

**FIRSTGROUP PLC**  
**(Registered Number: SC157176)**

At an Annual General Meeting of the Company duly convened and held at 11.00 a.m. on Thursday 8<sup>th</sup> July 2004 at the Aberdeen Exhibition and Conference Centre, Bridge of Don, Aberdeen, AB23 8BL the following resolutions were duly passed:

**Ordinary Resolution**

- 10 THAT the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities, within the meaning of Section 80 of the Companies Act 1985 (the "Act"), up to an aggregate nominal amount of £6,715,855, provided that this authority shall expire (unless previously revoked or varied by the Company in general meeting) 15 months after the date of the passing of this resolution or, if earlier, at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

**Special Resolutions**

- 11 THAT, subject to the passing of resolution 10 above, the directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 (the "Act"), to allot equity securities (within the meaning of Section 94 of the Act) for cash pursuant to the authority conferred by resolution 10 above and/or where such allotment constitutes an allotment of equity securities by virtue of Section 94(3A) of the Act as if Section 89 of the Act did not apply to any such allotment, provided that this power shall be limited:
- (a) to the allotment of equity securities in connection with or pursuant to an offer or invitation, open for acceptance for a period fixed by the directors, in favour of holders of ordinary shares (and/or holders of such other equity securities of the Company as the directors may determine) on the register on a fixed record date (excluding any holder holding any shares as treasury shares) in proportion (as nearly as may be) to their existing holdings of such securities (ignoring for this purpose both any holder holding any shares as treasury shares and the treasury shares held by him) or in accordance with the rights attached thereto (but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise or any legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory); and

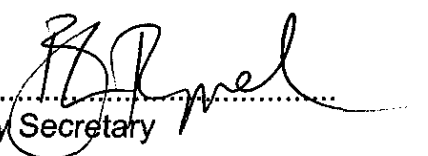


- (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £1,007,378,

and shall expire (unless previously revoked or varied by the Company in general meeting) 15 months after the date of the passing of this resolution or, if earlier, at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and notwithstanding such expiry the directors may allot equity securities in pursuance of such offers or agreements.

- 12 THAT the Company be and hereby is generally and unconditionally authorised to make one or more market purchases (within the meaning of Section 163 of the Companies Act 1985) of ordinary shares of five pence each in the capital of the Company ("ordinary shares"), provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased shall be 60,000,000;
- (b) the minimum price which may be paid for an ordinary share is five pence per share (exclusive of expenses);
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is purchased; and
- (d) the authority hereby conferred shall expire (unless previously revoked or varied by the Company in general meeting) 15 months after the date of the passing of this resolution, or, if earlier, at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may, before such expiry, make a contract to purchase ordinary shares under the authority hereby conferred which will or may be completed or executed wholly or partly after such expiry and may make a purchase of ordinary shares pursuant to any such contract as if the authority conferred by this resolution had not expired.

  
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Company Secretary

9<sup>th</sup> July 2004

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Date