

FirstGroup plc (the "Company")

At a General Meeting of the Company duly convened and
held at Holborn Bars 138-142 Holborn, London, EC1N 2NQ
on 10 June 2013 at 11.00 a.m. the following resolution was duly passed:

Ordinary Resolution

THAT:

Subject to and conditional upon admission to listing on the premium listing segment of the Official List by the UK Listing Authority and to trading on the London Stock Exchange plc's market for listed securities of the new ordinary shares of 5 pence each to be issued by the Company in connection with the issue by way of rights of up to 725,000,000 such new ordinary shares at a price of 85 pence per new ordinary share to those holders of ordinary shares in the capital of the Company who are on the register of members of the Company at close of business on 7 June 2013 (the "**Rights Issue**"), and in addition, to the extent unutilised, to the like authority conferred on them at the last annual general meeting of the Company on 25 July 2012, the directors of the Company be and are hereby generally and unconditionally authorised, pursuant to and in accordance with section 551 of the Companies Act 2006, to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company, credited as fully paid, up to an aggregate nominal amount of £36,250,000 in connection with the Rights Issue, which authority shall expire at the conclusion of the next annual general meeting of the Company, save that the Company may allot shares in the Company in connection with the Rights Issue pursuant to any agreement entered into at any time prior to such expiry (whether before or after the passing of this resolution) which would or might require shares in the Company to be allotted after such expiry and the Directors may allot shares in the Company in pursuance of such agreement as if the authority conferred hereby had not expired.


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Company Secretary

10 June 2013
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Date

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