

Form of Proxy

General Meeting to be held at 2:00 p.m. on 25 June 2019 at De Vere Grand Connaught Rooms, 61-65 Great Queen Street, Holborn, London, WC2B 5DA.

Notice of availability

IMPORTANT – please read carefully

You can now access the Notice of the General Meeting to be held at 2:00 p.m. on 25 June 2019 and related circular at www.firstgroupplc.com. You can also submit your proxy instructions online at www.sharevote.co.uk or www.shareview.co.uk (please refer to Explanatory Note 5).

To be effective, all proxy appointments must be lodged with the Company's Registrars at:

Equiniti of Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA by Friday 21 June 2019 at 2:00 p.m.

YOUR VOTE COUNTS – PLEASE USE IT

This Form of Proxy is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between (i) different account holders; or (ii) uniquely designated accounts. FirstGroup plc and Equiniti Limited accept no liability for any instruction that does not comply with these conditions.

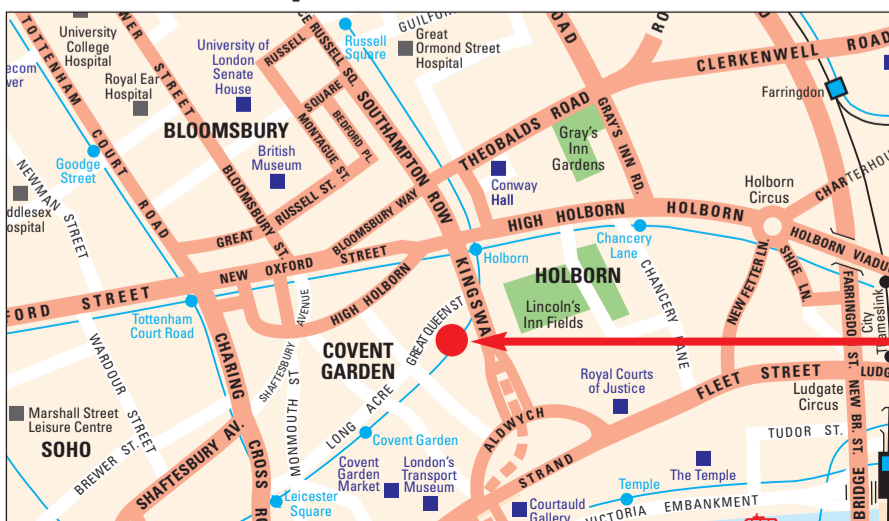
Explanatory Notes:

- 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 General Meeting. If you wish to appoint a person other than the Chairman of the General Meeting, please insert the name of your chosen proxy holder in the space provided (see reverse). 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).
- To appoint more than one proxy, (an) additional Form(s) of Proxy may be obtained by contacting the Registrar's helpline on telephone number 0371 384 2046 or from overseas on telephone number +44 (0)121 415 7050. Telephone lines are open from 8:30 a.m. to 5:30 p.m., Monday to Friday. 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.
- 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 on any other resolution or other matter which is put before the General Meeting.
- Entitlement to attend and 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 at 6:30 p.m. (UK time) on Friday 21 June 2019 or, if the General Meeting is adjourned, 6:30 p.m. on the date two business days prior to the adjourned General Meeting (as the case may be). In each case, changes to the Register of Members after such time will be disregarded.
- You may, if you so wish, register the appointment of a proxy or proxies electronically by any of the following electronic methods:
 - By logging onto www.sharevote.co.uk using your Personal Authentication Reference Number (this is the series of 25 numbers being each of the Voting ID, Task ID and Shareholder Reference Number printed on the reverse). Full details of the procedures are given on the website.
Alternatively, if you have already registered with the Registrar's online portfolio service, Shareview, you can submit your proxy electronically by logging onto your portfolio at www.shareview.co.uk using your user ID and password. Once logged in simply click "View" on the "My Investments" page, click on the link to vote and then follow the instructions on the screen. Electronic proxy appointments using these methods must be received by the Registrar no later than 2:00pm (UK time) on Friday 21 June 2019 (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 General Meeting). 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.
 - 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 2:00 p.m. (UK time) on Friday 21 June 2019. 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.
- A corporation must execute this Form of Proxy under its common seal or under the hand of an authorised officer or attorney.
- Voting at the General Meeting will be by way of a poll using a voting card facilitated by the Registrar.
- 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 0371 384 2046 or from overseas on telephone number +44 (0)121 415 7050. Telephone lines are open from 8:30 a.m. to 5:30 p.m., Monday to Friday to request a change of address form.
- The completion and return of this Form of Proxy will not preclude a member from attending and voting in person.

The Directors unanimously recommend VOTING AGAINST ALL of the Resolutions

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 2:00 p.m. (UK time) on Friday 21 June 2019.

Location map



**De Vere Grand Connaught Rooms
61-65 Great Queen Street,
Holborn,
London WC2B 5DA**

Form of Proxy

Please indicate your vote by marking the appropriate boxes in black ink like this:



Voting ID

Task ID

Shareholder Reference Number

Product ID

Please tick here if this proxy appointment is one of multiple appointments being made.

For the appointment of more than one proxy, please refer to Explanatory Note 2.

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

Name of proxy

Number of shares proxy is appointed over

Please leave these boxes blank if you wish to select the Chairman of the Meeting. Do not enter your own name(s).

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 General Meeting of FirstGroup plc to be held at 2:00 p.m. on 25 June 2019 at De Vere Grand Connaught Rooms, 61-65 Great Queen Street, Holborn, London, WC2B 5DA, and at any adjournment thereof.

Resolutions

Each of the resolutions below will be proposed as ordinary resolutions.

The Directors unanimously recommend VOTING AGAINST ALL of the Resolutions

THE DIRECTORS RECOMMEND VOTING AGAINST ALL OF THE RESOLUTIONS. TO DO THIS PLACE AN 'X' AGAINST ALL RESOLUTIONS IN THE 'AGAINST' COLUMN

THE DIRECTORS RECOMMEND VOTING AGAINST ALL OF THE RESOLUTIONS. TO DO THIS PLACE AN 'X' AGAINST ALL RESOLUTIONS IN THE 'AGAINST' COLUMN

	For	Against	Vote Withheld		For	Against	Vote Withheld
a	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	i	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
c	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	j	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
d	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	k	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
e	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	l	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
f	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	m	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
g	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	n	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
h	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

YOUR VOTE COUNTS – PLEASE USE IT

Intention to Attend

Please indicate if you wish to attend the General Meeting

I/We would like my/our proxy to vote on the resolutions proposed at the General Meeting as indicated on this Form of Proxy. Unless otherwise instructed the proxy may vote as they see fit or abstain in relation to any other matter which is put before the General Meeting.

Signature

Date

In the case of a corporation, this Form of Proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. Director, Secretary).

Attendance Card



for the General Meeting of FirstGroup plc to be held at 2:00 p.m. on 25 June 2019 at De Vere Grand Connaught Rooms, 61-65 Great Queen Street, Holborn, London, WC2B 5DA.

Shareholder Reference Number

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