



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, which, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000, or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

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.

Arrangements for the 2020 Annual General Meeting

The health and wellbeing of the Company's shareholders, employees and customers is of paramount importance and never more so with the extraordinary challenges presented by the Covid-19 pandemic. This significantly restricts our ability to follow our usual AGM format and, having regard to their own safety and that of others, in particular should "stay at home" measures or other restrictions be in force at the time, **shareholders are respectfully asked not to attend the AGM**, especially as the meeting is being held at the Company's offices where we do have a small number of key employees undertaking essential work.

Although the situation is constantly evolving, and whilst the government has introduced temporary legislation relating to AGMs, the Board still intends to convene and hold the 2020 AGM. It does seem likely that some form of social distancing will be necessary for the foreseeable future and we need to ensure the safety of the limited number of people whose attendance is essential, in particular those needed to comply with legal requirements. It may be that, should restrictions be lifted, shareholders choosing to attend will be allowed access to the AGM on the day, but should legislation be in place as envisaged, this will not be possible and the AGM will be a "closed" meeting. In any event, the result of the poll vote will be made available as soon as possible after the meeting on our website.

We hope all our shareholders will understand the need for this restriction in the interests of the health and wellbeing of our employees and our shareholders themselves.

NCC Group plc
(the '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 2020 Annual General Meeting

Notice is hereby given that the 2020 Annual General Meeting (AGM) of the Company will be held at the offices of NCC Group plc, XYZ Building, 2 Hardman Boulevard, Spinningfields, Manchester M3 3AQ at 10.30 am on Tuesday 20 October 2020.

The formal notice of AGM (the 'Notice') is set out on pages 6 to 9 and the explanatory notes on each resolution to be considered at this year's AGM appear on pages 3 to 5.

Action to be taken

Although we are respectfully asking shareholders not to attend the AGM in light of the Covid-19 pandemic, 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 10.30 am on 16 October 2020. Alternatively, you can vote using our CREST proxy voting service following the procedures set out in the CREST Manual.

Recommendation

The directors of the Company (the 'Directors') believe that the resolutions set out in the Notice are likely to promote the success of the Company and 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, which amount in aggregate to 331,275 shares representing approximately 0.12 per cent of the existing ordinary share capital of the Company (excluding treasury shares).

Yours faithfully

Chris Stone
Chair

Explanatory notes on the resolutions which we will be proposing at the AGM

Resolutions 1 to 14 (inclusive) and resolutions 19 to 22 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 15 to 18 (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 Annual 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 2020, 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 74 to 92 of the Company's 2020 Annual Report and Accounts (the '2020 Annual Report') and provides details of the remuneration paid to the Directors of the Company in respect of the year ended 31 May 2020 and, for the purposes of this resolution, does not include the parts of the Directors' Remuneration Report containing the Directors' remuneration policy, which is set out on pages 77 to 83.

In accordance with the Companies Act 2006 (the '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.

Resolution 3: Approving the Directors' remuneration policy

In accordance with the Companies Act, the Company proposes an ordinary resolution to approve the Directors' remuneration policy contained in the Directors' Remuneration Report. The proposed policy is set out on pages 77 to 83 of the 2020 Annual Report. The vote on this resolution is binding and, if passed, will mean that remuneration payments and payments for loss of office can only be made to Directors or former Directors in accordance with the approved policy. The Company is required to ensure that a vote on its remuneration policy takes place at least every three years, unless it is proposed that the policy is to be changed before the expiry of the three year period, in which case the Company will propose a new resolution to approve the amended policy. The previous vote on the Company's existing Directors' remuneration policy was held in September 2017 and the policy is due to expire at the 2020 AGM.

Subject to approval at the AGM, the proposed Directors' remuneration policy will take effect from the end of the AGM and will replace the existing policy as approved by shareholders in 2017.

Resolution 4: 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 3.15p per ordinary share for the year ended 31 May 2020. If shareholders approve the recommended dividend, it will be paid on 6 November 2020 to shareholders on the register at the close of business on 9 October 2020.

Resolutions 5 and 6: 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 reappointed as auditor. The Board confirms that: (1) the recommendation is free from influence by a third party; and (2) no contractual term of the kind mentioned in Article 16(6) of the EU Regulation 537/2014 has been imposed on the Company. Accordingly, shareholder approval is being sought pursuant to resolution 5 to reappoint KPMG LLP as auditor of the Company.

Resolution 6 proposes that the Audit Committee be authorised to determine the level of the auditor's remuneration.

Resolutions 7–13: Re-election of Directors

Under the Company's Articles of Association (the 'Articles'), Directors appointed by the Board are required to submit themselves for election at the first AGM following their appointment. There have been no Directors appointed to the Board since the 2018 AGM; therefore, in accordance with the UK Corporate Governance Code every Director will stand for re-election at the AGM.

Biographical details of each Director standing for re-election can be found on pages 52 and 53 of the 2020 Annual Report together with their skills and experience which support the reasons why their contributions are, and continue to be, important to the Company's long-term sustainable success.

The Board supports the re-election 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 2020 Annual Report, assist 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.

Explanatory notes on the resolutions which we will be proposing at the AGM

continued

Resolution 14: 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 14 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 14(a) of resolution 14 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 £930,217 (representing 93,021,700 ordinary shares). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 3 September 2020 (being the latest practicable date before the publication of this document).

In addition, if passed, paragraph 14(b) of resolution 14 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 £930,217 (representing 93,021,700 ordinary shares). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 3 September 2020 (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 of allotting new ordinary shares other than in relation to the Company's share schemes. 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 15 and 16: 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 15 and 16, 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 15 will be limited to allotments or sales of ordinary shares:

- (a) 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
- (b) in any other case, up to an aggregate nominal amount of £139,532 (representing 13,953,200 ordinary shares). This amount represents approximately 5 per cent of the issued ordinary share capital of the Company as at 3 September 2020 (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 15 will expire on the conclusion of the AGM of the Company to be held in 2021.

The powers proposed under resolution 16 will be limited to allotments or sales of ordinary shares:

- (a) up to an aggregate nominal amount of £139,532 (representing 13,953,200 ordinary shares). This amount represents approximately 5 per cent of the issued ordinary share capital of the Company as at 3 September 2020 (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 16 will expire on the conclusion of the AGM of the Company to be held in 2021.

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. As noted in relation to resolution 14 above, the Directors have no current intention of issuing ordinary shares other than in relation to the Company's employee share schemes.

Resolution 17: 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 17, 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 17, but consider the authority desirable to provide maximum flexibility in the management of the Company's capital base. If passed, and in considering whether to use this authority, the Directors will take into account factors including the financial resources of the Company, the Company's share price and future funding opportunities. 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 27,906,500 ordinary shares, representing approximately 10 per cent of the issued equity share capital of the Company as at 3 September 2020 (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 2021 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 3 September 2020 (being the latest practicable date prior to publication of this document) was 8,542,712, which represents approximately 3.06 per cent of the Company's issued share capital and would represent 3.40 per cent of the Company's issued share capital if the full authority to repurchase ordinary shares as proposed by resolution 17 was exercised.

As at 3 September 2020 (being the latest practicable date prior to publication of this document), the Company holds no shares in treasury.

Resolution 18: Notice of general meetings

Resolution 18 enables the Company to hold general meetings (other than AGMs) 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 AGM, when it is intended that a similar resolution will be proposed.

Resolution 19: Political donations

Resolution 19 deals with political donations. Under the Companies Act 2006, political donations to any political parties, independent election candidates or political organisations or the incurring of political expenditure are prohibited unless authorised by shareholders in advance. What constitutes a political donation, a political party, a political organisation, or political expenditure is not easy to decide, as the legislation is capable of wide interpretation. Sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties and support for bodies representing the business community in policy review or reform may fall within this.

Therefore, notwithstanding that the Company has not made a political donation in the past, and has no intention either now or in the future of making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate, the Board has decided to put forward resolution 19. This will allow the Company to support the community and put forward its views to wider business and government entities without running the risk of being in inadvertent breach of the law. As permitted under the Companies Act 2006, resolution 19 also covers any political donations made, or political expenditure incurred, by any subsidiaries of the Company. This authority will expire at the end of the next AGM of the Company.

Resolutions 20–22: Adoption of new share incentive plans

Resolutions 20, 21 and 22 seek approval for the establishment of a new Long Term Incentive Plan (LTIP), Restricted Share Plan (RSP) and Deferred Annual Bonus Share Plan (DABS Plan) (together the 'New Plans') and any equivalent overseas plan to each of those plans that the Company may wish to operate from time to time.

The Company currently operates the NCC Group Long Term Incentive Plan (the 'Existing LTIP') and the NCC Group Deferred Annual Bonus Plan (the 'Existing DABS Plan'). The Existing LTIP was adopted in 2013 and the Existing DABS Plan was adopted as a schedule to the Existing LTIP in 2014.

Shareholder approval is being sought for the LTIP and the DABS Plan as the Existing LTIP and the Existing DABS Plan will expire in 2023 and the Company wishes to refresh and update those plans now and align them with current market practice. Approval is also sought for the RSP to allow for the grant of restricted share awards to employees of the Company. Other than as part of a buyout of existing entitlements at the time of recruitment, the Company's proposed new remuneration policy for which approval is being sought at the AGM will not permit grants to be made to Executive Directors under the RSP. The rules of the proposed RSP also prohibit awards which are not permitted by the Company's remuneration policy in place from time to time.

A summary of the principal terms of the proposed New Plans is set out in the Appendix to this Notice of AGM.

The rules of the proposed New Plans will be available for inspection during normal business hours on Monday to Friday (excluding bank holidays) at the Company's registered office at XYZ Building, 2 Hardman Boulevard, Spinningfields, Manchester M3 3AQ and at the offices of DLA Piper UK LLP, at 160 Aldersgate Street, Barbican, London EC1A 4HT, from the date of this document until the close of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes before and during the meeting.

Notice of Annual General Meeting

Notice is hereby given that NCC Group plc (the 'Company') will hold its Annual General Meeting at the offices of NCC Group plc, XYZ Building, 2 Hardman Boulevard, Spinningfields, Manchester M3 3AQ at 10.30 am on 20 October 2020 to consider and, if thought fit, pass the following resolutions.

Resolutions 1 to 14 (inclusive) and resolutions 19 to 22 will be proposed as ordinary resolutions and resolutions 15 to 18 (inclusive) will be proposed as special resolutions. The Directors have determined that all the resolutions to be put to a vote at the AGM will be decided on a poll:

1. To receive the Company's annual accounts, the Strategic Report and the reports of the Directors and auditor for the financial year ended 31 May 2020.
2. To approve the Directors' Remuneration Report (other than the part containing the Directors' remuneration policy) for the financial year ended 31 May 2020.
3. To approve the Directors' remuneration policy (as contained in the Directors' Remuneration Report for the year ended 31 May 2020).
4. To declare a final dividend for the financial year ended 31 May 2020 of 3.15p per ordinary share, to be paid on 6 November 2020 to members whose names appear on the register of members at the close of business on 9 October 2020.
5. 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.
6. To authorise the Audit Committee to determine the auditor's remuneration.
7. To re-elect Adam Palsler as a Director.
8. To re-elect Chris Stone as a Director.
9. To re-elect Jonathan Brooks as a Director.
10. To re-elect Chris Batterham as a Director.
11. To re-elect Jennifer Duvalier as a Director.
12. To re-elect Mike Ettling as a Director.
13. To re-elect Tim Kowalski as a Director.
14. That the Directors be and they are hereby generally and unconditionally authorised 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 to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights'):
 - (a) up to an aggregate nominal amount of £930,217; and
 - (b) up to a further aggregate nominal amount of £930,217 provided that: (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006); and (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates and to holders of other equity securities if required by the rights of those securities, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any territory or the requirements of any regulatory

body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

15. That, subject to the passing of resolution 14 as set out in this Notice of 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 (but in the case of the authority granted under paragraph (b) of resolution 14 by way of rights issue only) to the holders of ordinary 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 or by virtue of shares being represented by depositary receipts or other matter; 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 £139,532, 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, subject to the passing of resolution 14 as set out in this Notice of meeting, the Directors be authorised in addition to any authority granted under resolution 15 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 £139,532; 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 Directors 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.

17. That the Company be generally and unconditionally authorised 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 27,906,500 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 an ordinary share in the Company 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 and the highest current independent bid for an ordinary 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.

18. That a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice.

19. THAT in accordance with sections 366 and 367 of the Companies Act 2006 the Company and all companies which are subsidiaries of the Company at the date on which this resolution 19 is passed or during the period when this resolution 19 has effect be generally and unconditionally authorised to:

- (a) make political donations to political parties or independent election candidates not exceeding £25,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £25,000 in total; and
- (c) incur political expenditure not exceeding £25,000 in total,

(as such terms are defined in the Companies Act 2006) during the period beginning with the date of the passing of this resolution and ending at the end of the next Annual General Meeting of the Company provided that the authorised sum referred to in paragraphs (a), (b) and (c) above may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into Pounds Sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day in which the Company enters into any contract or undertaking in relation to the same provided that,

in any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this resolution shall not exceed £75,000.

20. That:

- (a) the NCC Group plc 2020 Long Term Incentive Plan (LTIP), a summary of the principal terms of which is set out in the appendix, be hereby approved and adopted;
- (b) the Directors of the Company be hereby authorised to establish further plans based on the LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against any limits on individual or overall participation in the main plan; and
- (c) the Directors of the Company be hereby authorised to do all acts and things which it considers necessary or desirable to effect the LTIP and any further plans based on the LTIP as referred to in this resolution.

21. That:

- (a) the NCC Group plc 2020 Restricted Share Plan (RSP), a summary of the principal terms of which is set out in the appendix, be hereby approved and adopted;
- (b) the Directors of the Company be hereby authorised to establish further plans based on the RSP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against any limits on individual or overall participation in the main plan; and
- (c) the Directors of the Company be hereby authorised to do all acts and things which it considers necessary or desirable to effect the RSP and any further plans based on the RSP as referred to in this resolution.

22. That:

- (a) the NCC Group plc 2020 Deferred Annual Bonus Share Plan (DABS Plan), a summary of the principal terms of which is set out in the appendix, be hereby approved and adopted;
- (b) the Directors of the Company be hereby authorised to establish further plans based on the DABS Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against any limits on individual or overall participation in the main plan; and
- (c) the Directors of the Company be hereby authorised to do all acts and things which it considers necessary or desirable to effect the DABS Plan and any further plans based on the DABS Plan as referred to in this resolution.

By Order of the Board

Tim Kowalski
Company Secretary
3 September 2020

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 (the '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 Chair 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 3 September 2020 were 279,065,383.
4. To be valid, the completed Proxy Form must be received by the Company's Registrar, Equiniti, by no later than 10.30 am on 16 October 2020 and should be addressed to Freepost RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing BN99 8LU.
5. Arrangements for the appointment of a proxy and proxy instructions will be made available to all members who are registered in the register of members of the Company at the close of business on 9 September 2020. If you have any questions in relation to your proxy appointment, please contact the Company's Registrar, Equiniti, on 0371 384 2679 or from outside the UK on +44 (0)121 415 7047. Lines are open 8.30 am to 5.30 pm Monday to Friday excluding public holidays in England and Wales.
6. 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. 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 10.30 am on 16 October 2020. 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.

7. 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.
8. The right of members to vote at the AGM is determined by reference to the Company's register of members (the '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 16 October 2020 will be eligible to attend or vote at this AGM. We will disregard changes to entries on the Register after 6.30 pm on 16 October 2020.
9. 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 new share incentive plans,

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.

will be available for inspection at registered office of the Company and at the offices of DLA Piper UK LLP, 160 Aldersgate Street, London EC1A 4HT, 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.

10. Biographical details of the current Directors who are being proposed for re-election by shareholders are set out on pages 52 and 53 of the Company's 2020 Annual Report and Accounts.
11. 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.
12. 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.
13. Under sections 338 and 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company: (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which those members intend to move (and which may properly be moved) at the meeting; and (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting. A resolution may properly be moved, or a matter properly included in the business, unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of any inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person(s) making it and must be received by the Company not later than six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
14. 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.nccgroupplc.com/investor-relations.
15. 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; or
 - (b) the answer has already been given on a website in the form of an answer to a question; or
 - (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
16. 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.
17. As at 3 September 2020 (being the latest practicable date prior to publication of this document) the Company's issued share capital consists of 279,065,383 ordinary shares of 1p each. The Company holds no ordinary shares in treasury.

Appendix

Summary of the principal terms of the New Plans

The principal terms of the New Plans are set out below:

1. Overview

- 1.1 The New Plans give participants the right to receive shares subject to certain conditions and continued employment.

2. Operation

- 2.1 The New Plans will be administered by the Board of Directors or a duly authorised Committee of the Board of Directors (the 'Committee'). In relation to the participation in the New Plans of any Director or senior manager, the relevant Committee will always be the Company's Remuneration Committee.
- 2.2 The Committee will be responsible for determining which eligible employees participate in the New Plans, and the extent and terms of their awards.

3. Eligibility

- 3.1 Awards may be made under the New Plans to employees and Executive Directors of the NCC Group (the 'Group'), subject to any awards granted to Executive Directors being permitted by the Company's remuneration policy which applies from time to time (the 'Remuneration Policy'). Non-Executive Directors will not be eligible to participate in the New Plans.

4. Timing

- 4.1 Awards may generally only be granted during the period of 42 days starting on:
- (a) the first dealing day after the day on which the Company makes an announcement of its results for any period; or
 - (b) the day on which the Remuneration Policy is approved by shareholders.

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

- 4.2 No awards can be granted under the New Plans after the tenth anniversary of their approval by the shareholders.

5. Form of awards

Awards granted under the New Plans can take the form of:

- (a) a conditional right to receive shares at the end of a specified period; or
- (b) a nil or nominal cost option over shares which becomes exercisable at the end of a specified period.

Awards will be settled in shares. The Committee will have discretion to settle entitlements in cash but it is not intended that this discretion would be exercised except in exceptional circumstances.

6. Individual limits

- 6.1 Each of the New Plans has a different individual limit:
- (a) in the case of the LTIP, the market value of the shares underlying awards granted to a participant in respect of any financial year of the Company may not exceed 200 per cent of that participant's salary at the time of grant or, in the case of Executive Directors, 100 per cent of salary (or such greater limit as may be permitted by the Remuneration Policy);
 - (b) in the case of the RSP, the market value of the shares underlying awards granted to a participant in respect of any financial year of the Company may not exceed 200 per cent of that participant's salary at the time of grant; and
 - (c) in the case of the DABS Plan, the market value of the shares underlying an award will not exceed the amount of the participant's bonus which is being deferred into the award.

- 6.2 In the case of the LTIP and RSP, the Committee has discretion to make awards outside of these limits where it considers the circumstances sufficiently exceptional to justify this.

7. Share capital limits

- 7.1 Awards granted under the New Plans may be satisfied with new issue shares, treasury shares or market purchase shares.
- 7.2 In any ten year period, not more than 10 per cent of the issued ordinary share capital of the Company may be issued or committed to be issued under all employee share plans operated by the Company. In addition, in any ten year period, not more than 5 per cent of the issued ordinary share capital of the Company may be issued or committed to be issued under discretionary share plans operated by the Company.
- 7.3 Treasury shares will be treated as new issue shares for the purposes of these limits unless institutional investor guidelines cease to require such shares to be so counted.

8. Vesting and exercise of awards

- 8.1 Different vesting and exercise provisions apply under each New Plan:
- (a) LTIP and RSP – In the case of awards granted under the LTIP or RSP, awards vest over a vesting period or periods determined by the Committee which will generally not be less than three years. In relation to awards granted under the LTIP, the Committee may, and shall in the case of Executive Directors, specify performance conditions to be satisfied before an award shall vest. Vesting of RSP awards may be conditional on achievement of a performance underpin specified by the Committee at the time of grant. The Committee may vary or substitute a performance condition or underpin if one or more events occur which cause the Board to consider that a varied or substituted performance condition or underpin would be more appropriate and would not be materially less difficult to satisfy.

Where an award is to vest, the Committee has discretion to reduce (including to nil) the extent to which that award vests if it considers that the vesting level does not reflect the underlying performance (financial or otherwise) of the participant or the Group or if, at the Committee's discretion, any other circumstances justify such reduction.

The Committee may defer the vesting of awards wholly or partly or may alter the terms of a conditional share award such that it becomes an option if an event occurs which causes the Committee to consider that such deferral or alteration is appropriate.

Awards may (and will, in the case of Directors) be subject to a further deferral period, which will normally be two years, during which the shares may not be sold, save to raise proceeds to cover tax liabilities payable by the participant on the vesting of exercise of the award. In the case of participants who are Executive Directors of the Company, any deferral periods will be in compliance with the Remuneration Policy.

- (b) DABS Plan – In the case of awards granted under the DABS Plan, awards will normally vest two years after the grant date.

8.2 Awards granted as options will normally be exercisable from vesting until the tenth anniversary of grant.

8.3 In certain circumstances, the Committee has discretion to accelerate the vesting of some or all of an award (and/or the release of any award from a deferral period) or determine that the award will be settled in cash where the participant relocates to another jurisdiction. In such circumstances, the Committee may determine that the vesting or release of the award is subject to conditions and restrictions.

9. Dividend equivalents

The Committee may determine that participants will receive a payment in cash or shares equal to the value of dividends that would have been payable on the shares that vested over the vesting period (and, in the case of an award in the form of an option, over any deferral period to the extent that the option is not exercised during that deferral period). This amount may assume reinvestment in further shares and may include or exclude special dividends.

10. Malus and clawback

10.1 Malus and clawback provisions may be operated at the discretion of the Committee where it considers it appropriate to do so. Such circumstances would include any of the following:

- (a) a material misstatement of any Group company's financial results; or
- (b) an error in assessing a performance condition which affects the extent to which an award vests or is released or, in the case of the DABS Plan, any performance condition applicable to the bonus in respect which the award was made; or

- (c) a material failure of risk management in, or any serious reputational damage to, any Group company or business unit; or
- (d) corporate failure of any Group company or of a relevant business unit; or
- (e) serious misconduct or material error on the part of the participant; or
- (f) any other circumstances which the Board determines are similar in their nature or effect to those above.

10.2 If the Committee decides to operate malus or clawback, the Committee may impose further conditions on an award, and/or reduce the number of shares to which an award relates at any time up to the fifth anniversary of grant (or, in the case of the DABS Plan, the third anniversary of grant). The Committee may also recover shares or cash already delivered under the New Plans.

10.3 In addition, the Committee may impose further conditions on an award, and/or reduce the number of shares underlying an award at any time up to the fifth anniversary of grant (or, in the case of the DABS Plan, the third anniversary of grant) in order to satisfy any malus or clawback provision operated in any other employee incentive plan operated by any Group company.

10.4 The Committee may, in certain circumstances, extend the application of malus and clawback beyond the fifth anniversary of grant (or, in the case of the DABS Plan, the third anniversary of grant) if there is an ongoing investigation into relevant conduct or actions.

11. Leaving employment

11.1 Under each of the New Plans if a participant leaves employment within the Group:

- (a) a participant's unvested awards will normally lapse when the participant ceases to be employed within the Group. However, if a participant so ceases for a "good leaver" reason (ill health, injury, disability, the employing company or business being transferred out of the Group, or any other reason that the Committee determines excluding circumstances of dismissal for gross misconduct), any unvested awards will vest on the original vesting date, unless the Committee determines otherwise. If a participant dies, any unvested award will vest immediately;
- (b) the vesting of awards in these "good leaver" circumstances will reflect the extent to which any applicable performance conditions (or underpin) are satisfied and, unless the Committee determines otherwise, will be reduced pro rata to take account of the proportion of the vesting period that had not elapsed at the date of such cessation of employment. In the case of the DABS Plan, awards will vest in full on the normal vesting date unless the Committee determines to allow vesting at the date of leaving, in which case it may also determine that a pro rata reduction shall apply; and

11. Leaving employment continued

- (c) awards which take the form of options will generally remain exercisable until the later of six months after the date on which the award vests or six months after the cessation of employment. In the case of death, vested options will generally remain exercisable for 12 months from the date of death. The Committee may extend these exercise periods up to ten years from the date of grant.

Participants who leave may be subject to post-employment holding requirements in relation to any shares they have acquired or acquire after leaving pursuant to awards granted under the New Plans in accordance with the terms of any post-employment shareholding policy adopted by the Company from time to time.

12. Change of control and reorganisations

12.1 If there is a change of control of the Company:

- (a) any unvested awards under the LTIP or RSP will normally vest immediately to the extent to which any applicable performance conditions have been satisfied at the time of the change of control, and, unless the Committee determines otherwise, on a time pro rated basis; and
- (b) any unvested awards under the DABS Plan will vest immediately in full.

Unless the Committee determines otherwise, options will remain exercisable for one month after the date of the change of control and will lapse at the end of that period.

12.2 On a change of control or any internal reorganisation, participants may be required to exchange their awards for equivalent awards in a different company.

13. Variation of share capital and other events

13.1 In the event of a variation in the share capital of the Company, or if the Company is or may be affected by a merger, delisting, special dividend or other event which the Board considers will affect the current or future value of shares, then the Committee may determine that unvested awards will vest to the extent to which any applicable performance conditions (or underpin) have been satisfied at the time of the relevant event, and, unless the Committee determines otherwise and except in the case of the DABS Plan, on a time pro rated basis.

13.2 Alternatively, in such circumstances, the Committee may adjust the number of shares to which unvested awards relate as it considers appropriate.

13.3 On a winding-up of the Company, awards will vest to the extent to which any applicable performance conditions (or underpin) have been satisfied at the time of the winding-up, and, unless the Committee determines otherwise and except in the case of the DABS Plan, on a time pro rated basis.

14. General

14.1 Benefits provided under the New Plans are not pensionable and may not be transferred, assigned, charged or otherwise disposed of (other than to a participant's personal representatives on death).

14.2 Shares issued or transferred from treasury in connection with the New Plans will rank equally in all respects with shares of the same class in issue on the date of allotment or transfer from treasury, except in respect of rights by reference to a record date prior to the date of allotment or transfer from treasury (as relevant). Participants will not have dividend or voting rights in respect of shares until such shares have been issued or transferred to them (or to their nominee).

15. Amendments

15.1 The rules of the New Plans may be altered by the Committee from time to time. However, prior shareholder approval will be required to amend certain provisions if the amendments are to the advantage of participants. These provisions relate to:

- (a) eligibility;
- (b) individual and plan limits;
- (c) the basis of determining entitlements to and the terms of shares or cash provided;
- (d) the power to make adjustments in the event of a variation in the Company's share capital; and
- (e) the amendment powers.

15.2 However, shareholder approval is not required for minor amendments to benefit the administration of the New Plans, to take account of a change in legislation, or which will obtain or maintain favourable tax, exchange control or regulatory treatment for any Group company or any participant.

15.3 Any amendment to the disadvantage of participants requires consent from the majority of those disadvantaged participants invited to indicate whether or not they approve the amendment and who give such indication.

15.4 The Committee can establish further schedules to the New Plans for overseas territories, which must be similar to the New Plans but modified to take account of local tax, exchange control or securities laws, provided that any awards granted and any shares made available under such further schedules are treated as counting against the individual and plan limits in the New Plans.

16. Plan rules prevail

16.1 In the event of a conflict between this summary of the principal terms of the New Plans and the rules of the New Plans, the rules of the New Plans will prevail.