



## **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, together with the accompanying documents, to the stockbroker, bank or other agent through which the sale or transfer was effected, for transmission to the purchaser or transferee.

**Arrangements for the 2025 Annual General Meeting ("AGM") to be held at 9.00 am on Tuesday 28 January 2025 at the offices of DLA Piper UK LLP, 160 Aldersgate Street, London EC1A 4HT.**

The Board recognises that the AGM provides an important opportunity to engage with shareholders. Therefore, to facilitate the engagement, the Company will ensure that shareholders can submit any questions in writing prior to the AGM. Shareholders may submit their questions by writing to [investor\\_relations@nccgroup.com](mailto:investor_relations@nccgroup.com) with details of their name, shareholding and question by 9.00 am on Friday 24 January 2025. Only questions from registered shareholders of the Company will be accepted.

The result of the poll vote will be announced via a regulatory information service and published on our website as soon as possible after the AGM.



**NCC Group plc**

(Registered in England with company registration number 4627044)

(the "Company")

Registered office:

XYZ Building  
2 Hardman Boulevard  
Spinningfields  
Manchester  
M3 3AQ

Dear Shareholder

**NCC Group plc's 2025 Annual General Meeting**

I am pleased to invite you to attend the 2025 Annual General Meeting ("AGM") of the Company to be held at the offices of DLA Piper UK LLP, 160 Aldersgate Street, London EC1A 4HT, at 9.00 am on Tuesday 28 January 2025.

The primary focus of the AGM will be on the formal business set out in the Notice of Meeting (the "Notice"). The formal notice of AGM is set out on pages 5 and 6 of this document and the explanatory notes on each resolution to be considered at the AGM appear on pages 2 to 4 of this document.

**Action to be taken**

The business of the meeting will be conducted on a poll. While the Company is looking forward to welcoming our shareholders to our AGM, shareholders are encouraged to submit their voting instructions and Proxy Form as soon as possible, even if they might intend to attend the AGM in person.

The Company's Registrar, Equiniti, must receive the completed Proxy Form, at the address on the form, by no later than 9.00 am on Friday 24 January 2025. Alternatively, you can vote using our CREST proxy voting service by following the procedures set out in the CREST Manual, or if you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform. You will still be able to vote on the day of the AGM if you attend the AGM in person, 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. Further details relating to voting by proxy are set out in the notes to the Notice on pages 7 to 8 of this document.

**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 its shareholders. Accordingly, the Directors unanimously recommend you vote in favour of the resolutions set out on pages 5 to 6, as they intend to do in respect of their own beneficial shareholdings in the Company.

The Board would like to take this opportunity to thank all shareholders for their continued support.

Yours faithfully,

**Chris Stone**

Chair

10 December 2024

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

Resolutions 1 to 14 (inclusive) and Resolution 19 will be proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, more than 50% 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, at least 75% of the votes cast must be in favour of the resolution.

## Resolution 1: Receiving the Annual Report and Accounts

The Directors are required to present the Annual Report and Financial Statements for the financial period ended 30 September 2024, together with the Strategic Report and the reports of the Directors and auditor to shareholders at the AGM, all of which are contained within the Company's Annual Report and Accounts 2024 (the "2024 Annual Report"), which is available online at <https://www.nccgroupplc.com/investor-relations/results-media/>.

## Resolution 2: Approving the Directors' Remuneration Report (other than the Directors' remuneration policy)

The Directors' Remuneration Report is included in full on pages 79 to 100 of the 2024 Annual Report and provides details of the remuneration paid to the Directors in respect of the financial period ended 30 September 2024. For the purposes of this resolution, this does not include the parts of the Directors' Remuneration Report containing the Directors' remuneration policy, which is set out on pages 94 to 100 of the 2024 Annual Report.

In accordance with the Companies Act 2006 (the "Companies Act"), the approval of the Directors' Remuneration Report is an advisory vote only and the Directors' entitlement to receive remuneration is not conditional thereon. This resolution and vote are a means of providing shareholder feedback to the Board on the implementation of the Directors' remuneration policy.

## Resolution 3: Approving the Directors' remuneration policy

The current Directors' remuneration policy was approved by shareholders at the Annual General Meeting held on 4 November 2021. The Companies Act requires that the Directors' remuneration policy be put to a binding vote by ordinary resolution at least every three years and shareholders are therefore being asked to approve at the AGM a new Directors' remuneration policy (the "Policy"), as set out on pages 94 to 100 of the 2024 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.

Subject to approval at the AGM, the proposed Policy will take effect from the end of the AGM and will replace the existing policy as approved by shareholders in 2021.

## 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 1.5p per ordinary share for the financial period ended 30 September 2024. If approved, the final dividend will be paid on 4 April 2025 to shareholders on the register at close of business on 21 February 2025.

## Resolutions 5 and 6: Reappointment 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. The Board, on the recommendation of the Audit Committee, recommends the reappointment of PricewaterhouseCoopers LLP (PwC) as auditor to the Company (to hold office until the next such meeting) and, accordingly, Resolution 5 proposes such reappointment. An assessment of the effectiveness, independence and objectivity of the auditor has been undertaken by the Audit Committee and details of the assessment can be found on page 72 of the 2024 Annual Report. 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.

In accordance with normal practice, Resolution 6 proposes that the Audit Committee, for and on behalf of the Directors, be authorised to determine the level of the auditor's remuneration.

## Resolutions 7–13: Re-election of Directors

In accordance with the UK Corporate Governance Code (the "Code"), all of the Directors will stand for re-election at the AGM. No Directors have been appointed by the Board since the previous AGM and therefore no Directors are required to submit themselves for election at the AGM under the Company's Articles of Association (the "Articles").

Biographical details of each Director standing for re-election can be found on pages 56 and 57 of the 2024 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 on pages 56 to 57 of the 2024 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. Details of the Board performance review are set out within the 2024 Annual Report. Their independence was determined by reference to the relevant provisions of the Code. 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.

## **Resolution 14: Granting the Directors authority to allot shares**

Under section 551 of the Companies Act, the directors of a company are not permitted to allot shares (or grant certain rights over shares) unless authorised to do so by shareholders.

Resolution 14 renews a similar authority given at the last AGM and is in two parts.

The Investment Association (“IA”) share capital management guidelines on directors’ authority to allot shares state that its members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two-thirds of the company’s issued share capital, provided that any authority to allot shares representing in excess of one-third of the company’s issued share capital should only be used to allot shares pursuant to a fully pre-emptive offer (including a rights issue).

In line with guidance issued by the IA, if passed, paragraph (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 £1,049,133 (representing 104,913,324 ordinary shares). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 6 December 2024 (being the latest practicable date before the publication of this document).

In addition, if passed, paragraph (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 £1,049,133 (representing 104,913,324 ordinary shares). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 6 December 2024 (being the latest practicable date before the publication of this document).

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 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.

If given, these authorities will expire on the earlier of the conclusion of the Company’s next AGM, or on 28 April 2026. It is the Directors’ intention to renew the allotment authority each year.

## **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 or sell treasury shares 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.

In accordance with the Pre-Emption Group’s Statement of Principles on Disapplying Pre-Emption Rights (“Statement of Principles”), 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 up to a maximum aggregate nominal amount of £2,098,266 without first offering them to shareholders pro rata to their existing holdings.

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

- (a) up to an aggregate nominal amount of (i) £2,098,266 in connection with a rights issue or (ii) £1,049,133 in connection with an open offer or other pre-emptive offer, in each case 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;
- (b) in any other case, up to an aggregate nominal amount of £314,739 (representing 31,473,997 ordinary shares). This amount represents approximately 10% of the issued ordinary share capital of the Company as at 6 December 2024 (being the latest practicable date before the publication of this document); and
- (c) up to 2% for a follow-on offer which the Directors determine to be a kind contemplated in the Statement of Principles.

If given, the authority granted under Resolution 15 will expire on the earlier of the conclusion of the Company’s next AGM, or on 28 April 2026. It is the Directors’ intention to renew this authority each year.

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

- (a) up to an aggregate nominal amount of £314,739 (representing 31,473,997 ordinary shares). This amount represents approximately 10% of the issued ordinary share capital of the Company as at 6 December 2024 (being the latest practicable date before the publication of this document);
- (b) may be used only for the purposes of financing (or refinancing, if such refinancing occurs within 12 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 most recently published by the Pre-Emption Group prior to the date of this Notice; and
- (c) up to an aggregate nominal amount of £62,947 (which represents approximately 2% of the issued ordinary share capital of the Company) for a follow-on offer which the Directors determine to be a kind contemplated in the Statement of Principles.

If given, the authority granted under Resolution 16 will expire on the earlier of the conclusion of the Company’s next AGM, or on 28 April 2026. It is the Directors’ intention to renew this authority each year.

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

### 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 the last 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 be a prudent use of the Company's cash resources and 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 would not be entitled to receive any dividend or dividend equivalent (apart from any issue of bonus shares) and would 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 is limited to 31,473,997 ordinary shares, representing approximately 10% of the issued equity share capital of the Company as at 6 December 2024 (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 earlier of the conclusion of the Company's next AGM, or 28 April 2026. 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 6 December 2024 (being the latest practicable date prior to publication of this document) was 13,259,661, which represents approximately 4.21% of the Company's issued share capital and would represent 4.68% of the Company's issued share capital if the full authority to repurchase ordinary shares, as proposed by Resolution 17, was exercised.

As at 6 December 2024 (being the latest practicable date prior to publication of this document), the Company holds no shares in treasury and there are no warrants outstanding over any ordinary shares in the Company.

### Resolution 18: Notice of general meetings

Resolution 18 enables the Company to hold general meetings (other than AGMs) on 14 clear days' notice. The Companies Act provides that the minimum notice period required for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. The Articles currently permit such shorter notice period, but this resolution is required in order to comply with the Companies (Shareholders' Rights) Regulations 2009.

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. The Directors do not have any current intention to exercise this authority but consider it appropriate to ensure that the Company has the appropriate flexibility to respond to all eventualities.

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

AGMs will continue to be held on at least 21 clear days' notice.

### Resolution 19: Political donations

Resolution 19 deals with political donations. Under the Companies Act, 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 these terms are widely defined in the Companies Act. Normal business activities and expenditure which might not be thought to be political expenditure or a political donation to a political organisation in the usual sense may fall within the restrictions of the Companies Act. For example, 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.

**It is not the Company's policy to make donations to political parties, or to make other political donations within the normal meaning of that expression, and the Directors have no intention of changing that policy. 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.**

The resolution does not purport to authorise any particular donation or expenditure, but is expressed in general terms, as required by the Companies Act, and 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. The authority will not be used to make political donations within the normal meaning of that expression. As permitted under the Companies Act, Resolution 19 also covers any political donations made, or political expenditure incurred, by any subsidiaries of the Company, in each case up to an aggregate limit of £75,000. This authority will expire at the end of the next AGM of the Company.

# 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 DLA Piper UK LLP, 160 Aldersgate Street, London EC1A 4HT, at 9.00 am on Tuesday 28 January 2025 to consider and, if thought fit, pass the following resolutions.

Resolutions 1 to 14 (inclusive) and Resolution 19 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 period ended 30 September 2024.
2. To approve the Directors' Remuneration Report (other than the part containing the Directors' remuneration policy) for the financial period ended 30 September 2024.
3. To approve the Directors' remuneration policy (as contained in the Directors' Remuneration Report for the financial period ended 30 September 2024).
4. To declare a final dividend for the financial period ended 30 September 2024 of 1.5p per ordinary share, to be paid on 4 April 2025 to members whose names appear on the register of members at the close of business on 21 February 2025.
5. To reappoint PricewaterhouseCoopers 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 Mike Maddison as a Director.
8. To re-elect Chris Stone as a Director.
9. To re-elect Julie Chakraverty as a Director.
10. To re-elect Jennifer Duvalier as a Director.
11. To re-elect Mike Ettling as a Director.
12. To re-elect Guy Ellis as a Director.
13. To re-elect Lynn Fordham as a Director.
14. That the Directors be 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 £1,049,133; and
  - (b) up to a further aggregate nominal amount of £1,049,133 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, in each case 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,
15. That, subject to the passing of Resolution 14 and pursuant to sections 570 and 573 of the Companies Act 2006, the Directors be authorised to allot equity securities (within the meaning of section 560(1) of the Companies Act 2006) for cash under the authority given by Resolution 14 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, such authority being limited:
  - (a) to the allotment of equity securities and the sale of treasury shares for cash in connection with or pursuant to an offer of equity securities by way of rights issue, 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 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, in each case subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with treasury shares, 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;
  - (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 £314,739; and
  - (c) 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 equal to 20% of any allotment of equity securities or sale of treasury shares from time to time pursuant to sub-paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

## Notice of Annual General Meeting continued

and such power shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company, or on 28 April 2026, 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 and all unexercised authorities previously granted to the Directors under sections 570 and 573 of the Companies Act 2006 be and are hereby revoked.

16. That, subject to the passing of Resolution 14, the Directors be authorised in addition to any authority granted under Resolution 15 to allot equity securities (within the meaning of section 560 of Companies Act 2006) for cash under the authority given by Resolution 14 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Companies Act 2006 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 £314,739 used only for the purposes of financing (or refinancing, if the authority is to be used within 12 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; and
- (b) otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time pursuant to sub-paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

and such power shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company, or on 28 April 2026, 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 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of up to 31,473,997 ordinary shares of 1p each in the capital of the Company (being approximately 10% 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 an ordinary share is the higher of:
  - (i) an amount equal to 105% 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 on the earlier of the conclusion of the next Annual General Meeting of the Company, or on 28 April 2026, 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 no 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 is passed or during the period when this resolution has effect be generally and unconditionally authorised, in aggregate, to:

- (a) make political donations to political parties and/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 sections 363 to 365 of the Companies Act 2006), in each case during the period beginning with the date of the passing of this resolution and ending at the conclusion 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, and 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.

By Order of the Board

**Jonathan Williams**  
Company Secretary  
10 December 2024

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

(Registered in England with company registration number 4627044)



## 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 appointment of a proxy, including by 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. The total voting rights in the Company as at 6 December 2024 (being the latest practicable date prior to publication of this document) was 314,739,972.
4. To be valid, the completed Proxy Form must be received by the Company's Registrar, Equiniti, by no later than 9.00 am on Friday 24 January 2025 (or, if the AGM is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting) 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 Friday 24 January 2025 (or, if the AGM is adjourned, close of business on the date which is two working days before the date of the adjourned meeting). If you have any questions in relation to your proxy appointment, please contact the Company's Registrar, Equiniti, on +44 (0)371 384 2679. If calling from outside the UK, please ensure the country code is used. 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](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 9.00 am on Friday 24 January 2025 (or, if

the AGM is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). 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 their 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.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Company's Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 9.00 am on Friday 24 January 2025 (or, if the AGM is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting) in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

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 the close of business on Friday 24 January 2025 will be eligible to attend and vote at this AGM in respect of the number of shares registered in their name at that time. We will disregard changes to entries on the Register after close of business on Friday 24 January 2025 for this purpose.

If the AGM were to be adjourned for any reason, then only those shareholders registered in the Register at the close of business on the day which is two working days prior to the day fixed for the adjourned meeting will be eligible to attend and vote at the adjourned meeting.

## Notes continued

9. Copies of:

- (a) the service contracts of each of the Executive Directors; and
- (b) the letters of appointment of each of the Non-Executive Directors,

will be available for inspection at the 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 56 and 57 of the Company's 2024 Annual Report.
11. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between them and the shareholder by whom they were 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, they 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 this paragraph 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. The information required by section 311A of the Companies Act 2006 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 <https://www.nccgroupplc.com/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 2006. 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.

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 2006 (being shareholders having a right to vote at the meeting and holding at least 5% of the total voting rights of the Company (see Note 3 above) or at least 100 shareholders having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital), the Company may be required to publish on its 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 2006.

Any such request from shareholders under section 527 of the Companies Act 2006 must:

- (a) identify the statement to which it relates, by either setting out the statement in full or, if supporting a statement requested by another shareholder, clearly identifying the statement which is being supported;
- (b) comply with the requirements set out in Note 16; and
- (c) be received by the Company at least one week before the meeting.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with the request. Where the Company is required to publish a statement on its website, 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 2006 to publish on its website.

16. Any request by a shareholder or shareholders to require the Company to publish audit concerns as set out in Note 15:
- (a) may be made either: (i) in hard copy, by sending it to the Company Secretary, NCC Group plc, XYZ Building, 2 Hardman Boulevard, Spinningfields, Manchester M3 3AQ; or (ii) in electronic form, by sending it to [investor\\_relations@nccgroup.com](mailto:investor_relations@nccgroup.com), marked for the attention of the Company Secretary (please state "NCC Group plc: AGM" in the subject line of the email);
  - (b) must state the full name(s) and address(es) of the shareholder(s); and
  - (c) (where the request is made in hard copy form) must be signed by the shareholder(s).
17. As at 6 December 2024 (being the latest practicable date prior to publication of this document) the Company's issued share capital consists of 314,739,972 ordinary shares of 1p each, carrying one vote each. The Company holds no ordinary shares in treasury.



