 5, 9, 10 and 11).

The Board believes that each Director standing for re-election continues to bring considerable and wide-ranging skills and experience to the Board as a whole.

All Directors proposed for election and re-election are subject to an annual performance review and the Board confirms that they all make an effective and valuable contribution to the deliberations of the Board and demonstrate commitment to their roles.

Subsequent to the approval of the 2021 Annual Report and Financial Statements on 27 July 2021 and, as announced by the Company on 5 August 2021, Steve Gunning and Martha Poulter have informed the Board of their intention to step down as Non-Executive Directors of the Company at the conclusion of the AGM. Accordingly, Steve Gunning and Martha Poulter are not seeking re-election at the AGM.

Biographical details of our Directors standing for election or re-election are set out in Appendix 1 and on pages 76 to 79 of the 2021 Annual Report and Financial Statements.

Resolutions 12 and 13

Re-appointment and remuneration of Auditor

The Company is required at each general meeting at which accounts are presented to shareholders to appoint auditors to hold office until the next such meeting. Resolution 12, which has been recommended to the Board by the Audit Committee, seeks the re-appointment of PricewaterhouseCoopers LLP as the Company's external auditor.

It is normal practice for the Directors to be authorised to determine the level of the auditor's remuneration for the ensuing year and Resolution 13 proposes to give such authority, which the Board will delegate to the Audit Committee.

Resolution 14

Authority to allot shares

The purpose of this Resolution 14 is to renew the Directors' powers to allot shares in the Company. The resolution authorises the Directors to:

- (a) allot ordinary shares or grant rights to subscribe for, or convert any securities into ordinary shares up to an aggregate nominal amount equal to £20,374,465 (representing 407,489,294 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 27 July 2021 (being the latest practicable date prior to the publication of the Notice of Meeting); and
- (b) 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 £40,748,929 (representing 814,978,589 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 27 July 2021 (being the latest practicable date prior to publication of the Notice of Meeting).

The authorities sought under this resolution will expire on the earlier of 12 December 2022 and the conclusion of the AGM of the Company held in 2022 (unless otherwise varied, revoked or renewed).

The Directors have no present intention to exercise the authorities sought under this resolution or allot shares other than pursuant to employee share plans. However, the Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place in appropriate circumstances.

The Directors intend to take note of relevant corporate governance guidelines in the use of such powers in the event that such authority is exercised.

In the event that the authority given under (b) is exercised, the Company expects each Director to stand for re-election at the next AGM, as would in any case normally occur in accordance with the recommendations contained in the Code.

As at 27 July 2021 (being the latest practicable date prior to the publication of the Notice of Meeting), the Company held 157,229 ordinary shares in treasury representing approximately 0.01% of the Company's issued ordinary share capital (excluding treasury shares).

Resolutions 15 and 16

Disapplication of pre-emption rights

These two resolutions, which will both be proposed as special resolutions, would, if passed, give the Directors the authority to allot ordinary shares (or sell any ordinary shares which the Company holds in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would be limited to:

- (a) 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; and/or
- (b) otherwise up to an aggregate nominal amount of £3,056,170 (representing 61,123,394 ordinary shares of 5 pence each which is approximately 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 27 July 2021 (being the latest practicable date prior to the publication of the Notice of Meeting)); and
- (c) in connection with the financing or refinancing of an acquisition or specified capital investment up to a nominal amount of £3,056,170 (representing 61,123,394 ordinary shares of 5 pence each which is approximately 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 27 July 2021 (being the latest practicable date prior to the publication of the Notice of Meeting)).

The Directors confirm their intention to adhere to the provisions of the Pre-Emption Group's ('PEG') revised Statement of Principles. Accordingly, the Directors confirm their intention only to allot shares representing more than 5% of the issued ordinary share capital of the Company (excluding treasury shares) for cash in accordance with their authority under Resolution 14 where that allotment is in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is referred to in the announcement of the issue. Whether a transaction is an acquisition or other capital investment will be determined by the Board of the Company in accordance with the most recent Statement of Principles published by the PEG.

In 2016, the PEG recommended the authority to disapply pre-emption rights in connection with an acquisition or specified capital investment be sought in a separate resolution. Accordingly, two separate disapplication resolutions are put forward.

The Board also confirms its intention not to allot shares for cash on a non pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5% of the issued ordinary share capital of the Company (excluding treasury shares) within a rolling three-year period without prior consultation with shareholders, except in connection with an acquisition or specified capital investment as referred to above.

The Board considers the authority in these two resolutions to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emptive provisions. The Board has no present intention to make use of this authority.

This authority will expire on the earlier of 12 December 2022 and the conclusion of the AGM of the Company held in 2022 (unless otherwise varied, revoked or renewed).

Resolution 17

Authority to make purchases of own shares

Resolution 17, which will be proposed as a special resolution, seeks to renew the authority granted at last year's AGM and gives the Company authority to buy back its own ordinary shares in the market as permitted by the 2006 Act. The authority limits the number of shares that could be purchased to a maximum of 122,246,788 ordinary shares (representing approximately 10% of the issued ordinary share capital (excluding treasury shares)) of the Company as at 27 July 2021 (being the latest practicable date prior to the publication of the Notice of Meeting). This authority will expire on the earlier of 12 December 2022 and the conclusion of the AGM of the Company held in 2022 (unless otherwise varied, revoked or renewed). No ordinary shares have been repurchased by the Company during the year pursuant to the authority granted at the Company's last AGM in 2020.

As announced, the Company proposes to undertake a return of value to shareholders of £500m in the Autumn of 2021. The distribution mechanism will be confirmed in due course following consultation with shareholders. Save potentially in the context of such return of value, the Directors do not currently expect to exercise the authority to make market purchases provided by Resolution 17, if passed. 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 either be held as treasury shares or cancelled by the Company and the number of ordinary shares reduced accordingly, depending on which course of action is considered by the Directors to be in the best interest of shareholders at that time. Shares held in treasury may be cancelled, sold for cash or used for the purposes of employee share plans. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings, in respect of those shares.

Furthermore, no dividend or other distribution of the Company's assets may be made to the Company in respect of the shares held in treasury.

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 purchase bid on the trading venues where the purchase is carried out.

The Company has options and awards under the FirstGroup 2016 Sharesave Plan, FirstGroup Share Incentive Plan 2011 and the FirstGroup Long Term Incentive Plan outstanding over 44,568,085 ordinary shares, representing 3.65% of the Company's issued ordinary share capital (excluding treasury shares) as at 27 July 2021 (being the latest practicable date prior to the publication of the Notice of Meeting). If the authority now being sought by Resolution 17, and the authority granted by shareholders at the Company's last AGM, were to be used in full, the total number of options and awards outstanding would represent 4.56% of the Company's issued ordinary share capital (excluding treasury shares) at that date. As at 27 July 2021 (being the latest practicable date prior to the publication of the Notice of Meeting), the Company held 157,229 ordinary shares in treasury representing 0.01% of the issued ordinary share capital and there are no warrants outstanding.

Resolution 18 **Authority to make political donations and political expenditure in the European Union (EU)**

Resolution 18 seeks to renew the authority granted at last year's AGM for the Company and its subsidiaries to make political donations to political parties or independent election candidates, to other political organisations, or to incur political expenditure.

It is not the policy of the Company to make donations to EU political organisations or to incur other political expenditure and the Directors have no intention of changing that policy. However, as a result of the broad definition used in the 2006 Act of matters constituting political donations, 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 2006 Act.

Under the 2006 Act, this authority may be for a period of up to four years. However, in line with corporate governance best practice, the Company seeks to renew the authority on an annual basis.

Resolution 19 **Adoption of the FirstGroup Share Incentive Plan**

The Company is seeking shareholder approval for a renewal of its Share Incentive Plan (the "SIP"), which was originally approved by the Company's shareholders at the AGM on 15 July 2011. The SIP is an "all employee" plan, drafted in line with HMRC rules and guidance, to allow all eligible Group employees to acquire shares in the Company, thereby aligning the interests of the workforce with shareholders. As a result of the SIP benefitting from HMRC approval, SIP participants receive certain exemptions from income tax and national insurance on their SIP shares, provided that they are held in the SIP for at least three years, thereby encouraging ongoing share ownership of shares by employees.

A copy of the draft rules of the SIP is available for inspection during normal business hours (Saturdays, Sundays and public holidays excepted) at the offices of Slaughter and May, One Bunhill Row, London, EC1Y 8YY up until the close of the AGM. A copy can be requested from **companysecretariat@firstgroup.com** up until the conclusion of the AGM.

Resolution 20 **Notice of general meetings**

The Directors wish to retain the flexibility and benefit from the ability to call general meetings on 14 clear days' notice and Resolution 20, which is proposed as a special resolution, seeks to renew the authority granted by shareholders at last year's AGM. Such approval will not affect AGMs, which will continue to be held on at least 21 clear days' notice.

In the event that this authority is to be exercised, the Directors will ensure that it is not used as a matter of routine, 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 Company undertakes to meet the requirements for a means of electronic voting to be made available to all shareholders before calling a meeting on 14 clear days' notice. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

Notes to the Notice of Annual General Meeting

Form of Proxy

- 1 A Form of Proxy for use by shareholders is enclosed with this Notice of Meeting. In the case of joint holders, any one holder may vote. If more than one holder is present at the AGM, only the vote of the senior will be accepted, seniority being determined by the order in which names appear on the Register of Members.
- 2 A shareholder is entitled to appoint another person as their proxy to exercise all or any of their rights to attend, speak and vote at the AGM. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. If a shareholder does not specify how they want the proxy to vote on any particular resolution, the proxy may vote or abstain as they see fit. A proxy may also vote or abstain as they see fit on any other business which properly comes before the AGM.
- 3 At the date of this notice we intend to hold the AGM this year as a physical meeting as usual. However, we will be closely monitoring restrictions over public gatherings and the UK Government's safety guidance in light of the coronavirus pandemic. Any changes to the AGM arrangements will be communicated to shareholders before the meeting through our website www.firstgroupplc.com and, where appropriate, by RIS announcement. Shareholders are strongly encouraged to complete and return the Form of Proxy appointing the Chairman of the meeting as their proxy or vote online in advance of the AGM in order to ensure their votes are counted. Completion and return of such a Form of Proxy will not prevent a shareholder from attending the AGM and voting in person where they are otherwise permitted to do so. Such a vote in person at the AGM will replace any vote previously lodged.

Return date for proxies

- 4 To be effective, the return of a duly completed postal Form of Proxy (or by electronic means), together with any power of attorney or other authority under which the Form of Proxy is signed (or a notorially certified copy of such authority), must be received by the Company's Registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 9.30am UK time on 9 September 2021 (or, in the event of any adjournment, so as to arrive no later than 48 hours, excluding non-working days, before the time appointed for the adjourned AGM). Persons voting under a power of attorney must do so using the hard copy Form of Proxy.

Electronic proxy appointments

- 5 Shareholders may, if they so wish, register the appointment of a proxy or proxies electronically by any of the following methods:
 - (A) By logging onto the website of the Company's Registrar, Equiniti, www.sharevote.co.uk, where details of the procedures are given. Shareholders will need their Voting ID, Task ID and Shareholder Reference Number, all of which are printed on the Form of Proxy.

Alternatively, if shareholders have already registered with the Company's Registrar's online portfolio service, Shareview, they can submit their proxy electronically by logging onto their portfolio at www.shareview.co.uk using their user ID and password. Once logged in, click 'View' on the 'My Investments' page, click on the link to vote and then follow the instructions on the screen.

A Form of Proxy lodged electronically will be invalid unless it is lodged at the address specified on Equiniti's websites detailed above.
 - (B) If you are a member of CREST, by using the CREST electronic appointment service.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment(s) thereof) by using the procedures described in the CREST Manual which can be viewed at www.euroclear.com. 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.

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 instructions, as described in the CREST Manual. 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 9.30am on 9 September 2021. 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.

CREST members (and, where applicable, their CREST sponsors or voting service provider(s)) 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(s), 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 service provider(s)) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

Publication of audit concerns

- 6** Under section 527 of the 2006 Act, shareholders that meet 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 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 each case, that shareholders propose to raise at the AGM. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 (requirements as to website availability) 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 no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the 2006 Act to publish on a website.

Attendance and voting

- 7** Entitlement to vote at the AGM and the number of votes which may be cast at the AGM will be determined by reference to the Register of Members of the Company at 6.30pm UK time on 9 September 2021 (or, in the event of any adjournment, at 6.30pm UK time on the date which is two business days prior to the adjourned AGM). In each case, changes to the Register of Members after such time will be disregarded.
- 8** Voting at the AGM will be by way of a poll. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. Also see note 3 above.
- 9** Shareholders will be able to remotely follow the AGM and submit questions via <https://web.lumiagm.com>, which can be accessed using a web browser, on a PC, smartphone device or tablet. See Appendix 3 for joining instructions. If you are unable to access your SRN and PIN, please contact Equiniti by calling the numbers provided below.

Right to ask questions

- 10** Any shareholder entitled to attend the AGM has the right to ask questions. Shareholders are encouraged to submit questions relating to the business of the AGM in advance of the AGM by email to companysecretariat@firstgroup.com. You can also ask questions relating to the business of the AGM via <https://web.lumiagm.com>.

The Company must cause to be answered any such question relating to the business being dealt with at the AGM, but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM 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 AGM that the question be answered.

- 11** Shareholders who have general queries about the AGM should use the following means of communication (no other communication will be accepted): calling the shareholder helpline on telephone number 0371 384 2046 or from overseas on telephone number +44 (0)121 415 7050. Telephone lines are open from 9.00am to 5.00pm, Monday to Friday. Shareholders may not use any electronic address provided either in this Notice of Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated in those documents.

Security and safety

- 12** Security and safety measures will be in place to ensure your safety at the AGM. All those present at the AGM are asked to facilitate the orderly conduct of the meeting and the health and safety of those attending it, and the Company reserves the right, if orderly conduct or attendees' health or safety is threatened by a person's behaviour, to refuse entry to that person or to require that person to leave. All hand baggage may be subject to examination prior to entry to the AGM. Mobile phones may not be used in the AGM and cameras, video recorders, laptop computers and similar equipment may not be taken into the AGM. Anyone attempting to take photos, or to record or film proceedings, may be asked to leave. Attendance at the AGM may also be subject to compliance with all relevant UK Government public health guidance relating to the holding of public gatherings at the relevant time.

Indirect investors and nominated persons

- 13** Any person to whom this Notice of Meeting is sent who is a person nominated under section 146 of the 2006 Act to enjoy information rights ('Nominated Person') may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM.

If a Nominated Person has not been appointed as a proxy for the AGM or does not wish to exercise their right, they may under any such agreement have a right to give instructions to the shareholder as to the exercise of voting rights.

- 14** The right to appoint a proxy for the AGM referred to in explanatory note 2 can only be exercised by shareholders of the Company and not by a Nominated Person.

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.

Documents available for inspection

- 16** The following documents will be available for inspection during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) at the offices of Slaughter and May, One Bunhill Row, London, EC1Y 8YY and will also be available for inspection at the place of the AGM from 15 minutes before the AGM until its conclusion: (i) copies of the Executive Directors' service agreements; (ii) copies of the Non-Executive Directors' letters of appointment; and (iii) a copy of the SIP Rules.

Website

- 17** A copy of this Notice of Meeting, and other information required by section 311A of the 2006 Act, can be found at www.firstgroupplc.com.
- 18** We will ensure that to the extent practicable answers to the questions submitted in advance by email to companysecretariat@firstgroup.com are published on our website at www.firstgroupplc.com.

Voting Results

- 19** The results of the voting at the AGM will be announced through a RIS and will appear on our website at www.firstgroupplc.com as soon as reasonably practicable.

Issued Share Capital and Total Voting Rights

- 20** As at 27 July 2021 (being the latest practicable date prior to the publication of this Notice of Meeting), the Company's issued share capital consists of 1,222,625,113 ordinary shares.

The Company currently holds 157,229 of its ordinary shares in treasury. Therefore, the total number of voting rights in the Company as at 27 July 2021 (being the latest practicable date prior to the publication of this Notice of Meeting) is 1,222,467,884.

Additional information

- 21** Shareholders have the right to request the Company to: (i) circulate, to those entitled to receive this notice, additional resolutions to be voted on at the AGM and (ii) include other matters in the business to be dealt with at the AGM, if the shareholders meet the requirements set out in sections 338 and 338A of the 2006 Act. The Company may refuse to circulate a proposed resolution, or to include an additional matter of business, if it is defamatory, frivolous or vexatious or, in the case of a resolution, if it would be ineffective for any reason (for example, it is inconsistent with law or the Company's constitution). A request may be in electronic or paper form. It must state the proposed resolution or the additional matter of business, be authorised by the shareholders making it and be received by the Company no later than 2 August 2021, being the date six clear weeks before the meeting. A request for a matter to be included in the business of the meeting must also be accompanied by a statement setting out the grounds for the request.

Privacy

- 22** Personal data provided by shareholders at or in relation to the AGM (including names, contact details, votes and Shareholder Reference Numbers), will be processed in line with the Company's privacy policy which is available on our website at www.firstgroupplc.com.

Appendix 1

Directors' biographies

David Martin ^{(N) (M)} Chairman

Appointed: 15 August 2019

Key areas of expertise: Transportation, Business Turnaround, Performance Improvement, Contracting, M&A

Skills and experience: David is the former Chief Executive of Arriva, which he joined in 1998 as board member responsible for international development before taking over the leadership of the company in 2006. During his tenure, Arriva was transformed into a multinational transport services group through a number of key strategic mergers and acquisitions. In September 2010 the company was purchased by Deutsche Bahn, one of the world's leading passenger transport and logistics companies. David remained as Chief Executive throughout this period, before stepping down in January 2016. He remained on the Arriva Board advising on a range of issues until May 2017. He was formerly a Non-Executive Director at Ladbrokes plc and previously held roles at British Bus plc, where he was responsible for development of strategy and M&A, at shipping company Holyhead Group and at business services group Initial Services PLC. David is a chartered management accountant.

External appointments: Senior Independent Director at Biffa plc; member of the advisory board at Nottingham Business School; member of the steering committee at Nottingham Trent University.

Nationality: British

Ryan Mangold ^{(X) (S) (M)} Chief Financial Officer

Appointed: 31 May 2019

Key areas of expertise: Corporate finance/M&A, Business Turnaround, Pensions, Governance

Skills and experience: Ryan was appointed as CFO in May 2019, having previously been Group Finance Director of Taylor Wimpey Plc for eight years. Ryan has a strong track record of building financial discipline in the organisations he has worked at. During his time at Taylor Wimpey, Ryan played a leading and integral role in strengthening the balance sheet, driving operational improvements, rebuilding the business post the financial crisis (to become a constituent of the FTSE 100), the sale of the North American business and the improvement of its pensions position. Ryan was previously at the Anglo American group of companies, where he was Group Financial Controller at Mondi and played a significant role in its demerger from Anglo American in 2007. Ryan is a chartered accountant and has recent and relevant financial experience.

Nationality: South African/British

Board Committees

^(A) Audit Committee

^(R) Remuneration Committee

^(N) Nomination Committee

^(B) Board Safety Committee

^(S) Executive Safety Committee

^(X) Executive Committee

^(M) M&A Subcommittee

● Chair

Sally Cabrini ^{(R) (B)} Independent Non-Executive Director

Appointed: 24 January 2020

Key areas of expertise: HR, IT, Transformation

Skills and experience: Sally brings valuable experience of a number of sectors including UK regulated utilities, services and manufacturing. She has expertise in delivering significant business transformation programmes often including internal restructuring or divestment, pension changes and both cultural and significant technological changes. As Transformation, IT and People Director at Interserve Group Limited she had a strong focus on effective operational delivery and led a major transformation programme which had significant financial and strategic challenges and prior to that she was a senior executive at FTSE 100 constituent United Utilities for nine years, including four years as Business Services Director with responsibility for information technology, cyber security and human resources in a regulated CNI environment. Sally was also a Non Executive Director of Lookers plc from January 2016 to 2020. Sally is a fellow of the Chartered Institute of Personnel and Development.

External appointments: NED and Chair of the Remuneration Committee of Appreciate Group plc.

Nationality: British

Warwick Brady ^{(A) (N)} Independent Non-Executive Director

Appointed: 24 June 2014

Key areas of expertise: Transportation, Corporate finance/M&A, Business Turnaround, Safety, Governance

Skills and experience: Warwick has a strong track record of delivering restructuring, cost reduction and modernisation programmes, particularly in the transportation sector. His previous roles include Chief Executive of Mandala Airlines in Asia, Deputy Operations Director at Ryanair plc, and Chief Operating Officer at Air Deccan/Kingfisher in India and easyJet plc, during its transformation to become a FTSE 100 business. Warwick also held board positions at Airline Group and NATS, the UK's airspace provider, Deputy CEO of Buzz and was CEO of Esken plc (formerly Stobart Group Ltd) until April 2021.

External appointments: President and CEO of Swissport International AG.

Nationality: South African/British

Julia Steyn ^A ^R ^M

Independent Non-Executive Director

Appointed: 2 May 2019

Key areas of expertise: Transportation, Contracting, Corporate finance/M&A, Governance

Skills and experience: Julia brings extensive knowledge of the US transport industry to the Board. Julia served as Vice President, Urban Mobility and Maven at General Motors (GM). Maven combines all of GM's car- and ride-sharing offerings, including its strategic alliance with Lyft, under a single personal mobility brand. Julia first joined GM in 2012 as Vice President, Corporate Development and Global M&A, to manage GM's partnerships globally while also developing merger and acquisition opportunities. Prior to this, Julia was Vice President and Co-Managing Director for Alcoa's corporate development group, having previously worked in London, Moscow and New York for Goldman Sachs and A.T. Kearney.

External appointments: Chief Executive Officer of BOLT Mobility and independent director of Garrett Motion Inc.

Nationality: American

Anthony Green ^B

Group Employee Director

Appointed: 15 September 2020

Key areas of expertise: Transportation, Employee Engagement, Safety, Learning and Development

Skills and experience: Ant is a bus driver and a trainer for First Bus. He has been the Employee Director of First Essex Buses Ltd since 2014, a company he joined in 2009. In 2015, he was seconded to roll out Be Safe the Group's safety behavioural change programme. Since then Ant has trained more than 1,900 colleagues and coached leaders on the implementation of successful safety techniques. Prior to joining First Essex, he worked at retailer Homebase for 16 years including in several managerial positions, and also volunteered at St John Ambulance.

Nationality: British

Peter Lynas ^A ^R ^N

Senior Independent Non-Executive Director

Appointed: 30 June 2021

Key areas of expertise: Defence and aerospace, Government contracting, Turnaround, Corporate finance/M&A, Pensions, Governance

Skills and experience: Peter was group finance director of BAE Systems plc (and a director of BAE Systems, Inc.) from 2011 until his retirement in 2020, having previously served in increasingly senior financial and M&A roles since joining the company in 1999. Peter's early career was spent at De La Rue Systems, which he joined as a trainee accountant, and then GEC Marconi from 1985 to 1999, where he became finance director of Marconi Electric Systems. In addition to his strong strategic and financial background Peter brings to the Board extensive experience in heavily regulated industries with significant contractual relationships with government.

External appointments: Non-executive director and audit committee chair of SSE plc since 2014.

Nationality: British

Jane Lodge ^A ^R

Independent Non-Executive Director

Appointed: 30 June 2021

Key areas of expertise: Transportation/engineering and infrastructure, Corporate finance/M&A, Governance

Skills and experience: Jane spent her executive career with Deloitte, where she spent more than 25 years advising multinational companies including businesses in transport, leisure, consumer and technology sectors. Since 2012 she has served as a non-executive director and audit committee chair at several UK public companies in a range of sectors. Previous roles include non-executive director of Sirius Minerals plc (2015-2020, when the company was acquired by Anglo American plc), Costain Group plc and of Devro plc (2012-2020). In addition to broad international experience in a range of sectors, Jane brings substantial audit, risk and audit committee expertise to the Board.

External appointments: Non-executive director and audit committee chair of DCC plc and Bakkavor Group plc, and a non-executive director and remuneration committee chair of Glanbia plc.

Nationality: British

Appendix 2

FirstGroup Share Incentive Plan

Summary of the proposed FirstGroup Share Incentive Plan 2021 (the 'SIP')

1. Summary

The SIP is an all-employee share ownership plan established by FirstGroup plc ('FirstGroup') which has been designed to meet HMRC requirements so that FirstGroup shares can be awarded to UK employees under the SIP in a tax-efficient manner.

2. Grant of awards

Under the SIP, eligible employees may be: (a) awarded ordinary fully paid up shares in FirstGroup ('Shares') for free up to a value of £3,600 ('Free Shares') each year; (b) offered the opportunity to buy Shares up to a maximum value of the lesser of £1,800 and 10 per cent of the employee's pre-tax salary each year ('Partnership Shares'); (c) given up to 2 free Shares ('Matching Shares') for each Partnership Share bought; and/or (d) allowed or required to purchase Shares using dividends received on Shares held in the SIP ('Dividend Shares'). The Board may increase these limits in the future should the relevant legislation change the maximum levels of participation referred to above.

3. Trust

The SIP operates through a UK resident trust (the 'Trust'). The trustee of the Trust acquires the Shares that are awarded to or purchased on behalf of participants in the SIP. A participant will be the beneficial owner of any Shares held on their behalf by the trustee of the Trust.

4. Eligibility

Each time that the Board decides to make an award under the SIP, all UK resident tax-paying employees of FirstGroup and its subsidiaries participating in the SIP must be offered the opportunity to participate. Other employees of FirstGroup and its subsidiaries may be permitted to participate at the Board's discretion. Employees who are invited to participate must have completed a minimum qualifying period of employment (as determined by the Board in line with the relevant legislation) before they can participate.

5. Free Shares

There will be a holding period of between three and five years (or such other period as may be permitted by the relevant legislation from time to time) during which the participant cannot withdraw the Free Shares from the Trust unless the participant ceases to be employed by a member of FirstGroup's corporate group (the 'Group'). The duration of this holding period will be determined by the Board each time Free Shares are awarded. The Board, in its discretion, may provide that the Free Shares will be forfeited if the participant ceases to be employed by the Group other than because of death, injury, disability, redundancy, retirement or the sale of the individual's employing company or business out of the Group (a 'SIP Good Leaver Reason').

6. Partnership Shares

The Board may allow an employee to use pre-tax salary to buy Partnership Shares at their then market value. Once acquired, Partnership Shares may be withdrawn from the SIP by the participant at any time.

7. Matching Shares

The Board may, in its discretion, offer free Matching Shares to an employee who has purchased Partnership Shares. There is a holding period of between three and five years (or such other period as may be permitted by the relevant legislation from time to time) during which the participant cannot withdraw the Matching Shares from the Trust, unless the participant ceases to be employed by the Group. The duration of this holding period will be determined by the Board each time Matching Shares are awarded. The Board, in its discretion, may provide that the Matching Shares will be forfeited if the participant ceases to be employed by the Group other than for a SIP Good Leaver Reason or if the related Partnership Shares are withdrawn from the SIP.

8. Reinvestment of dividends

The Board may allow or require a participant to reinvest the whole or part of any dividends paid on Shares held in the SIP on their behalf. Dividend Shares must be held in the Trust for no less than three years, unless the participant ceases to be employed by the Group.

9. Corporate events

In the event of a general offer being made to FirstGroup shareholders (or a similar takeover event taking place), participants will be able to direct the trustee of the Trust as to how to act in relation to their Shares held in the SIP. In the event of an internal reorganisation, any Shares held by participants may be replaced by equivalent shares in a new holding company.

10. Variation of share capital

Shares acquired on a variation of the share capital of FirstGroup will usually be treated in the same way as the Shares originally acquired or awarded under the SIP in respect of which the rights were conferred and as if they were acquired or awarded at the same time.

11. Rights attaching to Shares

Any Shares issued to the trustee of the Trust will rank equally with other Shares then in issue (except for rights arising by reference to a record time or date prior to the time or date of issue). In the event of a rights issue, participants will be able to direct the trustee of the Trust as to how to act in respect of the Shares held in the SIP on their behalf.

12. Overall limit

The SIP may operate over new issue Shares, treasury shares or Shares purchased in the market. The rules of the SIP provide that, in any ten year rolling period, the number of Shares which may be issued under the SIP and any other employee share plan adopted by FirstGroup may not exceed 10 per cent of the issued ordinary share capital of FirstGroup from time to time.

Shares transferred out of treasury will count towards these limits for so long as this is required under institutional shareholder guidelines. However, awards which are relinquished or lapse will be disregarded for the purposes of these limits.

13. Amending the SIP

The Board may, at any time, amend the terms of the SIP in any respect, although the prior approval of FirstGroup shareholders must be obtained in the case of any amendment to the advantage of eligible employees and/or participants concerning the provisions relating to eligibility, individual or overall limits, the basis for determining the entitlement to, and the terms of, awards, the adjustments that may be made in the event of any variation to the share capital of FirstGroup and/or the rule relating to such prior approval. There are, however, exceptions to this requirement to obtain FirstGroup shareholder approval for any minor changes to benefit the administration of the SIP, to take account of the provisions of any legislation, or to obtain or maintain favourable tax, exchange control or regulatory treatment for any participant or member of the Group.

14. Non-transferability

Any awards granted under the Plan other than Partnership Shares are not transferable other than to the participant's personal representatives in the event of the participant's death.

15. Benefits not pensionable

Benefits received under the SIP are not pensionable, except that pre-tax salary used to purchase Partnership Shares will continue to count towards pensionable salary.

16. Plan life

The Board will on or before the tenth anniversary of the date the SIP is approved by the Company's shareholders resolve whether it is appropriate to seek a further approval of the SIP at the Company's annual general meeting in 2031 before awarding any Free Shares, Partnership Shares, Matching Shares or Dividend Shares after that date.

Appendix 3

Electronic Meeting

For the 2021 AGM, FirstGroup will be enabling shareholders to attend and participate in the meeting electronically, should they wish to do so.

This can be done by accessing the Lumi AGM website, <https://web.lumiagm.com>

Accessing the Lumi AGM Website

Lumi AGM can be accessed online using most well-known internet browsers such as Edge, Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. If you wish to access the AGM using this method, please go to <https://web.lumiagm.com> on the day.

Logging In

On accessing the Lumi AGM website, you will be asked to enter a Meeting ID which is 144-359-932

You will then be prompted to enter your unique SRN and PIN which is the first two and last two digits of your SRN. These can be found printed on your form of proxy. Access to the meeting via the website will be available from 08:30am. on 13th of September 2021; however, please note that your ability to vote will not be enabled until the Chairman formally declares the poll open.

Broadcast

The meeting will be broadcast with presentation slides. Once logged in, and at the commencement of the meeting, you will be able to listen to the proceeding of the meeting on your device, as well as being able to see the slides of the meeting which will include the resolutions to be put forward to the meeting, these slides will progress automatically as the meeting progresses.

Voting

Once the Chairman has formally opened the meeting, they will explain the voting procedure. Voting will be enabled on all resolutions at the start of the formal meeting on the Chairman's instruction. This means shareholders may, at any time while the poll is open, vote electronically on any or all the resolutions in the Notice of Meeting, resolutions will not be put forward separately.

Once the resolutions have been proposed, the list of resolutions will appear along with the voting options available. Select the option that corresponds with how you wish to vote, "FOR", "AGAINST" or "WITHHELD". Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received – There is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice, if you wish to "cancel" your vote, select the "cancel" button. You will be able to do this at any time whilst the poll remains open and before the Chairman announces its closure at the end of the meeting.

Questions

Shareholders attending electronically may ask questions via the website by typing and submitting their question in writing – Select the messaging icon from within the navigation bar and type your question at the bottom of the screen, once finished, press the 'send' icon to the right of the message box to submit your question.

Requirements

An active internet connection is required at all times in order to allow you to cast your vote when the poll opens, submit questions and listen to the audiocast. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

Duly appointed proxies and corporate representatives

Please contact the Company's registrar before 09:30am on 10th of September 2021 on 0371 384 2046 or +44(0) 121 415 7050 if you are calling from outside the UK for your SRN and PIN.

Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England & Wales).

User Guide to Joining the FirstGroup 2021 Annual General Meeting Remotely

Meeting ID: 144-359-932

To login you must have your SRN and PIN

1



Open the Lumi AGM website and you will be prompted to enter the Meeting ID. If a shareholder attempts to login to the website before the meeting is live*, a pop-up dialogue box will appear.

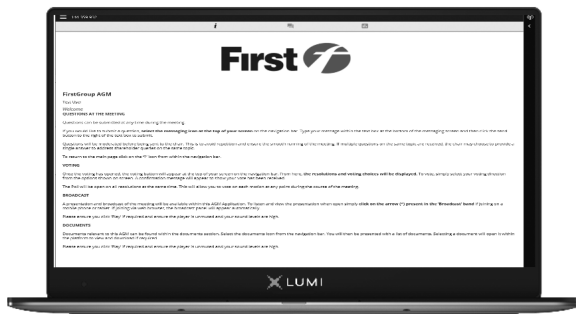
* 8:30am. on 13th of September 2021.

2



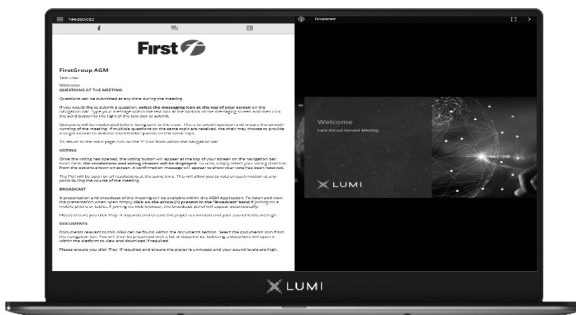
After entering the Meeting ID, you will be prompted to enter your unique SRN and PIN.

3



When successfully authenticated, you will be taken to the Home Screen.

4

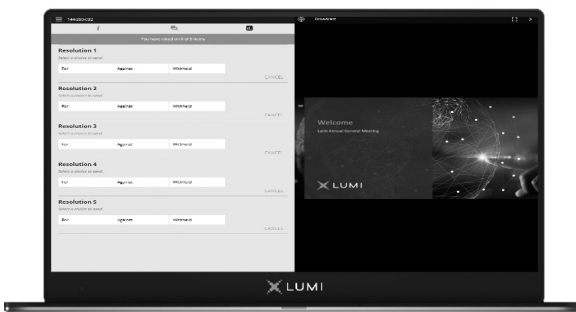


To view the meeting presentation, expand the **"Broadcast Panel"**, located at the bottom of your device. If viewing through a browser, it will appear automatically.

This can be minimised by pressing the same button.



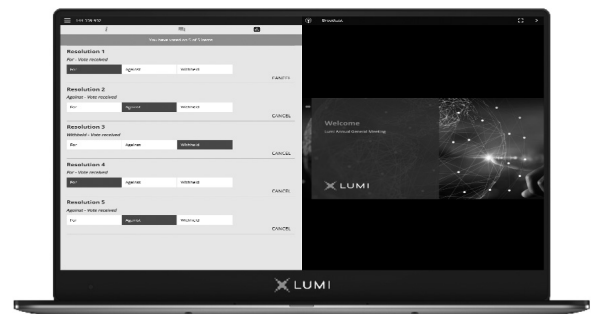
5



When the Chairman declares the poll open, a list of all resolutions and voting choices will appear on your device.

Scroll through the list to view all resolutions.

6

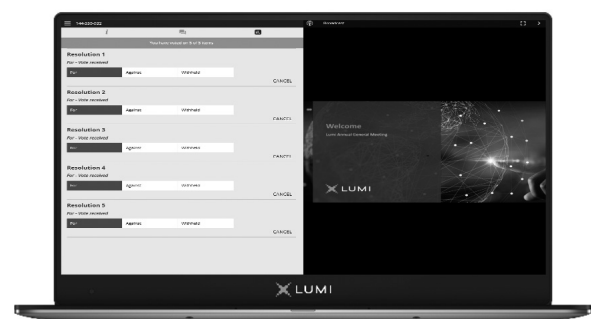


For each resolution, press the choice corresponding with the way in which you wish to vote.

When selected, a confirmation message will appear.

For - Vote received

7

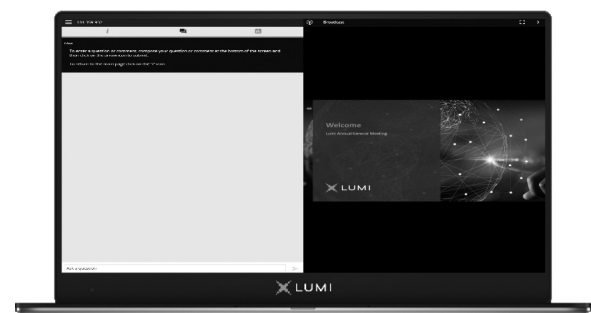


To view the meeting presentation, expand the **"Broadcast Panel"**, located at the bottom of your device. If viewing through a browser, it will appear automatically.

This can be minimised by pressing the same button



8



If you would like to ask a question, select the messaging icon.



Type your message within the chat box at the bottom of the messaging screen.

Click the send button to submit.

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