

National Express Group PLC

7 May 2020

NATIONAL EXPRESS GROUP PLC
("Company")**RESULTS OF ANNUAL GENERAL MEETING**

The Company is pleased to announce the voting results of its Annual General Meeting ("AGM" or "Meeting") held earlier today at the offices of Burges Salmon LLP, One Glass Wharf, Bristol BS2 0ZX.

All resolutions, as set out in the Notice of Meeting dated 25 March 2020, except for resolution 3 (concerning the declaration of the final dividend for the year ended 31 December 2019) and resolution 5 (concerning the re-election of Matt Ashley) both of which were withdrawn prior to the Meeting, were passed with the requisite majority of votes cast being cast in favour of them on a poll. Resolutions 1 to 19 (with the exception of resolutions 3 and 5) were each passed as an Ordinary Resolution (requiring a simple majority of the votes cast to be cast in favour of them to be passed) and resolutions 20 to 24 were each passed as a Special Resolution (requiring at least a 75% majority of the votes cast to be cast in favour of them to be passed). The results of the poll on each resolution are set out below.

RESOLUTION (NUMBER AND DESCRIPTION)	TOTAL VOTES FOR ¹ AND AGAINST	VOTES FOR ¹	% FOR ¹	VOTES AGAINST	% AGAINST	VOTES WITHHELD ²
1. To receive and adopt the accounts of the Company for the year ended 31 December 2019 and the Directors' and Auditors' Reports thereon	419,250,552	419,244,649	100.00	5,903	0.00	450,455
2. To approve the Annual Report on Remuneration (advisory vote only)	379,471,278	367,372,589	96.81	12,098,689	3.19	40,229,728
3. WITHDRAWN	n/a	n/a	n/a	n/a	n/a	n/a
4. To re-elect Sir John Armitt as a Director	409,289,231	405,732,816	99.13	3,556,415	0.87	10,411,775
5. WITHDRAWN	n/a	n/a	n/a	n/a	n/a	n/a

6. To re-elect Jorge Cosmen as a Director	419,679,812	413,508,054	98.53	6,171,758	1.47	21,195
7. To re-elect Matthew Crummack as a Director	419,677,031	417,612,588	99.51	2,064,443	0.49	23,976
8. To re-elect Chris Davies as a Director	419,683,667	417,431,184	99.46	2,252,483	0.54	17,340
9. To re-elect Dean Finch as a Director	419,688,500	418,309,308	99.67	1,379,192	0.33	12,507
10. To elect Ana de Pro Gonzalo as a Director	409,563,812	388,307,382	94.81	21,256,430	5.19	10,137,195
11. To elect Karen Geary as a Director	419,680,972	418,319,807	99.68	1,361,165	0.32	20,035
12. To re-elect Mike McKeon as a Director	419,682,209	418,834,411	99.80	847,798	0.20	18,798
13. To re-elect Chris Muntwyler as a Director	419,682,241	419,011,611	99.84	670,630	0.16	18,766
14. To re-elect Elliot (Lee) Sander as a Director	419,685,542	419,337,378	99.92	348,164	0.08	15,465
15. To re-elect Ashley Steel as a Director	419,627,160	419,037,090	99.86	590,070	0.14	73,847
16. To re-appoint Deloitte LLP as the Company's auditor	414,660,756	414,625,078	99.99	35,678	0.01	5,040,251
17. To authorise the Directors to agree and set the auditor's remuneration	419,678,681	419,648,067	99.99	30,614	0.01	22,326

18. To authorise political donations and expenditure	419,637,324	413,852,575	98.62	5,784,749	1.38	63,682
19. To authorise the Directors to allot shares	419,682,130	414,515,416	98.77	5,166,714	1.23	18,877
20. To disapply pre-emption rights - general ³	409,323,245	407,478,664	99.55	1,844,581	0.45	10,377,762
21. To disapply pre-emption rights - specific ³	409,329,332	402,438,271	98.32	6,891,061	1.68	10,371,674
22. To authorise the Company to purchase its own shares ³	419,452,266	412,120,029	98.25	7,332,237	1.75	248,740
23. To call General Meetings (other than AGMs) on 14 clear days' notice ³	419,688,094	410,708,695	97.86	8,979,399	2.14	12,913
24. To adopt new articles of association of the Company in substitution for the current articles of association ³	419,622,636	419,587,844	99.99	34,792	0.01	78,371

¹ Includes discretionary votes

² A vote Withheld is not a vote in law and is not counted in the calculation of votes For or Against the resolutions

³ Indicates Special Resolution

The number of shares in issue and eligible to vote at the meeting was 511,738,648 ordinary shares of 5 pence each. Each shareholder, present in person or by proxy or by duly authorised corporate representative, was entitled to one vote per share held. The total number of votes cast (i.e. For, Against and Withheld) was 419,701,007 ordinary shares representing an 82.01% turnout.

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>

The voting results shown above are also available on the Company's website at <https://www.nationalexpressgroup.com/investors/agm/2020/>

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Notes

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