

FirstGroup plc - Vested Share Account

The FirstGroup plc - Vested Share Account has been set up to help you to continue to hold your shares securely when they are released from a share plan managed by Computershare Plan Managers.

This document is designed to explain how the Vested Share Account works and provide answers to the most commonly asked questions. Please take some time to read this document carefully.

Should you have any questions that are not covered in this document, please use the following contacts:

Email firstgroup@computershare.co.uk
Telephone: +44 (0)344 472 6011
Postal address: Computershare Plan Managers
Bridgwater Road
Bristol
BS99 6AQ

1. What is a Vested Share Account?

A Vested Share Account (“VSA”) is a nominee account managed by Computershare Investor Services PLC into which you can put shares which have matured (i.e. released from SAYE) from the Company share plans. The shares are held by Computershare Investor Services PLC on your behalf.

2. If I put shares into the VSA, does my name appear on the Company’s share register?

No. Shares held in the VSA are registered in the name of Computershare Company Nominees Limited (the “Nominee”) and it is that name which appears on the Company’s share register. Whilst you are not the “registered” holder of the shares, you are the “beneficial” holder of the shares which means you have full beneficial rights over the shares, i.e. you would continue to receive any Dividends and be able to vote at General Meetings of the companies.

3. How are the shares held in the VSA?

The shares are held electronically and share certificates are not produced. (If you do need a share certificate refer to Question 15).

4. How will I know how many shares I hold in the VSA?

You can view your VSA shareholding, along with your other share plan holdings, at any time on the Computershare Employee Share Plan website. To access the website go to www.computershare.co.uk/firstgroup, once logged in, click on the ‘Vested Share Account’ link on the ‘Portfolio’ page (accessed via the ‘My Holdings’ tab).

5. Is there a minimum holding period for VSA shares?

You are free to sell your shares at any time (subject to any restrictions placed on you by the FirstGroup plc Share Dealing Code). There is no minimum or maximum holding period.

6. When can I sell my VSA shares?

You can sell your shares at any time. Please note that if you are automatically covered by the FirstGroup plc Share Dealing Code you will be required to obtain clearance to deal in advance of placing an instruction to sell your VSA shares.

7. How do I sell my VSA shares?

You can only sell your VSA shares via the Computershare Employee Share Plan website, through submitting an instruction to sell (an “order”). Shares will be sold on the London Stock Exchange and can be sold at any time during stock exchange trading hours. If you submit an order to sell during these hours your order will normally be executed immediately. If you submit an order to sell outside of these hours, your order will be executed when the stock exchange re-opens.

8. When selling my VSA shares can I specify a minimum price at which I want to sell (a “limit order”)?

Yes, it will be possible to specify a limit order when you sell your VSA shares. You will need to enter the limit order price when you submit your order via the Employee Share Plan website.

9. How do I receive my sale proceeds?

Your sale proceeds will be paid directly to the bank account you specify at the time of placing your instruction to sell shares. In most cases you will receive your sale proceeds three days after the sale of your shares.

10. Do I have voting rights at annual general meetings?

Yes. You do not have an automatic right to attend the Company general meetings but you can direct the Nominee to vote on your behalf at general meetings. Prior to general meetings, you will receive information from Computershare by email describing how you can direct the Nominee to vote on your behalf.

11. Will I receive a copy of the Annual Report and Accounts from the Company?

No. As your shares are held in a nominee account, you are not listed on the Share Register, and FirstGroup will not be aware that you hold shares. However, you can view, save and print the Annual Report and Accounts by going to www.firstgroupplc.com and clicking on ‘investors’ the ‘Reports and presentations’.

Many shareholders already choose to receive this information electronically, as opposed to hard copy through the post.

12. If I leave the Company, do I have to withdraw my shares from the VSA?

Currently, there is no requirement for you to remove your shares from the VSA. The shares will remain in the VSA until such time that you sell or transfer them. You will still be able to access their accounts on the Employee Share Plan website and to sell your shares online should you wish to do so.

13. Who is providing the VSA?

FirstGroup plc has engaged Computershare to provide the VSA service. The terms and conditions are available to view under the Company Info “**Plan Documentation**” section of the Employee Share Plan website under “**Vested Share Account**”.

14. I currently hold share certificates for FirstGroup plc shares, can I transfer these to the VSA?

Currently, the VSA is only available for share plan shares. You cannot transfer to the VSA shares which are currently held in certificated form (even if they have arisen from previous share plan

maturities).

In future, it might be possible for you to transfer shares that have not come from a share plan. We will let you know if this facility becomes available.

15. Can I transfer my shares out of the VSA?

You can arrange for your shares to be transferred out of the VSA into the form of a Share Certificate. You can do this via the Computershare Employee Share Plan website.

16. What charges apply to the VSA?

There is no charge for holding shares in the VSA but charges do apply to certain transactions. These are as follows:

Selling Shares	0.35% (Minimum £20 Charge)
Dividend Purchases (where applicable)	0.5%
Transferring shares to Certificated Format	N/A

17. Will I have to pay tax when I sell my shares from the VSA or when I receive dividends?

As the VSA shares have already vested, the Company and Computershare are not required to withhold any additional tax from your sale proceeds when you sell shares from the VSA. However, you may have a personal tax liability when you sell your VSA shares. It is your responsibility to comply with local tax legislation in this regard; it is therefore your responsibility to comply with local tax legislation in respect of these.

Further information on the tax consequences of selling your VSA shares and receiving dividend income on your VSA shares should be sought from your own financial advisor.

18. Do I need to get clearance to deal if I want to sell my VSA shares?

If you are automatically covered by the FirstGroup plc Share Dealing Code you will need to obtain clearance to deal prior to placing your instruction to sell your VSA shares.

19. If I sell all of my shares out of the VSA (or transfer them), what will happen to my VSA account?

If you sell all of your shares out of the VSA, your VSA account will remain open should you want to use it for a future share plan vesting. If you want to close your account you will need to request this in writing to Computershare.