

Voting ID

Task ID

Shareholder Reference Number

Product ID

1 6 2 3 - 0 7 4 - S

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

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 Chair of the Annual General Meeting ("AGM") 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 AGM. 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 AGM of FirstGroup plc to be held at 8th Floor, The Point, 37 North Wharf Road, London W2 1AF on Tuesday 15 September 2020 at 9.00am, and at any adjournment thereof.

Resolutions

Resolutions 1 to 14 (inclusive) and 18 will be proposed as ordinary resolutions and Resolutions 15 to 17 (inclusive), 19 and 20 will be proposed as special resolutions.

	For	Against	Vote Withheld		For	Against	Vote Withheld
1 To receive the Annual Report and Financial Statements for the year ended 31 March 2020	☐	☐	☐	12 To appoint PricewaterhouseCoopers LLP as auditors	☐	☐	☐
2 To approve the Directors' Annual Report on Remuneration	☐	☐	☐	13 To authorise the Directors to determine the remuneration of the auditors	☐	☐	☐
3 To elect David Martin as a Director	☐	☐	☐	14 To authorise the Directors to allot shares	☐	☐	☐
4 To elect Sally Cabrini as a Director	☐	☐	☐	15 To authorise the Directors to disapply pre-emption rights	☐	☐	☐
5 To re-elect Warwick Brady as a Director	☐	☐	☐	16 To disapply pre-emption rights for acquisitions or other capital investments	☐	☐	☐
6 To re-elect Steve Gunning as a Director	☐	☐	☐	17 To authorise the Directors to make market purchases of the Company's shares	☐	☐	☐
7 To re-elect Matthew Gregory as a Director	☐	☐	☐	18 To authorise the Company to make political donations and incur political expenditure	☐	☐	☐
8 To re-elect Ryan Mangold as a Director	☐	☐	☐	19 To adopt new Articles of Association	☐	☐	☐
9 To re-elect Martha Poulter as a Director	☐	☐	☐	20 To authorise the calling of general meetings on 14 clear days' notice	☐	☐	☐
10 To re-elect David Robbie as a Director	☐	☐	☐				
11 To re-elect Julia Steyn as a Director	☐	☐	☐				

Please do not attend the AGM as you will be refused entry.

I/We would like my/our proxy to vote on the resolutions proposed at the AGM as indicated on this Form of Proxy. Unless otherwise instructed the proxy may vote as they see fit or abstain in relation to any business of the AGM.

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).

+

Shareholder Communications

+

Please do not attend the AGM.
Email your questions to
companysecretariat@firstgroup.com.

Shareholder Communications

The purpose of this form is to ask how you would like to receive shareholder communications in future. Please choose one of the following options:

Shareholder Reference Number

Option 1 (email)

☐

To receive email notifications when shareholder documents are available on our website at [www.firstgroupplc.com](#)

→ Register at [www.shareview.co.uk](#)

Option 2 (website)

☐

To receive written notifications by post when shareholder documents are available on our website at [www.firstgroupplc.com](#)

→ No action required

Option 3 (paper)

☐

To continue to receive paper shareholder documents through the post

→ Tick box and return this form to our Registrar, Equiniti, in the reply paid envelope provided ☐

Please see explanatory notes for further information.

If we do not hear from you by 28 August 2020, you will be deemed to have agreed to receive shareholder documents via our website (Option 2).

Signature

Date

Product ID

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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:

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 Chair 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 0371 384 2046 or from overseas on telephone number +44 (0)121 415 7050. Telephone lines are open from 8.30am to 5.30pm, 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.
3. 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 resolution properly put to the AGM.
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 11 September 2020 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) 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 2.30pm (UK time) on 11 September 2020 (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.
 - (B) 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 6.30pm (UK time) on 11 September 2020. 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.
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 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 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 6.30pm (UK time) on 11 September 2020.