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Form of Proxy for the general meeting to consider the proposed Tender Offer and related matters



Voting ID

Task ID

Shareholder Reference Number

Product ID

1623-0077

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 Chairman of the General Meeting ("GM") 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 GM. 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 GM of FirstGroup plc to be held at Queen Elizabeth II Centre, Broad Sanctuary, Westminster,
London, SW1P 3EE, on 18 November 2021 at 11.00 am, and at any adjournment thereof.

Resolutions

	For	Against	Vote Withheld
Resolution 1 will be proposed as a special resolution.			
1 In addition to the authority granted at the 2021 annual general meeting of the Company and any authority granted under Resolution 4, to authorise the Company to make one or more market purchases of its ordinary shares pursuant to, for the purposes of, or in connection with, the Tender Offer, as more particularly described in the notice of the GM.	☐	☐	☐
Resolution 2 will be proposed as an ordinary resolution.			
2 To authorise the Company and its directors, in connection with any Special Dividend paid or proposed to be paid by the Company, to consolidate or sub-divide the ordinary shares of the Company, as more particularly described in the notice of the GM.	☐	☐	☐
Resolutions 3 and 4 will be proposed as special resolutions.			
3 Subject to any share consolidation taking effect, to amend the definition of "nominal amount" or "nominal value" in the articles of the association of the Company, as more particularly described in the notice of the GM.	☐	☐	☐
4 Subject to the passing of Resolution 1, in addition to any authority granted under Resolution 1, but in substitution for any authority granted at the 2021 annual general meeting, to authorise the Company to make one or more market purchases of its ordinary shares up to approximately ten per cent. of the Company's Issued Ordinary Share Capital as at the latest practicable date, as more particularly described in the notice of the GM."	☐	☐	☐

The Company is intending to hold the GM as a physical meeting. Please indicate below if you intend to attend the GM in person. The Company will continue to monitor restrictions over public gatherings and the UK Government's safety guidance in relation to the Covid-19 pandemic. However, being mindful of our responsibility to ensure the safety of our shareholders and staff and, as a precautionary measure, shareholders and proxies attending the GM in person will be required to show a NHS Covid Pass or other appropriate evidence. Please refer to the notice of GM for further information. It will also be possible for shareholders to attend the GM electronically through the Lumi web-portal. Any changes to the GM arrangements will be communicated to shareholders before the meeting through the Company's website (www.firstgroupplc.com) and, where appropriate, by RIS announcement.

I/We would like my/our proxy to vote on the resolutions proposed at the GM 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 GM.

Intention to Attend
Please indicate if you wish to attend the GM ☐

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).

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Form of Proxy – Attendance Card



for the General Meeting of FirstGroup plc to be held at 11.00 am
on 18 November 2021 at Queen Elizabeth II Centre, Broad Sanctuary, Westminster,
London, SW1P 3EE

Shareholder Reference Number

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

You can also follow the GM remotely. Joining instructions can be found in the Notice of GM (Appendix I). You will need the following details:

Meeting ID: 120-366-730

Shareholder Reference Number (SRN): See above

PIN: First 2 and last 2 digits of your SRN

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 speak and vote on their behalf at the GM (whether at Queen Elizabeth II Centre, Broad Sanctuary, Westminster, London, SW1P 3EE or via the Lumi web-portal). If you wish to appoint a person other than the Chairman of the GM, 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 0333 207 6537 or from overseas on telephone number +44 333 207 6537. Telephone lines are open from 8.30am to 5.30pm, Monday to Friday (excluding UK Bank Holidays). Please note that calls to the Shareholder Helpline may be monitored or recorded. 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. Shareholders are strongly encouraged to complete and return this Form of Proxy appointing the Chairman of the GM as their proxy or vote online in advance of the GM to ensure their votes are counted. Submitting a Form of Proxy will not prevent a shareholder from attending the GM and voting in person where they are otherwise permitted to do so. A vote in person at the GM or electronically via the Lumi web portal 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 the resolution, insert an 'x' in the 'Vote Withheld' box. The 'Vote Withheld' option overleaf is provided to enable you to abstain on the 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 GM.
4. Entitlement to attend and vote at the GM, and the number of votes which may be cast at the GM, will be determined by reference to the Register of Members of the Company at 6.30pm (UK time) on 16 November 2021 or, if the GM is adjourned, 6.30pm on the date two Business Days prior to the adjourned GM (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 11.00am (UK time) on 16 November 2021 (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 GM). 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 11.00am (UK time) on 16 November 2021. 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. In the case of joint holders, where more than one purports to vote (including voting by proxy) in respect of the same share, the only vote which will count is the vote of the person whose name is listed before the other joint holder(s) on the Register of Members of the Company in respect of the shares.
8. Voting at the GM will be by way of a poll using a voting card facilitated by the Registrar at Queen Elizabeth II Centre, Broad Sanctuary, Westminster, London, SW1P 3EE or electronically via the Lumi web-portal. Further details on how to do this can be found in the Notes to the notice of GM.
9. The completion and return of this form will not preclude a shareholder from attending the meeting and voting in person.
10. 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 0333 207 6537 or from overseas on telephone number +44 333 207 6537. Telephone lines are open from 8.30am to 5.30pm, Monday to Friday (excluding UK Bank Holidays) to request a change of address form. Please note that calls to the Shareholder Helpline may be monitored or recorded.
11. Unless otherwise defined in this Form of Proxy, capitalised terms have the meaning given to them in the Circular dated 27 October 2021.

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 11.00am (UK time) on 16 November 2021.