

FIRSTGROUP PLC

(registered in Scotland with registered number SC157176)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a **GENERAL MEETING** of FirstGroup plc (the “**Company**”) will be held at Queen Elizabeth II Centre, Broad Sanctuary, Westminster, London, SW1P 3EE at 11:00 am on 18 November 2021 for the purposes of considering and, if thought fit, passing the following resolutions, the first of which will be proposed as a special resolution, the second of which will be proposed as an ordinary resolution, the third of which will be proposed as a special resolution and the fourth of which will be proposed as a special resolution.

Unless otherwise defined herein, capitalised terms used in the following resolutions shall have the meaning ascribed to them in the Company’s circular to shareholders dated 27 October 2021 of which this notice forms part.

Special Resolution

1. THAT, in addition to (i) the authority for the purpose of section 701 of the Companies Act 2006 (the “**Act**”) which was approved by special resolution passed at the annual general meeting of the Company convened for 13 September 2021 (the “**AGM Authority**”); and (ii) any authority pursuant to section 701 of the Act as may be approved under Resolution 4 below in substitution for the AGM Authority, the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of its own ordinary shares of 5 pence each in the capital of the Company (“**ordinary shares**”) pursuant to, for the purposes of, or in connection with a tender offer for ordinary shares on the terms and in accordance with the arrangements set out or referred to in the circular to the Company’s shareholders dated 27 October 2021 (the “**Circular**”) (a copy of which is produced to the meeting and signed for identification purposes by the chairman of the meeting) or otherwise as contemplated by arrangements set out or referred to in the Circular, provided that:

- (A) the maximum number of ordinary shares hereby authorised to be purchased is 476,190,476;
- (B) the minimum price, exclusive of all expenses, which may be paid for an ordinary share is 105 pence;
- (C) the maximum price, exclusive of all expenses, which may be paid for an ordinary share is 105 pence; and
- (D) the authority conferred by this resolution shall expire on 31 March 2022, save that the Company may before the expiry of such authority make a contract to purchase ordinary shares which will or may be executed wholly or partly after such expiry and the Company may make a purchase of such ordinary shares after such expiry pursuant to such contract.

Ordinary Resolution

2. THAT, in connection with any Special Dividend paid or proposed to be paid by the Company, the Company and its directors be authorised to, on one or more than one occasion:

- (A) (i) consolidate each of the ordinary shares from time to time in the capital of the Company into one or more (such number being at the discretion of the directors) ordinary shares in the capital of the Company (such share or shares being “intermediate share(s)”), and (ii) immediately after such

consolidation, divide or sub-divide the intermediate share(s) into new ordinary shares in the capital of the Company of such nominal value as the directors may determine; or

- (B) (i) sub-divide each of the ordinary shares from time to time in the capital of the Company into such number of ordinary shares in the capital of the Company as the directors may determine (such shares being "intermediate shares"), and (ii) immediately after such sub-division, consolidate the intermediate shares into new ordinary shares in the capital of the Company of such nominal value as the directors may determine,

on the basis that:

- (1) the directors shall have discretion to determine the record date and time by reference to which any such consolidation and/or division or sub-division shall take place;
- (2) the directors shall have discretion to make any arrangements which they consider necessary, appropriate or expedient (i) to deal with fractions, rounding or other practical problems or matters which may result from any such consolidation and/or division or sub-division, or (ii) for the purpose of giving effect to any such consolidation and/or division or sub-division; and
- (3) in particular and without prejudice to the general discretion of the directors under paragraph (2) above, where any such consolidation and/or division or sub-division would result in any shareholder being entitled to a fraction of a new ordinary share, such fraction shall, so far as possible, be aggregated with the fractions of a new ordinary share (if any) to which other shareholders of the Company would be similarly so entitled and the directors of the Company be and are hereby authorised to sell (or appoint any other person to sell) to any person all the new ordinary shares representing such fractions in the open market at the price prevailing at the time of sale to any person(s), and to distribute the proceeds of sale (net of expenses) in due proportion among the relevant shareholders who would otherwise be entitled to the fractions so sold, save that (i) any fraction of a penny (or equivalent) which would otherwise be payable shall be rounded up or down in accordance with the usual practice of the Registrar of the Company and (ii) any due proportion of such proceeds that would pursuant to the foregoing fall for distribution to any shareholder which is an amount that is less than £5.00 (net of expenses) shall be retained by the Company and the relevant shareholder shall not be entitled thereto (and in order to implement the provisions of this paragraph, any director (or any person appointed by the directors) shall be and is hereby authorised to execute one or more instrument(s) of transfer in respect of such new ordinary shares on behalf of the relevant shareholder(s) and to do all acts and things the directors consider necessary or desirable to effect the transfer of such new ordinary shares to, or in accordance with the directions of, any buyer of such new ordinary shares).

Special Resolution

3. THAT, subject to the Share Consolidation taking effect, the definition of “nominal amount” or “nominal value” in the articles of association of the Company be amended by substituting the nominal value of the New Ordinary Shares.

Special Resolution

4. THAT, (i) in addition to any authority pursuant to section 701 of the Act as may be approved under Resolution 1 above, but (ii) in substitution for the AGM Authority, the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of its ordinary shares (of any nominal value from time to time) in the capital of the Company, such power to be limited:

- (A) to a maximum aggregate number of 122,296,967 ordinary shares;
- (B) by the condition that the minimum price (exclusive of expenses) which may be paid for each ordinary share is the nominal value of that share and the maximum price which may be paid for an ordinary share is the highest of:
 - (i) an amount equal to 5 per cent. 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 annual general meeting 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.

By order of the Board

David Isenegger

Group General Counsel and Company Secretary
27 October 2021

Registered office

FirstGroup plc

395 King Street,
Aberdeen,
AB24 5RP

Notes to the Notice of General Meeting

1. A Form of Proxy for use by Shareholders is enclosed with this Notice of General Meeting. In the case of joint holders, any one holder may vote. If more than one holder is present at the General Meeting, 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. Shareholders are entitled to appoint another person as their proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the General Meeting. A proxy need not be a Shareholder of the Company. A Shareholder may appoint more than one proxy in relation to the General Meeting 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 General Meeting.
3. At the date of this notice we intend to hold the General Meeting as a physical meeting. Any Shareholders and proxies attending the General Meeting in person will be asked to provide a proof of identity and either (i) a NHS Covid Pass using the NHS app on their mobile phone; or (ii) written evidence of a negative lateral flow test taken within 24 hours of the time of the General Meeting or a PCR test taken within 48 hours of the time of the General Meeting. However, we will be closely monitoring restrictions over public gatherings and the UK Government's safety guidance in light of the COVID-19 pandemic. Any changes to the arrangements for the General Meeting will be communicated to Shareholders before the meeting through our website www.firstgroupplc.com and, where appropriate, by RIS announcement. The Company will also be making arrangements to enable Shareholders to join the General Meeting via the Lumi webportal. Nonetheless, Shareholders are strongly encouraged to complete and return the Form of Proxy appointing the Chairman of the General Meeting as their proxy or vote online in advance of the General Meeting 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 General Meeting and voting in person or electronically via the Lumi webportal where they are otherwise permitted to do so. Such a vote in person at the General Meeting or electronically via the Lumi webportal will replace any vote previously lodged.
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 notarially 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 11:00 a.m. on 16 November 2021 (or, in the event of any adjournment, so as to arrive no later than 48 hours, excluding non-Business Days, before the time appointed for the adjourned General Meeting). Persons voting under a power of attorney must do so using the hard copy Form of Proxy.
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 General Meeting (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 11:00 a.m. on 16 November 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 system 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.

6. Entitlement to vote at the General Meeting and the number of votes which may be cast at the General Meeting will be determined by reference to the Register of Members of the Company as at 6.30 p.m. on 16 November 2021. If the meeting is adjourned, entitlement to vote will be determined by reference to the Register of Members of the Company as at 6.30 p.m. on the date which is two Business Days prior to the adjourned meeting. Changes to the Register of Members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.

7. Voting at the General Meeting will be by way of 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. It also allows the votes of Shareholders who attend and vote at the General Meeting electronically or who have lodged proxies to be taken into account. Also see Note 3 above.

Shareholders may vote in advance of the General Meeting either by registering a proxy vote at www.shareview.co.uk or www.sharevote.co.uk or completing the Form of Proxy sent to them with the Circular and returning it to the Registrar. All Forms of Proxy must be received by the Registrar by no later than 11:00 a.m. on 16 November 2021. Shareholders are strongly encouraged to complete and return the Form of Proxy appointing the Chairman of the meeting as their proxy in order to ensure their votes are counted.

Voting by Shareholders attending the General Meeting electronically is possible via the electronic poll on the Lumi web-portal. This will open once the Chairman of the General Meeting declares the poll open. Further information on the voting process can be found in Appendix 1.

8. Shareholders remotely attending the General Meeting can submit questions via <https://web.lumiagm.com/120-366-730>, which can be accessed using a web browser, on a PC, smartphone device or tablet. See Appendix 1 for joining instructions. If you are unable to access your Shareholder Reference Number ("**SRN**") and PIN, please contact Equiniti by calling the numbers provided below.
9. Any Shareholder entitled to attend the General Meeting has the right to ask questions. Shareholders are encouraged to submit questions relating to the business of the General Meeting in advance of the General Meeting by email to companysecretariat@firstgroup.com. You can also ask questions relating to the business of the General Meeting via <https://web.lumiagm.com/120-366-730>.

The Company must cause to be answered any such question relating to the business being dealt with at the General Meeting, but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.

If you attend the meeting in person, you may be included in the recording of the General Meeting. Please note that this recording is solely for the purpose of creating a transcript of the General Meeting and will not be made publicly available.

10. Shareholders who have general queries about the General Meeting should use the following means of communication (no other communication will be accepted): calling the Shareholder helpline on 0333 207 6537 or +44 333 207 6537 (if calling from outside the UK). Telephone lines are open from 8.30 a.m. to 5.30 p.m. (UK time) Monday to Friday (excluding English and Welsh public holidays). Please note that calls to the Shareholder Helpline numbers may be monitored or recorded. Shareholders may not use any electronic address provided in either this Notice of General Meeting or any related documents (including the Chairman's letter and the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated in those documents.
11. Security and safety measures will be in place to ensure your safety at the General Meeting. All those present at the General Meeting 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 General Meeting. Mobile phones may not be used in the General Meeting and cameras, video recorders, laptop computers and similar equipment may not be taken into the General Meeting. Anyone attempting to take photos, or to record or film proceedings, may be asked to leave. Attendance at the General Meeting in person 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.

12. Any person to whom this Notice of Meeting is sent who is a person nominated under section 146 of the Companies Act 2006 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 General Meeting.

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

The right to appoint a proxy for the General Meeting referred to in Note 2, can only be exercised by Shareholders of the Company and not by a Nominated Person.

13. 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.
14. A copy of this Notice of General Meeting, and other information required by section 311A of the Companies Act 2006, can be found at www.firstgroupplc.com. Neither the content of the Company's website nor any website accessible by hyperlinks to the Company's website is incorporated in, or forms part of, these notes.
15. The results of the voting at the General Meeting will be announced through a RIS and will appear on our website at www.firstgroupplc.com as soon as reasonably practicable.
16. At the close of business on 25 October 2021 (being the latest practicable date prior to the publication of this Notice of General Meeting), the Company had 1,222,969,677 ordinary shares in issue, of which 157,229 ordinary shares were held in treasury. Therefore, the total number of voting rights in the Company was 1,222,812,448. The ordinary shares have a nominal value of 5 pence each. On a poll, each holder of ordinary shares has one vote per share.
17. Personal data provided by Shareholders at or in relation to the General Meeting (including names, contact details, votes and SRNs), will be processed in line with the Company's privacy policy which is available on our website at www.firstgroupplc.com.

Appendix 1

Electronic Meeting

Online Guide



Meeting Access

Shareholders can participate in the General Meeting remotely, via: <https://web.lumiagm.com/120-366-730> This can be accessed online using the latest version of Chrome, Firefox and Safari on your PC, laptop, tablet or smartphone. On accessing the meeting platform, you will be asked 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 Lumi platform will be available an hour prior to the start of the General Meeting.; however, please note that your ability to vote will not be enabled until the Chairman formally declares the poll open.



Broadcast

Once logged in, and at the commencement of the General Meeting, you will be able to follow the proceedings on your device.



Voting

Once the Chairman has formally opened voting, the list of resolutions will automatically appear on your screen. Select the option that corresponds with how you wish to vote. "FOR", "AGAINST" or "WITHHELD".

Once you have selected your vote, 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.

To vote on all resolutions displayed select the "vote all" option at the top of the Screen.

To change your vote, reselect your choice. To cancel your vote, select the "cancel" button. You will be able to do this whilst the poll remains open and before the Chairman announces its closure.



Q&A

To ask questions electronically select the messaging icon from within the navigation bar and type your question at the top of the screen. To submit your question, click on the arrow icon to the right of the text box.



Requirements

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

As well as having the latest internet browser installed, users must ensure their device is up to date with the latest software release.



Duly appointed proxies and corporate representatives

To receive your unique SRN and PIN please contact the Company's registrar Equiniti by emailing: hybrid.help@equiniti.com before 11.00am on 17 November 2021.

Mailboxes are monitored 9.00am to 5.00pm Monday to Friday (excluding public holidays in England & Wales).