

Seema Kamboj  
FirstGroup plc  
8th Floor  
The Point  
37 North Wharf Road  
London  
W2 1AF

4 June 2021

Dear Miss Kamboj,

**FirstGroup plc, General Meeting 27 May 2021**  
Independent Assessors Report (as defined by the Companies Act 2006)

Civica Election Services Limited (CES) was appointed by FirstGroup plc on 2 June 2021 to write an independent report on the poll taken at their General Meeting on 27 May 2021. To fulfil this role, CES was appointed as an independent assessor, as defined in the Companies Act 2006.

**The Report**

CES can confirm that:

- The procedures adopted in connection with the poll at the General Meeting were adequate.
- The votes cast (including proxy votes) were fairly and accurately reported.
- The validity of members' appointments of proxies were fairly assessed.
- The notice of meeting complied with Section 325 (of the Companies Act 2006) and that the notice of meeting contained a statement of rights to appoint a proxy.
- Section 326 (company-sponsored invitations to appoint proxies) was complied with in relation to the meeting.

Yours sincerely



Sa'ad Rajpoot  
**Project Manager**

## **Background Analysis**

The following steps helped CES in forming the opinions stated in the Independent Assessors' report:

- Receipt of copies of correspondence sent out to Shareholders at the start of the voting period.
- Communication with Equiniti (the Registrars) and receipt of the full list of voters, holdings, vote instructions and confirmation of the final vote outcome.
- Observation of the recorded General Meeting – 27 May 2021

## **Reviewing the Notice of Meeting**

The notice of meeting complied with both sections 325 and 326 of the Companies Act 2006.

## **Liaison with Equiniti (for vote audit purposes)**

CES undertook vote sampling that included the following:

- The top 23 (in terms of issued share capital) Voters
- A random selection of 10 other large (nominee) Voters
- A random selection of 10 other comparatively small Voters

CES also carried out its own calculation in terms of aggregating all votes received and compared these statistics with the final pre-meeting figures generated by Equiniti. For all checks CES undertook, CES found no discrepancies with the figures produced by Equiniti and can confirm that votes cast by proxy were fairly and accurately recorded and counted.

## **Observation of the recorded General Meeting – 27 May 2021**

CES staff did not attend the General meeting but were provided with a recording of the meeting and have prepared the assessment on that basis.