FirstGroup plc

Result of 2025 Annual General Meeting (AGM) – 25 JULY 2025

FirstGroup plc (the 'Company') announces that, at the AGM held earlier today, all resolutions were passed by the Company’s shareholders on a poll. The results of the poll are shown in the table below and will also be available on the Company’s website.

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | **FOR** | | **AGAINST** | | **TOTAL** | **WITHHELD** |
| **Number of Votes** | **% of Vote** | **Number of Votes** | **% of Vote** | **Number of Votes** | **Number of Votes** |
| 1 | To receive the Annual Report and Financial Statements for the 52 weeks ended 29 March 2025 | 407,825,924 | 99.99 | 23,339 | 0.01 | 407,849,263 | 1,088,724 |
| 2 | To approve the Directors’ Annual Report on Remuneration | 401,951,144 | 98.33 | 6,826,622 | 1.67 | 408,777,766 | 160,221 |
| 3 | To declare a final dividend of 4.8 pence per ordinary share for the 52 weeks ended 29 March 2025 | 408,839,003 | 99.99 | 21,444 | 0.01 | 408,860,447 | 77,540 |
| 4 | To re-elect Sally Cabrini as a Director | 395,274,871 | 96.71 | 13,426,206 | 3.29 | 408,701,077 | 233,636 |
| 5 | To re-elect Myrtle Dawes as a Director | 396,433,435 | 97.00 | 12,280,931 | 3.00 | 408,714,366 | 223,621 |
| 6 | To re-elect Claire Hawkings as a Director | 395,272,819 | 96.71 | 13,451,787 | 3.29 | 408,724,606 | 210,107 |
| 7 | To re- elect Jane Lodge as a Director | 393,807,772 | 96.35 | 14,911,637 | 3.65 | 408,719,409 | 215,304 |
| 8 | To re- elect Peter Lynas as a Director | 395,268,634 | 96.71 | 13,442,223 | 3.29 | 408,710,857 | 227,130 |
| 9 | To re-elect Ryan Mangold as a Director | 404,535,422 | 98.98 | 4,183,852 | 1.02 | 408,719,274 | 218,713 |
| 10 | To re-elect Graham Sutherland as a Director | 408,150,028 | 99.86 | 573,655 | 0.14 | 408,723,683 | 214,304 |
| 11 | To elect Lena Wilson as a Director | 406,092,405 | 99.36 | 2,635,198 | 0.64 | 408,727,603 | 210,384 |
| 12 | To appoint PricewaterhouseCoopers LLP as auditors | 408,624,394 | 99.96 | 155,579 | 0.04 | 408,779,973 | 158,014 |
| 13 | To authorise the Directors to determine the remuneration of the auditors | 408,638,695 | 99.97 | 141,932 | 0.03 | 408,780,627 | 154,086 |
| 14 | To authorise the Directors to allot shares | 400,513,252 | 97.97 | 8,297,473 | 2.03 | 408,810,725 | 127,262 |
| 15 | To authorise the Directors to disapply  pre-emption rights | 402,738,042 | 98.55 | 5,930,529 | 1.45 | 408,668,571 | 265,489 |
| 16 | To disapply pre-emption rights for acquisitions or other capital investments | 393,864,704 | 96.37 | 14,842,670 | 3.63 | 408,707,374 | 230,613 |
| 17 | To authorise the Directors to make market  purchases of the Company’s shares | 390,458,865 | 95.75 | 17,342,018 | 4.25 | 407,800,883 | 1,133,830 |
| 18 | To authorise the Company to make political donations and incur political expenditure | 402,319,169 | 98.42 | 6,441,775 | 1.58 | 408,760,944 | 173,116 |
| 19 | To approve the rules of the Sharesave Plan 2025 | 407,853,516 | 99.76 | 976,310 | 0.24 | 408,829,826 | 108,161 |
| 20 | To authorise the calling of general meetings  on 14 clear days’ notice | 398,667,989 | 97.52 | 10,158,416 | 2.48 | 408,826,405 | 111,582 |

Votes 'For' and 'Against' are expressed as a percentage of votes received. A 'Vote withheld' is not a vote in law and is not counted in the calculation of the votes 'For' and 'Against' a resolution. Votes were cast for a total of 408,860,447 ordinary shares of 5 pence per share, representing 71.11% of the total number of votes capable of being cast at the AGM. The Company's issued share capital as at close of business on 25th July 2024 which was the voting record date for the meeting was 750,695,015 ordinary shares and the number of votes per share is one. On 25th July 2025 the Company held 175,795,497 shares in Treasury, which do not carry any voting rights. Resolutions 1 to 14, and 18 to 19 were proposed as Ordinary Resolutions and resolutions 15 to 17 and 20 as Special Resolutions.

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