

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your broker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all your shares in NCC Group plc, please forward this letter and the accompanying documents to the purchaser, transferee or to the broker or agent through whom you made the sale or transfer was effected for transmission to the purchaser or the transferee. However, such documents should not be forwarded or transmitted in or into any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of such jurisdiction.

NCC Group plc

(Incorporated in England and Wales with registered number 04627044)

Registered office:

XYZ Building 2 Hardman Boulevard, Spinningfields, Manchester M3 3AQ

Directors:

Michael Maddison
Guy Ellis
Christopher Stone
Julie Chakraverty
Jennifer Duvalier
Michael Ettling
Lynn Fordham

Company Secretary:

Jonathan Williams

18 July 2025

To shareholders of NCC Group plc and, for information only, to holders of convertible securities, options or subscription rights and persons with information rights.

Dear Shareholder,

On 28 April 2025, the board of NCC Group plc (**Company**) confirmed that it was investigating a number of options for its Escode business including a potential sale (**Potential Sale**).

On 16 July 2025, the Company announced that the process in relation to the Potential Sale is continuing but there can be no certainty that it will result in a transaction that the board would be happy to recommend (**Announcement**). The Company also confirmed in the Announcement that it is in the early stages of commencing a review of all strategic options for its Cyber business in the event the Potential Sale is agreed (**Cyber Review**). The Company stated in the Announcement that the Cyber Review is at a very preliminary stage and includes a range of potential outcomes including potential offers for the entire issued and to be issued share capital of the Company, and that no decision has been made regarding which options will be pursued. In the Announcement, the Company also stated that it is not in discussions with, nor in receipt of any approach from, any potential offeror at the time of the Announcement.

The full text of the Announcement is enclosed with this letter, as required under Rule 2.11 of the City Code on Takeovers and Mergers (**Code**).

Although the Announcement has put the Company into what is known as an "offer period" under the Code, there can be no certainty that any person will proceed to make an offer for the Company. A further announcement will be made in due course as appropriate.

This letter is not to be taken as a summary of the information in the Announcement and should not be regarded as a substitute for reading the Announcement in full.

A copy of this letter, including the full text of the Announcement and all other information, documents and announcements relating to the Announcement, will remain available during the course of the offer period on the Company's website at <https://www.nccgroupplc.com/investor-relations/>.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Chris Stone'.

Chris Stone
Chairman

Availability of hard copies

If you received this letter and the attached announcement in electronic form you may request a hard copy of the documents by contacting the Company's Registrar, Equiniti Limited, by telephone on 0371 384 2417 or by submitting a request in writing addressed to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. It is important that you note that unless you make such a request, a hard copy of the documents will not be sent to you. You may also request that all future documents, announcements and information to be sent to you in relation to any offer or the formal sale process should be in hard copy form.

Directors' responsibility statement

The Directors of the Company accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors, who have taken all reasonable care to ensure such is the case, the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information. This is for information purposes only and does not constitute an offer to sell or an invitation to purchase any securities or the solicitation of an offer to buy any securities, pursuant to the possible offer or otherwise.

Provision of addresses, electronic addresses and other details

Please note that addresses, electronic addresses and certain other information provided by the shareholders of the Company, persons with information rights and other relevant persons for the receipt of communications from the Company may be provided to any offeror during the offer period as required under Section 4 of Appendix 4 of the Code.

Dealing disclosure requirements

Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified.

An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) of the Code applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8 of the Code. A Dealing Disclosure by a person to whom Rule 8.3(b) of the Code applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3 of the Code.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4 of the Code).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.

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Christopher Stone
Julie Chakraverty
Jennifer Duvalier
Michael Ettling
Lynn Fordham

Company Secretary:

Jonathan Williams

17 July 2025

To employees of NCC Group plc.

Dear employees,

On 28 April 2025, the board of NCC Group plc (**Company**) confirmed that it was investigating a number of options for its Escode business including a potential sale (**Potential Sale**).

On 16 July 2025, the Company announced that the process in relation to the Potential Sale is continuing but there can be no certainty that it will result in a transaction that the board would be happy to recommend. The Company also confirmed that it is in the early stages of commencing a review of all strategic options for its Cyber business in the event the Potential Sale is agreed (**Cyber Review**) and that such Cyber Review includes a range of potential outcomes including potential offers for the entire issued and to be issued share capital of the Company (**Announcement**).

The purpose of this letter is to give you notice, in accordance with Rule 2.11 of the City Code on Takeovers and Mergers (**Code**), that the Announcement has been published on the Company's website at <https://www.nccgroupplc.com/investor-relations/rns/>.

Although the Announcement has put the Company into what is known as an "offer period" under the Code, there can be no certainty that any person will proceed to make an offer for the Company. A further announcement will be made in due course as appropriate.

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Company employees should be aware of the right of any employee representatives under Rule 25.9 of the Code to have a separate opinion appended to any circular that may be published by the Company in accordance with Rule 25.1 of the Code. The Company will also be responsible for the costs reasonably incurred by the employee representatives in obtaining the advice required for the verification of the information contained in their opinion.

A copy of this letter, including the full text of the Announcement and all other information, documents and announcements relating to the Announcement, will remain available during the course of the offer period on the Company's website at <https://www.nccgroupplc.com/investor-relations/>.

Yours faithfully

Mike Maddison
Chief Executive Officer

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Website notification

This letter is a website notification for the purposes of the Code.

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