

## NATIONAL EXPRESS GROUP PLC

### Result of AGM – 12 May 2021

National Express Group PLC (the "Company") held its Annual General Meeting ("AGM") today at 2.00pm. All resolutions at the AGM were put to the meeting on a poll and were passed with the requisite majority. The full results are detailed below.

As at 6.30pm on Monday 10 May 2021, the time by which shareholders who wanted to vote at the AGM must have been entered on the Company's register of members, there were 614,086,377 ordinary shares of 5 pence each in issue. Shareholders are entitled to one vote per share on a poll.

| Resolution |   | VOTES FOR     |       | VOTES AGAINST |       | % of ISC voted | Number of votes withheld |
|------------|---|---------------|-------|---------------|-------|----------------|--------------------------|
|            |   | No. of shares | %     | No. of shares | %     |                |                          |
| 1          | To receive and adopt the accounts of the Company for the year ended 31 December 2020 and the Directors' and Auditors' Reports thereon | 494,939,220   | 99.99 | 35,546        | 0.01  | 80.60%         | 397,226                  |
| 2          | To approve the Annual Report on Remuneration (advisory vote only)   | 278,941,439   | 59.34 | 191,156,685   | 40.66 | 76.55%         | 23,473,868               |
| 3          | To approve the Directors' Remuneration Policy   | 339,520,411   | 72.57 | 128,310,745   | 27.43 | 76.18%         | 27,540,836               |
| 4          | To re-elect Sir John Armit as a Director  | 487,973,999   | 98.51 | 7,375,778     | 1.49  | 80.66%         | 22,215                   |
| 5          | To re-elect Jorge Cosmen as a Director  | 486,667,556   | 98.25 | 8,686,333     | 1.75  | 80.67%         | 18,103                   |
| 6          | To re-elect Matthew Crummack as a Director  | 463,239,152   | 93.52 | 32,108,466    | 6.48  | 80.66%         | 24,374                   |
| 7          | To re-elect Chris Davies as a Director  | 494,656,559   | 99.86 | 691,146       | 0.14  | 80.66%         | 24,287                   |
| 8          | To elect Ignacio Garat as a Director  | 494,750,082   | 99.88 | 605,075       | 0.12  | 80.67%         | 16,835                   |
| 9          | To re-elect Karen Geary as a Director   | 463,252,586   | 93.52 | 32,103,665    | 6.48  | 80.67%         | 15,741                   |
| 10         | To re-elect Ana de Pro Gonzalo as a Director  | 488,153,833   | 98.55 | 7,202,418     | 1.45  | 80.67%         | 15,741                   |
| 11         | To re-elect Mike McKeon as a Director   | 488,154,076   | 98.55 | 7,194,468     | 1.45  | 80.66%         | 23,448                   |
| 12         | To re-elect Dr Ashley Steel as a Director   | 450,564,023   | 90.96 | 44,790,366    | 9.04  | 80.67%         | 17,603                   |
| 13         | To re-appoint Deloitte LLP as the Company's auditor   | 475,531,294   | 96.00 | 19,812,211    | 4.00  | 80.66%         | 28,487                   |
| 14         | To authorise the Directors to fix the auditor's remuneration  | 495,318,620   | 99.99 | 28,403        | 0.01  | 80.66%         | 24,969                   |

|    |   |             |       |            |       |        |           |
|----|---|-------------|-------|------------|-------|--------|-----------|
| 15 | To authorise political donations and expenditure                      | 488,012,887 | 98.52 | 7,328,237  | 1.48  | 80.66% | 30,868    |
| 16 | To authorise the Directors to allot shares                            | 467,696,609 | 94.42 | 27,664,593 | 5.58  | 80.67% | 10,790    |
| 17 | To give the Directors power to disapply pre-emption rights - general  | 471,110,807 | 96.82 | 15,470,359 | 3.18  | 79.24% | 8,790,826 |
| 18 | To give the Directors power to disapply pre-emption rights - specific | 399,580,549 | 82.12 | 86,993,143 | 17.88 | 79.24% | 8,798,300 |
| 19 | To authorise the Company to purchase its own shares                   | 475,307,789 | 95.99 | 19,881,157 | 4.01  | 80.64% | 183,046   |
| 20 | To call General Meetings (other than AGMs) on 14 clear days' notice   | 481,104,836 | 97.12 | 14,257,209 | 2.88  | 80.67% | 9,947     |

**NOTES:**

1. The 'For' vote includes those giving the Chairman discretion.
2. Votes 'Withheld' are not counted in the calculation of the proportion of votes 'For' or 'Against' a resolution.
3. Resolutions 1 to 16 were ordinary resolutions which required a majority of votes cast to be in favour.
4. Resolutions 17 to 20 were special resolutions which required at least 75% of votes cast to be in favour.
5. In accordance with Listing Rule 9.6.2R, copies of the resolutions passed as special business will shortly be available for inspection on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>
6. The voting results shown above are also available on the Company's website at <https://www.nationalexpressgroup.com/investors/agm>

The National Express Board is pleased to note that all resolutions were passed with the requisite majority of votes and welcomes the overwhelming support of the Company's shareholders for the majority of the resolutions proposed.

Following consultation with our major shareholders during 2020 and in the lead up to the AGM, the Board is also grateful for the support of the majority of its shareholders, including its largest shareholders, for the resolutions proposed on the Company's Annual Remuneration Report and its new Directors' Remuneration Policy.

In making its Executive Director pay decisions in 2020 and devising the new Remuneration Policy for Directors, the Board was acutely aware of the sensitivities around executive remuneration in the prevailing environment and balanced these concerns with the need to retain and incentivise a strong management team to continue to steer the Company through the recovery from the Covid pandemic.

We value an open and transparent dialogue with our shareholders and we will continue to engage with them to ensure all views are understood and respected and taken into consideration in applying the new Directors' Remuneration Policy going forwards. In accordance with the UK Corporate Governance Code we will publish an update on this engagement within six months of the AGM.

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**Company contacts:**

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**Notes**

Legal Entity Identifier: 213800A8IQEMY8PA5X34  
Classification: 3.1 (with reference to DTR6 Annex 1R)