

Notice of Availability

IMPORTANT – please read carefully

You can now access the Annual Report and Accounts for the 53 weeks ended 30 March 2024 and Notice of AGM at www.firstgroupplc.com.

You can also submit your proxy instructions online at www.shareview.co.uk (please refer to Explanatory Note 5).

The Annual General Meeting of FirstGroup plc to be held at 2.30pm on Friday 26 July 2024 at Queen Elizabeth II Centre, Broad Sanctuary, Westminster, London, SW1P 3EE

If you plan to attend the AGM of FirstGroup plc, please bring this card with you and present it at the registration point on arrival in order to assist admittance procedures.

Shareholder Reference Number

Location map



Form of Proxy

FirstGroup plc – Annual General Meeting

Please refer to the notes on the reverse of the attendance card before completing the form

I/We being (a) shareholder(s) of FirstGroup plc hereby appoint the Chairman of the Annual General Meeting ('AGM') OR the following person

Name of proxy: Number of shares proxy appointed over: Shareholder reference number:

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement (as indicated above) on my/our behalf at the AGM of FirstGroup plc to be held at Queen Elizabeth II Centre, Broad Sanctuary, Westminster, London, SW1P 3EE on Friday 26 July 2024 at 2.30pm, and at any adjournment thereof.

I have indicated with an how I/we wish my/our votes to be cast on the following Resolutions.

If you wish to appoint multiple proxies, please see note 2 overleaf. Please also tick here if you are appointing more than one proxy.

Resolutions

Resolutions 1 to 16 (inclusive) and 20 will be proposed as ordinary resolutions and Resolutions 17 to 19 (inclusive) and 21 will be proposed as special resolutions.

Please mark to indicate how you wish to vote. * These resolutions are proposed as special.

	For	Against	Vote Withheld		For	Against	Vote Withheld
1. To receive the Annual Report and Financial Statements for the 53 weeks ended 30 March 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To re-elect David Martin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To re-elect Graham Sutherland as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Annual Report on Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To appoint PricewaterhouseCoopers LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To declare a final dividend for the 53 weeks ended 30 March 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To authorise the Directors to determine the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Sally Cabrini as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Myrtle Dawes as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise the Directors to disapply pre-emption rights*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Anthony Green as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To disapply pre-emption rights for acquisitions or other capital investments*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Claire Hawkings as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To authorise the Directors to make market purchases of the Company's shares*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Jane Lodge as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. To authorise the Company to make political donations and incur political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Peter Lynas as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21. To authorise the calling of general meetings on 14 days' notice*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Ryan Mangold as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Signature

Date



Explanatory Notes:

1. Every shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the AGM. If you wish to appoint a person other than the Chairman of the AGM, please insert the name of your chosen proxy holder in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy, (an) additional Form(s) of Proxy may be obtained by contacting the Registrar's helpline on telephone number +44 (0) 371 384 2046. Telephone lines are open from 8.30am to 5.30pm, Monday to Friday (excluding public holidays in England and Wales). Alternatively, you may photocopy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the appropriate box if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The AGM will be held as a physical meeting. The shareholders are strongly encouraged to complete and return this Form of Proxy appointing the Chairman of the meeting as their proxy or vote online in advance of the AGM to ensure their votes are counted.
Submitting 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. A vote in person at the AGM will replace any vote previously lodged.
If you wish your proxy to cast your votes 'For' or 'Against' a resolution you may insert an 'x' in the appropriate box. If you do not wish your proxy to vote on any particular resolution, insert an 'x' in the 'Vote Withheld' box. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution. If you do not indicate how your proxy is to vote, you will be deemed to have authorised your proxy to vote or withhold your vote as your proxy thinks fit. Your proxy will also be entitled to vote at their discretion.
4. Entitlement to attend and 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 24 July 2024 or, if the AGM is adjourned, 6.30pm on the date two business days prior to the adjourned AGM (as the case may be). In each case, changes to the Register of Members after such time will be disregarded.
5. You may, if you so wish, register the appointment of a proxy or proxies electronically by any of the following electronic methods:
 - (A) It is possible for you to submit your proxy votes online by going to Equiniti's Shareview website, www.shareview.co.uk, and logging in to your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes.
 - (B) If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 2.30 pm on 24 July 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.
 - (C) By giving an instruction to a proxy (whether previously appointed or otherwise) via the CREST system. CREST messages must be received by the issuer's agent (ID RA19) not later than 2.30pm on 24 July 2024. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
 - (D) Electronic proxy appointments using these methods must be received by the Registrar no later than 2.30pm (UK time) on 24 July 2024 (or, in the event of any adjournment, so as to be received no later than 48 hours, excluding non working days, before the time appointed for the AGM). A Form of Proxy lodged in this way will be invalid unless it is lodged at the address specified on Equiniti's website detailed above.
6. A corporation must execute this Form of Proxy under its common seal or under the hand of an authorised officer or attorney.
7. Voting at the AGM will be by way of a poll using a voting card facilitated by the Registrar.
8. The details overleaf show how your address appears on the Register of Members. If this information is incorrect please phone the Registrar's helpline on telephone number +44 (0) 371 384 2046. Telephone lines are open from 8.30am to 5.30pm, Monday to Friday (excluding public holidays in England and Wales) to request a change of address form.

The completed Form of Proxy and any photocopies, together with the power of attorney or other authority (if any) under which it is signed or a copy of such authority certified notarially, must be completed and returned so as to be received by the Registrar, Equiniti of Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, to arrive no later than 2.30pm (UK time) on 24 July 2024.

