

Notice of Annual General Meeting

This document is important and requires your immediate attention.

If you are in any doubt about the action you should take, you should seek your own personal financial advice from your stockbroker, bank, solicitor, fund manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred your shares in NCC Group plc, please forward this document to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

NCC Group plc (‘Company’)

(Registered in England No.4627044)

Registered Office:
Manchester Technology Centre
Oxford Road
Manchester
M1 7EF

Dear Shareholder

NCC Group plc’s 2015 Annual General Meeting

I am pleased to invite you to attend the 2015 Annual General Meeting (‘AGM’) of the Company to be held at Manchester Technology Centre, Oxford Road, Manchester, M1 7EF at 11am on Tuesday 15 September 2015.

The formal notice of AGM (‘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 2 to 5.

Action to be taken

Whether or not you intend to come to the AGM, please complete and return the proxy form we have sent to you. The Company’s Registrar, Equiniti, must receive the completed proxy form, at the address on the form, by no later than 11am on 11 September 2015. Alternatively you can vote using our CREST proxy voting service following the procedures set out in the CREST manual. You will still be able to vote on the day of the AGM but if you have already submitted a proxy form, this will only be necessary if you intend to change the voting instructions given on your proxy form.

Recommendation

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

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

Yours faithfully



Paul Mitchell
Non-Executive Chairman

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

Resolution 1: Receiving the report and accounts

The directors will present to the shareholders at the AGM the accounts for the previous financial year, on this occasion for the year ended 31 May 2015, 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 remuneration report is included in full on pages 70 to 93 of the Company's 2015 Annual Report and Accounts ('Annual Report'). The directors' remuneration policy is set out on pages 72 to 79 of the Annual Report and provides details of the Company's policy on directors' remuneration (including the policy on payments for loss of office) and was approved by the Company's shareholders at its 2014 AGM.

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

The directors' remuneration policy is subject to a binding shareholder vote by way of ordinary resolution at least once every three years. The directors' remuneration policy was approved by the Company's shareholders at the 2014 AGM held on 16 September 2014 and remains valid for up to three years from that date. The Company does not wish to make any changes to the directors' remuneration policy this year and accordingly the policy has not been submitted for shareholder approval at the 2015 AGM.

Resolution 3: Declaring a final dividend

Final dividends are to be approved by the shareholders. However, they cannot be more than the amount the board recommends. The board is recommending a final dividend of 2.68 pence per ordinary share for the year ending 31 May 2015. If shareholders approve the recommended dividend, it will be paid on 25 September 2015 to shareholders on the register at the close of business on 28 August 2015.

Resolutions 4 and 5: Appointment and remuneration of the auditor

The auditor of the Company is required to be appointed or re-appointed at each AGM at which accounts are presented. Accordingly, shareholder approval is being sought to re-appoint KPMG LLP as auditor of the Company.

It is normal practice for a company's directors to be authorised to fix the auditor's remuneration and shareholders' approval to do so is sought in this resolution.

Resolutions 6 - 11: Re-election of directors

Under the articles of association of the Company ('Articles') two of the directors must retire by rotation each year, and each director must offer himself for re-election at least every three years. However in accordance with best practice all directors are offering themselves for re-election this year.

The board appointed Chris Batterham as non-executive director with effect from 1 May 2015 and in accordance with the Articles, Mr Batterham puts himself forward for election to the shareholders at this year's AGM. Chris has considerable financial and operational experience. He is a qualified chartered accountant and was finance director of Unipalm plc, before becoming CFO of Searchspace Limited until 2005. He is currently non-executive Chairman of Eckoh plc and a non-executive director of SDL plc, Iomart Group plc and Toumaz Group Ltd.

The board supports the re-election/election of each director, as it believes that the particular knowledge and experience of each director, as described in their biographies set out on pages 42 to 43 of the Annual Report, assists in ensuring that the board has an appropriate balance of skills and experience for the requirements of the business. The board believes that each of the directors continues to perform effectively and with commitment to their roles.

Resolution 12: Granting the directors authority to allot shares

The 2006 Act provides that directors shall only allot unissued shares with the authority of shareholders in general meeting. The authority given to the directors at the last AGM to allot and issue shares in the capital of the Company pursuant to section 551 of the 2006 Act shall expire at the conclusion of the forthcoming AGM. The board recommends that this authority be renewed.

Resolution 12(a), if passed, will give the directors authority to allot new shares up to a nominal value of £763,998.66 (representing 76,399,866 ordinary shares), which represents approximately one-third of the issued share capital of the Company (excluding treasury shares), as at 3 August 2015 (being the latest practicable date prior to publication of this document).

The directors' current intention is to only exercise the authority sought under paragraph (a) of resolution 12 to satisfy the Company's obligations under employee share schemes.

In line with the guidelines issued by the Association of British Insurers, paragraph (b) of resolution 12 seeks additional authority to allot shares up to a further nominal amount of £763,998.66, representing approximately one-third of the issued share capital (excluding treasury shares) as at 3 August 2015, solely to be used in connection with a pre-emptive rights issue.

The directors currently have no intention to utilise the additional authority to allot shares sought under resolution 12(b).

Each of the authorities sought under resolution 12 will expire on the conclusion of the Company's 2016 AGM. Should the directors exercise the authorities sought under resolution 12, they intend to follow ABI recommendations concerning their use (including as regards the directors standing for re-election in certain cases).

As at 3 August 2015 (being the latest practicable date prior to publication of this document) 116,714 shares are held by the Company in treasury, which represent approximately 0.01% of the issued share capital (excluding treasury shares) as at 3 August 2015.

Resolution 13: Disapplication of pre-emption rights

Resolution 13, which will be proposed as a special resolution, seeks shareholder approval to grant the directors power to allot equity security securities of the Company pursuant to section 570 and 573 of the Companies Act without first offering them to existing shareholders in proportion to their existing shareholdings.

If approved, the directors will be authorised to issue shares in connection with a rights issue or other pre-emptive offer and otherwise to issue shares for cash up to a maximum nominal amount of £229,199.59, representing 10 per cent of the Company's issued ordinary share capital (excluding treasury shares) as at 3 August 2015, which is in accordance with relevant guidelines applicable to the Company

The directors intend to adhere to the guidelines set out in the Pre-Emption Group's Statement of Principles (as updated in March 2015) and not to allot shares for cash on a non-pre-emptive basis pursuant to the authority in paragraph (b) of resolution 13:

- (i) in excess of an amount equal to 5% of the Company's issued ordinary share capital; or
- (ii) in excess of an amount equal to 7.5% of the Company's issued ordinary share capital in a rolling three-year period,

in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

If approved, the authority sought under resolution 13 will expire on the conclusion of the Company's 2016 AGM. It is the directors' intention to seek to renew this authority annually in accordance with investor guidelines.

Resolution 14: 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.

After taking in to account the effects on earnings per share and the interests of shareholders generally, on 7 April 2015 the Company purchased 210,000 ordinary shares in the market to be held in Treasury against future liabilities under the Company's Long Term Incentive Plan ('LTIP'). On 10 July 2015, 121,472 treasury shares were used to satisfy LTIP awards that fell due to the executive directors and senior management.

The directors presently have no intention of exercising the authority sought under resolution 14 and would only do so again if the directors believed that the expected effect would be to increase 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 or held in treasury in accordance with the provisions of the 2006 Act. No dividends will be paid on, and no voting rights will be exercised in respect 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 22,919,959 ordinary shares, representing approximately 10% of the issued equity share capital of the Company (excluding treasury shares) as at 3 August 2015 (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 2016 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 August 2015 was 4,966,387, which represents 2.2% of the Company's issued share capital (excluding treasury shares) and would represent 2.4% of the Company's issued share capital (excluding treasury shares) if the full authority to repurchase ordinary shares as proposed by resolution 14 was exercised. As at 3 August 2015, 116,714 shares are held by the Company in treasury.

Resolution 15: Notice of general meetings

Resolution 15 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 2006 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.

Notice of Annual General Meeting

Notice is hereby given that NCC Group plc ('Company') will hold its Annual General Meeting at Manchester Technology Centre, Oxford Road, Manchester, M1 7EF at 11am on 15 September 2015 to consider and, if thought fit, pass the following resolutions. Resolutions 1 to 12 (inclusive) will be proposed as ordinary resolutions and resolutions 13 to 15 (inclusive) will be proposed as special resolutions:

1. To receive and adopt the Company's annual accounts, the strategic report and the reports of the directors and auditor for the financial year ended 31 May 2015.
2. To approve the directors' remuneration report (other than the part containing the directors' remuneration policy) for the financial year ended 31 May 2015.
3. To declare a final dividend for the financial year ended 31 May 2015 of 2.68p per ordinary share, to be paid on 25 September 2015 to members whose names appear on the register of members at the close of business on 28 August 2015.
4. To re-appoint KPMG LLP as auditor of the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
5. To authorise the directors of the Company ('Directors'), to determine the auditor's remuneration.
6. To re-elect Rob Cotton as a Director.
7. To re-elect Paul Mitchell as a Director.
8. To re-elect Debbie Hewitt as a Director.
9. To re-elect Thomas Chambers as a Director.
10. To re-elect Atul Patel as a Director.
11. To elect Chris Batterham as a Director.
12. That the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (in substitution for any existing authority to allot shares) to allot:
 - (a) shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £763,998.66;
 - (b) equity securities (within the meaning of section 560 of the said Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £763,998.66,

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

13. That, subject to the passing of resolution 12 as set out in the notice of this meeting, the Directors be and they are empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of the said Act) for cash pursuant to the general authority conferred by resolution 12 as set out in the notice of this meeting and be empowered pursuant to section 573 of the said Act to sell ordinary shares (as defined in section 560 of the said Act) held by the Company as treasury shares (as defined in section 724 of the said Act) for cash, as if section 561(1) of the said Act did not apply to such allotment or sale, provided that this power shall be limited to allotments of equity securities and the sale of treasury shares:
 - (a) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
 - (b) otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal amount of £229,199.59,

and such power shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution 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.

14. That, the Company be generally and unconditionally authorised, pursuant to Article 16 of the Articles of Association of the Company and pursuant to section 701 of the Companies Act 2006, to make market purchases (as defined in section 693(4) of the Companies Act 2006) of up to 22,919,959 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 of the Company may from time to time determine, provided that:
- (a) the amount paid for each share (exclusive of expenses) shall not be more than the higher of (1) five per cent above the average market value of the Ordinary Shares as derived from the Daily Official List of London Stock Exchange plc for the five business days before the date on which the contract for the purchase is made, and (2) an amount equal to the higher of the price of the last independent trade and current independent bid as derived from the London Stock Exchange trading system or less than 1p per share; and
 - (b) the authority herein contained shall expire at the conclusion of the next annual general meeting of the Company 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.
15. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.

By Order of the Board



Helen Nisbet

Secretary

Dated: 3 August 2015

Registered office:

Manchester Technology Centre

Oxford Road

Manchester

M1 7EF

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 herein.
2. Any member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to exercise any or all of their rights to attend, speak and vote at the AGM. A form to be used for appointing a proxy or proxies for this AGM will be sent to you ('Proxy Form'). Please complete and return the Proxy Form whether or not you intend to attend the AGM in person. The return of the Proxy Form will not prevent you from attending and voting at the AGM if you so wish. You can appoint the Chairman of the AGM to act as your proxy, or ask one or more persons of your choice to be your proxy. Your proxy does not have to be a shareholder of the Company. There are notes on the Proxy Form explaining how you should complete it.

To be valid, the completed Proxy Forms must be received by the Company's Registrar, Equiniti Registrars by no later than 11am on 11 September 2015 and should be addressed to Freepost RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing, BN99 8LU.
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 15 September 2015 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 11am on 11 September 2015. 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.

4. You may not use any electronic address provided either in this notice of AGM ('Notice') or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.
5. The right of members to vote at the AGM is determined by reference to the Company's register of members ('Register'). We have set a time and date for eligibility to attend the AGM. This year, only those shareholders registered at 6pm on 11 September 2015 will be eligible to attend or vote at this AGM. We will disregard changes to entries on the Register after 6pm on 11 September 2015. If the AGM were to be adjourned for any reason, then only those shareholders registered in the Register at 6pm on the day which is two working days prior to the day fixed for the adjourned meeting will be eligible to attend.
6. Copies of:
 - (i) the service contracts of each of the directors; and
 - (ii) the terms and conditions of appointment of all non-executive directors,will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays 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.
7. Biographical details of the current directors who are being proposed for re-election by shareholders are set out on pages 42 to 43 of the Company's 2015 Annual Report and Accounts.

8. 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 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.
9. 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.
10. Any member attending the AGM is entitled to ask any question relating to the business being dealt with at the AGM. The Company will answer any such questions unless (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; or (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.
11. As required by section 311A Companies Act 2006, from the date of this Notice and for the following two years the following information will be available on the Company's website and can be accessed at www.nccgroup.trust:
 - (i) the matters set out in this Notice;
 - (ii) the total number of shares in the Company and shares of each class, in respect of which members are entitled to exercise voting rights at the AGM; and
 - (iii) the totals of the voting rights that members are entitled to exercise at the AGM in respect of the shares of each class.
12. 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, 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 2006. 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 2006. Where the Company is required to place a statement on a website under section 527 of the 2006 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 2006 to publish on a website.
13. As at 3 August 2015 (being the latest practicable date prior to publication of this document) the Company's issued share capital consists of 229,199,599 ordinary shares of 1p each (excluding treasury shares). The holders of ordinary shares are entitled to attend and vote at general meetings of the Company. On a vote by show of hands every ordinary shareholder entitled to vote has one vote. On a vote by poll every ordinary shareholder who is present in person or by proxy has one vote for every ordinary share held. Therefore the total voting rights in the Company as at 3 August 2015 were 299,199,599.

Any members' statements, members' resolutions and members' matters of business received by the Company after the date of this Notice will be added to the information already available on the website as soon as reasonably practicable and will also be made available for the following two years.

