

## Notice of Annual General Meeting

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE, YOU SHOULD SEEK YOUR OWN PERSONAL FINANCIAL ADVICE FROM YOUR STOCKBROKER, BANK, SOLICITOR, FUND MANAGER OR OTHER INDEPENDENT FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.**

**IF YOU HAVE SOLD OR OTHERWISE TRANSFERRED YOUR SHARES IN NCC GROUP PLC, PLEASE FORWARD THIS DOCUMENT TO THE STOCKBROKER, BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED, FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE.**

### NCC Group plc

('Company')

(Registered in England with company registration number 4627044)

Registered Office:  
XYZ Building  
2 Hardman Boulevard  
Spinningfields  
Manchester  
M3 3AQ

Dear Shareholder

#### NCC Group plc's 2018 Annual General Meeting

I am pleased to invite you to attend the 2018 Annual General Meeting ('AGM') of the Company to be held at the offices of NCC Group, XYZ Building, 2 Hardman Boulevard, Spinningfields, Manchester, M3 3AQ at 11.00 am on Wednesday 26 September 2018.

The formal notice of AGM ('Notice') is set out on pages 5 to 8 and the explanatory notes on each resolution to be considered at this year's AGM appear on pages 2 to 4.

#### Action to be taken

Whether or not you intend to come to the AGM, please complete and return the proxy form we have sent to you. The Company's Registrar, Equiniti, must receive the completed proxy form, at the address on the form, by no later than 11.00 am on 24 September 2018. Alternatively you can vote using our CREST proxy voting service following the procedures set out in the CREST manual. You will still be able to vote on the day of the AGM but if you have already submitted a proxy form, this will only be necessary if you intend to change the voting instructions given on your proxy form.

#### Recommendation

The directors believe that the resolutions set out in the Notice are in the best interests of the Company and of the shareholders as a whole. Accordingly, they recommend you vote in favour of each resolution as they intend to do in respect of their own beneficial shareholdings in the Company.

The directors and I look forward to seeing you at the AGM.

Yours faithfully



**Chris Stone**

Chairman

## Explanatory Notes about the resolutions which we will be proposing at the AGM:

Resolutions 1 to 13 (inclusive) and resolution 18 will be proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, more than 50 per cent of the votes cast must be in favour of the resolution. Resolutions 14 to 17 (inclusive) will be proposed as special resolutions. This means that for each of those resolutions to be passed, not less than 75 per cent of the votes cast must be in favour of the resolution.

### Resolution 1: Receiving the report and accounts

The directors will present to the shareholders at the AGM the accounts for the previous financial year, on this occasion for the year ended 31 May 2018, together with the strategic report and the reports of the directors and the auditor.

### Resolution 2: Approving the directors' remuneration report (other than the directors' remuneration policy)

The directors' remuneration report is included in full on pages 80 to 96 of the Company's 2018 annual report and accounts ('2018 Annual Report') and provides details of the remuneration paid to the directors of the Company in respect of the year ended 31 May 2018. The directors' remuneration policy is set out on pages 81 to 86 of the 2018 Annual Report and provides details of the Company's policy on directors' remuneration.

In accordance with the Companies Act 2006 ('Companies Act'), this resolution to approve the directors' remuneration report (other than the directors' remuneration policy) is advisory only and therefore no entitlement to remuneration is conditional on it.

The directors' remuneration policy is subject to a binding shareholder vote by way of ordinary resolution at least once every three years. The directors' remuneration policy was approved by the Company's shareholders at the 2017 AGM and remains valid for three years from that date. The Company does not wish to make any changes to the directors' remuneration policy this year and accordingly the policy has not been submitted for shareholder approval at the 2018 AGM.

### Resolution 3: Declaring a final dividend

Final dividends are to be approved by shareholders. However, they cannot be more than the amount the Board recommends. The Board is recommending a final dividend of 3.15 pence per ordinary share for the year ended 31 May 2018. If shareholders approve the recommended dividend, it will be paid on 5 October 2018 to shareholders on the register at the close of business on 7 September 2018.

### Resolutions 4 and 5: Appointment and remuneration of the auditor

The auditor of the Company is required to be appointed or reappointed at each AGM at which accounts are presented. An assessment of the effectiveness, independence and objectivity of the auditor has been undertaken by the Audit Committee which has recommended to the Board that KPMG LLP be re-appointed as auditor. Accordingly, shareholder approval is being sought pursuant to resolution 4 to reappoint KPMG LLP as auditor of the Company.

Resolution 5 proposes that the Audit Committee be authorised to determine the level of the auditor's remuneration.

### Resolutions 6 – 12: Election and re-election of directors

Resolutions 6 – 12: Election and re-election of directors. Under the Company's articles of association ('Articles'), directors appointed by the Board are required to submit themselves for election at the first AGM following their appointment. The directors appointed by the Board since the last AGM are Adam Palser, Mike Ettling, Jennifer Duvalier and Tim Kowalski, each of whom puts himself forward for election by the shareholders at this year's AGM. Adam Palser was appointed as Chief Executive Officer in December 2017, bringing a track record of success in the professional services, B2B and cyber security sectors. Mike Ettling was appointed in September 2017 as a Non-Executive Director bringing a wealth of experience of both the digital and cloud sectors. Jennifer Duvalier was appointed in April 2018 as a Non-Executive Director and adds invaluable experience in corporate culture and organisational matters - factors which are all critical to NCC Group's future success. Finally, Tim Kowalski was appointed in July 2018 as an Executive Director and he will assume the responsibilities of Chief Financial Officer in August 2018 when Brian Tenner leaves the Company.

As announced on 20 June 2018, Brian Tenner will be leaving the Group in August 2018 to pursue other interests. As also previously announced, after six year's tenure, Thomas Chambers will be stepping down as a director at the 2018 AGM. The rest of the Directors would like to thank Brian and Thomas for the valuable contributions they have each made at NCC Group. In accordance with the UK Corporate Governance Code every other director (namely Chris Stone, Chris Batterham and Jonathan Brooks) will stand for re-election at the AGM.

Biographical details of each director standing for election and re-election can be found on pages 52 to 53 of the 2018 Annual Report with the exception of Tim Kowalski where there is a biography below. The Board supports the election and/or re-election (as applicable) of each director, as it believes that the particular knowledge and experience of each director, as described in their biographies as set out in the 2018 Annual Report or below, assists in ensuring that the Board has an appropriate balance of skills and experience for the requirements of the business. The Board has confirmed, following a performance review, that each of the directors standing for re-election continues to perform effectively and demonstrates commitment to their role. The Board has considered whether each of the Non-Executive Directors is free of any relationship that could materially interfere with the exercise of their independent judgement and has determined that each Non-Executive continues to be considered independent.

#### Tim Kowalski Biography

Tim Kowalski, FCA, joined the Company on 23 July 2018 and will assume the role of Chief Financial Officer when Brian Tenner leaves the Company in August 2018. Tim is a highly experienced finance director with significant listed company experience, most recently at Fintel Plc where he was Group Finance Director between August 2010 and April 2017. He held similar roles previously at Homestyle Group Plc and N Brown Group Plc and his PLC expertise and strong operational record will be invaluable as the Company's transformation programme gathers pace and it seeks to capitalise on its strong position and the many opportunities in its markets.

### **Resolution 13: Granting the directors authority to allot shares**

Generally, the directors may only allot shares in the Company (or grant rights to subscribe for, or to convert any security into, shares in the Company) if they have been authorised to do so by shareholders.

Resolution 13 renews a similar authority given at last year's AGM and is in two parts.

In line with guidance issued by the Investment Association, if passed, paragraph 13(a) of resolution 13 will authorise the directors to allot shares in the Company (and to grant rights to subscribe for, or to convert any security into, shares in the Company) up to an aggregate nominal amount of £925,594.26 (representing 92,559,426 ordinary shares). This amount represents approximately one-third of the issued Ordinary Share capital of the Company as at 17 July 2018 (being the latest practicable date before the publication of this document).

In addition, if passed, paragraph 13(b) of resolution 13 will authorise the directors to allot ordinary shares in the Company (and to grant rights to subscribe for, or to convert any security into, ordinary shares in the Company) in connection with a rights issue only up to a further aggregate nominal amount of £925,594.26 (representing 92,559,426 ordinary shares). This amount represents approximately one-third of the issued Ordinary Share capital of the Company as at 17 July 2018 (being the latest practicable date before the publication of this document).

If given, these authorities will expire at the conclusion of the Company's next AGM. It is the directors' intention to renew the allotment authority each year.

As at the date of this document, no ordinary shares are held by the Company in treasury.

The directors have no current intention to exercise either of the authorities sought under resolution 13. However, the directors consider that it is in the best interests of the Company to have the authorities available so that they have the maximum flexibility permitted by institutional shareholder guidelines to allot shares or grant rights without the need for a general meeting should they determine that it is appropriate to do so to respond to market developments or to take advantage of business opportunities as they arise. The Board recommends that this authority be renewed.

### **Resolutions 14 and 15: Disapplication of pre-emption rights**

Generally, if the directors wish to allot new shares or other equity securities (within the meaning of section 560 of the Companies Act) for cash, then under the Companies Act they must first offer such shares or securities to shareholders in proportion to their existing holdings. These statutory pre-emption rights may be disapplied by shareholders.

Resolutions 14 and 15, which will be proposed as special resolutions, will enable the directors to allot equity securities for cash or sell treasury shares for cash without first offering them to shareholders pro rata to their existing holdings. The resolutions take a similar form to the resolutions passed at last year's AGM.

The powers proposed under resolution 14 will be limited to allotments or sales of ordinary shares:

- in connection with a rights issue, open offer or other pre-emptive offer to ordinary shareholders and to holders of other equity securities (if required by the rights of those securities or the directors otherwise consider necessary), but (in accordance with normal practice) subject to such exclusions or other arrangements, such as for fractional entitlements and overseas shareholders, as the directors consider necessary; and
- in any other case, up to an aggregate nominal amount of £138,839.14 (representing 13,883,914 ordinary shares). This amount represents approximately 5 per cent of the issued Ordinary Share capital of the Company as at 17 July 2018 (being the latest practicable date before the publication of this document).

This resolution renews the authority obtained at last year's AGM. If given, the authority granted under Resolution 14 will expire on the conclusion of the AGM of the Company to be held in 2019.

The powers proposed under resolution 15 will be limited to allotments or sales of ordinary shares:

- (a) up to an aggregate nominal amount of £138,839.14 (representing 13,883,914 ordinary shares). This amount represents approximately 5 per cent of the issued Ordinary Share capital of the Company as at 17 July 2018 (being the latest practicable date before the publication of this document); and
- (b) used only for the purposes of financing (or refinancing, if such refinancing occurs within six months of the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

This resolution renews the authority obtained at last year's AGM. If given, the authority granted under Resolution 15 will expire on the conclusion of the AGM of the Company to be held in 2019.

In accordance with The Pre-Emption Group's Statement of Principles, the directors confirm that they do not intend to issue more than 7.5 per cent of the issued Ordinary Share capital of the Company on a non-pre-emptive basis (except in connection with an acquisition or specified capital investment as referred to above) in any rolling three year period without prior consultation with shareholders.

### **Resolution 16: Authority to purchase own shares**

The directors believe it is in the interests of the Company and its shareholders to have the flexibility to purchase its own shares and this resolution seeks authority from shareholders to do so.

Resolution 16, which will be proposed as a special resolution, renews a similar authority given at last year's AGM. The directors presently have no intention of exercising the authority sought under resolution 16, but consider the authority desirable to provide maximum flexibility in the management of the Company's capital base. If passed, the directors would only use this authority if they believed that to do so would result in an increase in earnings per share and promote the success of the Company for the benefit of its shareholders as a whole. If any purchases of ordinary shares are made pursuant to this authority, it is intended that such ordinary shares will either be cancelled, held in treasury or used to satisfy options exercised under the Company's share schemes, in each case in accordance with the provisions of the Companies Act. While held in treasury, the shares are not entitled to receive any dividend or dividend equivalent (apart from any issue of bonus shares) and have no voting rights. The directors will have regard to institutional shareholder guidelines which may be in force at the time of any such purchase, holding or resale of shares held in treasury. Any purchases of ordinary shares would be by means of market purchases on the London Stock Exchange.

This resolution would be limited to 27,767,828 ordinary shares, representing approximately 10 per cent of the issued equity share capital of the Company as at 17 July 2018 (being the latest practicable date prior to publication of this document). The authority also sets minimum and maximum prices at which shares may be bought. The renewed authority will remain in force until the conclusion of the Company's 2019 AGM. The directors intend to seek renewal of this power at each AGM.

The total number of options to subscribe for ordinary shares for all share schemes of the Company which were outstanding as at 17 July 2018 (being the latest practicable date prior to publication of this document) was 6,095,967, which represents approximately 2.20 per cent of the Company's issued share capital and would represent 2.44 per cent of the Company's issued share capital if the full authority to repurchase ordinary shares as proposed by resolution 16 was exercised.

As at 17 July 2018 (being the latest practicable date prior to publication of this document), the Company holds no shares in treasury.

### **Resolution 17: Notice of general meetings**

Resolution 17 enables the Company to hold general meetings (other than annual general meetings) on 14 clear days' notice. The Articles currently permit such notice period but this resolution is required in order to comply with the Shareholders' Rights Regulations.

The Company intends only to use the shorter notice period where the flexibility would be helpful given the business of the meeting and where the Company considers it is to the advantage of shareholders as a whole. In accordance with the Companies Act, the Company must make a means of electronic voting available to all shareholders for that meeting in order to be able to call a general meeting on less than 21 clear days' notice.

If passed, the resolution will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

### **Resolution 18: Renewal of the NCC Group plc CSOP plan**

Resolution 18 proposes to establish a new Company Share Option Plan ('**2018 CSOP**') to replace the Company's existing Company Share Option Plan ('**Existing CSOP**') which expires in September 2018. As with the Existing CSOP, the 2018 CSOP will enable options ('**Options**') to acquire ordinary shares in the Company to be granted to employees, and is intended to satisfy the conditions in schedule 4 to the Income Tax (Earnings and Pensions) Act 2003 ('**Schedule 4**') such that options will qualify for certain tax advantages. As with the Existing CSOP, it will also allow Options to be granted which are not tax-advantaged.

It is not intended that the executive directors will be granted options under the 2018 CSOP since they participate in a separate long term incentive plan.

The 2018 CSOP will be administered by the Board, rather than the Remuneration Committee, given that executive directors will not be participating in it.

A summary of the key features of the proposed CSOP plan is set out in the Appendix to the Notice.

## Notice of Annual General Meeting

Notice is hereby given that NCC Group plc ('Company') will hold its Annual General Meeting at NCC Group, XYZ Building, 2 Hardman Boulevard, Spinningfields, Manchester, M3 3AQ at 11.00 am on 26 September 2018 to consider and, if thought fit, pass the following resolutions. Resolutions 1 to 13 (inclusive) and resolution 18 will be proposed as ordinary resolutions and resolutions 14 to 17 (inclusive) will be proposed as special resolutions. The directors have determined that all of the resolutions to be put to a vote at the AGM will be decided on a poll:

1. To receive and adopt the Company's annual accounts, the strategic report and the reports of the directors and auditor for the financial year ended 31 May 2018.
2. To approve the directors' remuneration report (other than the part containing the directors' remuneration policy) for the financial year ended 31 May 2018.
3. To declare a final dividend for the financial year ended 31 May 2018 of 3.15p per ordinary share, to be paid on 5 October 2018 to members whose names appear on the register of members at the close of business on 7 September 2018.
4. To reappoint KPMG LLP as auditor of the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
5. To authorise the Audit Committee to determine the auditor's remuneration.
6. To elect Adam Palsler as a director.
7. To re-elect Chris Stone as a director.
8. To re-elect Jonathan Brooks as a director.
9. To re-elect Chris Batterham as a director.
10. To elect Jennifer Duvalier as a director.
11. To elect Mike Ettling as a director.
12. To elect Tim Kowalski as a director.
13. That the directors of the Company ('Directors') be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ('Companies Act') (in substitution for any existing authority to allot shares) to allot:
  - (a) shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £925,594.26;
  - (b) equity securities (within the meaning of section 560 of the Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £925,594.26,

provided that this authority shall expire on the conclusion of the next annual general meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

14. That, subject to the passing of resolution 13 as set out in this notice of this meeting, the Directors be authorised to allot equity securities (as defined in the Companies Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act did not apply to any such allotment or sale, such authority shall be limited:
  - (a) to the allotment of equity securities and the sale of treasury shares for cash in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
  - (b) to the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) above), up to an aggregate nominal amount of £138,839.14,

and such power shall expire on the conclusion of the next annual general meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Board may allot equity securities or sell treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

15. That, subject to the passing of resolution 13 as set out in this notice of this meeting, the Directors be authorised in addition to any authority granted under resolution 14 as set out in this notice of meeting to allot equity securities (as defined in the Companies Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £138,839.14; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice of meeting,

and such power shall expire on the conclusion of the next annual general meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Board may allot equity securities or sell treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

16. That the Company be generally and unconditionally authorised, pursuant to Article 16 of the Articles of Association of the Company and pursuant to section 701 of the Companies Act, to make market purchases (as defined in section 693(4) of the Companies Act) of up to 27,767,828 ordinary shares of 1p each in the capital of the Company (being approximately 10 per cent of the current issued ordinary share capital of the Company) on such terms and in such manner as the Directors may from time to time determine, provided that:

- (a) the minimum price (excluding expenses) which may be paid for an Ordinary Share is 1p; and
- (b) the maximum price (excluding expenses) which may be paid for a Share is the higher of:
  - (i) an amount equal to 105 per cent of the average of the middle market quotations for a Share as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the purchase is made; and
  - (ii) an amount equal to the higher of the price of the last independent trade of a Share and the highest current independent bid for a Share on the trading venue where the purchase is carried out,

and (unless revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting, provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred had not expired.

17. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.

18. That the rules ('**Rules**') of the NCC Group Company Share Option Plan 2018 ('**Plan**'), a copy of which having been produced to the meeting and initialled by the Chairman for the purpose of identification, be and are approved, the Plan be and is adopted and the directors of the Company be and are authorised to do all acts and things which they may consider necessary or expedient to give effect to the Plan (including, but not limited to, making amendments to the Rules).

By Order of the Board

**Suzy Cross**

Company Secretary

Dated: 17 July 2018  
Registered office:  
XYZ Building  
2 Hardman Boulevard  
Spinningfields  
Manchester  
M3 3AQ

## Notes

1. In order to attend and vote at the Annual General Meeting ('AGM') you must comply with the procedures set out in these notes by the dates specified in this Notice and accompanying Notes.
  2. Any member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to exercise any or all of their rights to attend, speak and vote at the AGM. A form to be used for appointing a proxy or proxies for this AGM will be sent to you ('Proxy Form'). Please complete and return the Proxy Form whether or not you intend to attend the AGM in person. The return of the Proxy Form will not prevent you from attending and voting at the AGM if you so wish. You can appoint the Chairman of the AGM to act as your proxy, or ask one or more persons of your choice to be your proxy. Your proxy does not have to be a shareholder of the Company. There are notes on the Proxy Form explaining how you should complete it.
  3. Voting on all resolutions will be conducted by way of a poll, rather than on a show of hands. This is a more transparent method of voting as shareholders' votes are counted according to the number of shares registered in their names. Therefore the total voting rights in the Company as at 17 July 2018 were 277,678,279.
  4. To be valid, the completed Proxy Form must be received by the Company's Registrar, Equiniti Registrars by no later than 11.00 am on 24 September 2018 and should be addressed to Freepost RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing, BN99 8LU.
  5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
 

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with CREST's specifications and must contain the information required for such instructions, as described in the CREST Manual which can be viewed at [www.euroclear.com](http://www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 11.00 am on 24 September 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- CREST members and, where applicable, their CREST sponsors or voting service providers should note that there are no special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
6. You may not use any electronic address provided either in this Notice or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.
  7. The right of members to vote at the AGM is determined by reference to the Company's register of members ('Register'). The Company has set a time and date for eligibility to attend the AGM. This year, only those shareholders registered at 6.30 pm on 24 September 2018 will be eligible to attend or vote at this AGM. We will disregard changes to entries on the Register after 6.30 pm on 24 September 2018. If the AGM were to be adjourned for any reason, then only those shareholders registered in the Register at 6.30 pm on the day which is two working days prior to the day fixed for the adjourned meeting will be eligible to attend.
  8. Copies of:
    - (a) the service contracts of each of the executive directors;
    - (b) the letters of appointment of each of the non-executive directors; and
    - (c) the proposed rules of the Company Share Option Plan 2018;

will be available for inspection at the registered office of the Company and at the offices of DLA UK LLP at 3 Noble Street, London, EC2V 7EE during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the date of the AGM and at the place of the AGM from at least 15 minutes prior to and until the conclusion of the AGM.
  9. Biographical details of the current directors who are being proposed for election and re-election by shareholders are set out on pages 52 to 53 of the Company's 2018 Annual Report and Accounts and in the case of Tim Kowalski on page 2 of this Notice.

10. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
11. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided they do not do so in relation to the same shares.
12. Any member attending the AGM is entitled to ask any question relating to the business being dealt with at the AGM. The Company will answer any such questions unless (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; or (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.
13. The information required by section 311A of the Companies Act to be published in advance of the meeting, which includes the matters set out in this notice and information relating to the voting rights of shareholders, is available at [www.nccgroup.trust/uk/about-us/investor-relations](http://www.nccgroup.trust/uk/about-us/investor-relations).
14. Shareholders have the right to ask questions at the meeting relating to the business being dealt with at the meeting in accordance with section 319A of the Companies Act. The Company must answer any such question unless:
  - (a) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information;
  - (b) the answer has already been given on a website in the form of an answer to a question;
  - (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
15. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 of the Companies Act, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act. Where the Company is required to place a statement on a website under section 527 of the Companies Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act to publish on a website.
16. As at 17 July 2018 (being the latest practicable date prior to publication of this document) the Company's issued share capital consists of 277,678,279 ordinary shares of 1p each. The Company holds no ordinary shares in treasury.

## Appendix

### NCC Group Company Share Option Plan (CSOP)

The principal features of the 2018 CSOP are as follows:

#### 1. Limits

##### *Overall plan limits*

The total number of ordinary shares over which options to subscribe may be granted under all share option schemes of the Company, whether on a discretionary basis or on any other basis, and issued or issuable under all other share schemes of the Company may not, in any consecutive 10 year period, exceed 10 per cent of the ordinary shares in issue from time to time. Lapsed and surrendered Options shall be disregarded for this purpose.

##### *Individual participation limit*

The aggregate subscription price (at the date of grant) of all outstanding options granted to any one participant which are qualifying options under Schedule 4 may not exceed £30,000.

The aggregate market value (at the date of grant) of ordinary shares over which Options may be granted to any one participant in any one financial year of the Company under the 2018 CSOP will not normally exceed the amount of that participant's remuneration (excluding benefits in kind) for that financial year (or the preceding financial year if greater).

#### 2. Eligibility

Any full time director or employee of a company in the NCC group is eligible to participate. Actual participation is at the discretion of the Board. Options are personal to the participant and not capable of assignment except that, on death, the Option holder's personal representatives may exercise the Option within 12 months following the Option holder's death. Options shall be granted by deed with no consideration payable by the participant.

#### 3. Exercise

##### *Exercise price*

The exercise price for each ordinary share under Option will be the higher of the nominal value of an ordinary share at the date of grant and the market value of an ordinary share at the date of grant.

##### *Exercise terms*

An Option will normally be exercisable only within the period of three to 10 years after the date of grant.

Options may be exercised early where employment ceases due to the participant's death, ill-health, injury, disability, redundancy, retirement, the sale of the employee's employing business or company out of the NCC group or, at the discretion of the Board, on the participant in question leaving employment for any other reason. In each of these situations (other than on death), the Option must be exercised, if at all, by the expiry of the period of six months following the cessation of employment. In the case of death, the participant's personal representatives may exercise the Option within 12 months following the death. If the employment ceases for any other reason, the Option will lapse. Where, in these circumstances, exercise is permitted within three years of the date of grant of an Option, there shall be no requirement for any performance target to be met, but the Option may not be exercised in full, but on a pro rata basis taking into account the period of time which has elapsed since the date of grant, other than where exercise is permitted at the Board's discretion, in which case the Board shall specify the extent to which the Option shall be capable of exercise.

##### *Performance targets*

The Board may impose objective conditions as to the performance of the Group which must normally be satisfied before Options can be exercised. Having granted Options and set a performance target, the Board may vary the performance target provided that the Board reasonably considers that the performance target set no longer represents a fair measure of performance and provided that any new conditions are no more difficult nor easy to satisfy.

#### **4. Other matters**

##### *Grant of Options*

Options may be granted under the 2018 CSOP within the period of 42 days starting:

- (i) on the date on which the 2018 CSOP is approved by shareholders; or
- (ii) immediately after the end of a closed period within the meaning in the Market Abuse Regulation (EU Regulation 596/2014).

An Option may be granted at any other time if the Committee considers that exceptional circumstances exist to justify the grant at such other time.

Without further shareholder approval, Options may only be granted within 10 years of shareholder approval of the 2018 CSOP.

##### *Income tax and national insurance contributions*

The 2018 CSOP contains provisions that will ensure that any income tax and employee's national insurance contributions that arise as a result of the exercise of any Options will be payable by the participant. The Board may determine that the participant shall also be liable for any employer's national insurance contributions which arise.

##### *Shares issued on exercise of Options*

Ordinary shares allotted under the 2018 CSOP will rank equally with the Company's existing issued ordinary shares (save that they will not qualify for any dividends or other distributions by reference to a record date prior to the date of exercise of the Option).

##### *Takeovers*

In the event of a takeover, amalgamation or reconstruction of the Company, Options may be exercised under the 2018 CSOP provided that where the event occurs within three years of the grant of an option, that option will not necessarily be exercised in full but only to the extent determined by the Board, having regard to all the circumstances. Alternatively, with the agreement of the acquiring company, Options may be exchanged for options over shares in the acquiring company or in a company associated with the acquiring company.

##### *Variation of share capital*

In the event of a variation of share capital by way of capitalisation, rights issue, sub division, consolidation or reduction of share capital or otherwise, then the number of ordinary shares subject to a subsisting Option and the price payable on exercise may be adjusted. Except in the case of a capitalisation issue, no adjustment may be made without the prior confirmation in writing of the auditors of the Company that the adjustment is in their opinion fair and reasonable.

##### *Alterations to the 2018 CSOP*

The Board may alter the 2018 CSOP but certain amendments cannot take effect without shareholder approval, unless they are amendments to comply with or to take account of applicable legislation or statutory regulations or any change in them or to maintain favourable taxation treatment for the Company or participants or potential participants. The amendments which will generally require shareholder approval are amendments to the limits on the number of ordinary shares which can be offered, the category of persons who may participate, the exercise price of Options, the number of ordinary shares over which a participant may hold an Option, the period during which Options may be granted and exercised, the rights attaching to ordinary shares subject to an Option, the provisions for altering share capital and for altering the terms of the 2018 CSOP and the provisions which apply on a winding up of the Company.

No alteration may be made which mean that Options could not be granted so as to be qualifying options pursuant to Schedule 4.

##### *Pension rights*

None of the benefits which may be received under the 2018 CSOP shall be pensionable.



