

## Notice of Annual General Meeting

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

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

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

### **NCC Group plc**

(‘Company’)

(Registered in England with company registration number 4627044)

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

Dear Shareholder

#### **NCC Group plc’s 2017 Annual General Meeting**

I am pleased to invite you to attend the 2017 Annual General Meeting (‘AGM’) of the Company to be held at the offices of DLA Piper UK LLP, 1 London Wall, London, EC2Y 5EA at 9.00 am on Thursday 21 September 2017.

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 9.00 am on 19 September 2017. Alternatively you can vote using our CREST proxy voting service following the procedures set out in the CREST manual. You will still be able to vote on the day of the AGM but if you have already submitted a proxy form, this will only be necessary if you intend to change the voting instructions given on your proxy form.

#### **Recommendation**

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

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

Yours faithfully



**Chris Stone**

Executive Chairman

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

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

### **Resolution 1: Receiving the report and accounts**

The directors will present to the shareholders at the AGM the accounts for the previous financial year, on this occasion for the year ended 31 May 2017, 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 86 to 107 of the Company's 2017 annual report and accounts ('2017 Annual Report') and provides details of the remuneration paid to the directors of the Company in respect of the year ended 31 May 2017. In accordance with the Companies Act 2006 ('Companies Act'), this resolution to approve the directors' remuneration report (other than the directors' remuneration policy) is advisory only and therefore no entitlement to remuneration is conditional on it.

### **Resolution 3: Approving the directors' remuneration policy**

The Companies Act requires there to be a binding shareholder vote (by way of ordinary resolution) on the directors' remuneration policy at least once every three years. The directors' remuneration policy was last approved at the Company's AGM in 2014 and a revised directors' remuneration policy is set out on pages 88 to 96 of the 2017 Annual Report, which explains the Company's proposed policy on remuneration and potential payments to directors.

Once the policy is effective, the Company will not be able to make a remuneration payment to a current or prospective director or a payment for loss of office to a current or former director, unless that payment is consistent with the approved policy or has been otherwise approved by the shareholders of the Company in accordance with the relevant provisions of the Companies Act.

If the directors' remuneration policy is approved and remains unchanged, it will be valid for up to three years without a new shareholder approval. If the Company wishes to change the directors' remuneration policy, it must first seek the approval of the proposed revised directors' remuneration policy from the shareholders before it can implement the proposed new directors' remuneration policy.

### **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 3.15 pence per ordinary share for the year ended 31 May 2017. If shareholders approve the recommended dividend, it will be paid on 29 September 2017 to shareholders on the register at the close of business on 1 September 2017.

### **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. 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 – 12: Election and re-election of directors**

Under the Company's articles of association ('Articles'), directors appointed by the Board are required to submit themselves for election at the first AGM following their appointment. The directors appointed by the Board since the last AGM are Chris Stone, Brian Tenner and Jonathan Brooks, each of whom puts himself forward for election by the shareholders at this year's AGM.

Brian Tenner was appointed as Chief Financial Officer in February 2017, bringing substantial listed company experience. He became interim Chief Executive Officer when Rob Cotton left the business and it is intended he will retain this position until a new Chief Executive Office is appointed at which point he will revert to the position of Chief Financial Officer. Chris Stone became Chairman of the Board in April 2017, initially taking on the role of Executive Chairman until a new Chief Executive Officer is appointed at which point he will become Non-Executive Chairman. Chris brings significant experience of listed and private equity owned technology businesses. Jonathan Brooks was appointed as Non-Executive Director in March 2017. He has added extensive non-executive experience in a listed environment, as well as tech industry experience.

In accordance with the UK Corporate Governance Code ('Code') and the Articles, every director (other than Chris Stone, Brian Tenner and Jonathan Brooks who will stand for election as indicated above) will stand for re-election at the AGM. Biographical details of each director can be found on pages 62 to 63 of the 2017 Annual Report.

The Board supports the election and/or re-election (as applicable) of each director, as it believes that the particular knowledge and experience of each director, as described in their biographies as set out in the 2017 Annual Report, assists in ensuring that the Board has an appropriate balance of skills and experience for the requirements of the business.

The Board has confirmed, following a performance review, that each of the directors standing for re-election continues to perform effectively and demonstrates commitment to their role. The Board has considered whether each of the Non-Executive Directors is free of any relationship that could materially interfere with the exercise of their independent judgement and has determined that each Non-Executive continues to be considered independent. The Board, however, is mindful that Debbie Hewitt will have completed nine years of service in September 2017 and, in line with best practice, she will step down from the Board when a replacement has been recruited and a handover completed. Until such time, the Board considers that the presence of Debbie adds valuable continuity and detailed knowledge of the Company's history and the Board remains satisfied of her independent judgement.

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

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

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

In line with guidance issued by the Investment Association, if passed, paragraph 13(a) of resolution 13 will authorise the directors to allot shares in the Company (and to grant rights to subscribe for, or to convert any security into, shares in the Company) up to an aggregate nominal amount of £921,700.46 (representing 92,170,046 ordinary shares). This amount represents approximately one-third of the issued Ordinary Share capital of the Company as at 16 August 2017 (being the latest practicable date before the publication of this document).

In addition, if passed, paragraph 13(b) of resolution 13 will authorise the directors to allot ordinary shares in the Company (and to grant rights to subscribe for, or to convert any security into, ordinary shares in the Company) in connection with a rights issue only up to a further aggregate nominal amount of £921,700.46 (representing 92,170,046 ordinary shares). This amount represents approximately one-third of the issued Ordinary Share capital of the Company as at 16 August 2017 (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 or on the date falling not more than 15 calendar months after the passing of this resolution, whichever is earlier. It is the directors' intention to renew the allotment authority each year.

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

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

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

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

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

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

- in connection with a rights issue, open offer or other pre-emptive offer to ordinary shareholders and to holders of other equity securities (if required by the rights of those securities or the directors otherwise consider necessary), but (in accordance with normal practice) subject to such exclusions or other arrangements, such as for fractional entitlements and overseas shareholders, as the directors consider necessary; and
- in any other case, up to an aggregate nominal amount of £138,255.06 (representing 13,825,506 ordinary shares). This amount represents approximately 5 per cent of the issued Ordinary Share capital of the Company as at 16 August 2017 (being the latest practicable date before the publication of this document).

This resolution renews the authority obtained at last year's AGM. If given, the authority granted under Resolution 14 will expire on the conclusion of the AGM of the Company to be held in 2018 or on the date falling not more than 15 calendar months after the passing of this resolution, whichever is earlier.

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

- (a) up to an aggregate nominal amount of £138,255.06 (representing 13,825,506 ordinary shares). This amount represents approximately 5 per cent of the issued Ordinary Share capital of the Company as at 16 August 2017 (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 PreEmption Group prior to the date of this notice.

This resolution renews the authority obtained at last year's AGM. If given, the authority granted under Resolution 15 will expire on the conclusion of the AGM of the Company to be held in 2018 or on the date falling not more than 15 calendar months after the passing of this resolution, whichever is earlier.

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

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

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

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

This resolution would be limited to 27,651,013 ordinary shares, representing approximately 10 per cent of the issued equity share capital of the Company as at 16 August 2017 (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 2018 AGM or on the date falling not more than 15 calendar months after the passing of this resolution, whichever is earlier. 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 16 August 2017 (being the latest practicable date prior to publication of this document) was 6,770,954, which represents approximately 2.45 per cent of the Company's issued share capital and would represent 2.72 per cent of the Company's issued share capital if the full authority to repurchase ordinary shares as proposed by resolution 16 was exercised.

As at 16 August 2017 (being the latest practicable date prior to publication of this document), the Company holds no shares in treasury.

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

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

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

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

#### **Resolution 18: Amendment to the rules of the Company's US Employee Stock Purchase Plan**

The rules of the Company's US Employee Stock Purchase Plan ('ESPP') were approved by shareholders at a general meeting of the Company held on 18 December 2012. The ESPP is similar in structure to the Company's UK Sharesave Scheme and is open to the NCC Group's employees based in the US. The NCC Group now has a subsidiary in Canada, called NCC Group Security Services Corporation ('NCC Group Canada'), and under the current ESPP rules employees of NCC Group Canada would not be eligible to participate in the ESPP due to a requirement that only employees of any direct or indirect subsidiary of the Company with the majority of its employees having their tax residence in the United States of America may participate. The directors therefore propose to amend the rules of the ESPP to enable employees of NCC Group Canada to be able to participate in the ESPP. A summary of the ESPP Rules (including the proposed amendment) is set out in the Appendix to this Notice.

## Notice of Annual General Meeting

Notice is hereby given that NCC Group plc ('Company') will hold its Annual General Meeting at DLA Piper UK LLP, 1 London Wall, London, EC2Y 5EA at 9.00 am on 21 September 2017 to consider and, if thought fit, pass the following resolutions. Resolutions 1 to 13 (inclusive) and resolution 18 will be proposed as ordinary resolutions and resolutions 14 to 17 (inclusive) will be proposed as special resolutions. The directors have determined that all of the resolutions to be put to a vote at the AGM will be decided on a poll:

1. To receive and adopt the Company's annual accounts, the strategic report and the reports of the directors and auditor for the financial year ended 31 May 2017.
2. To approve the directors' remuneration report (other than the part containing the directors' remuneration policy) for the financial year ended 31 May 2017.
3. To approve the directors' remuneration policy set out on pages 88 to 96 of the Company's annual report and financial statements for the financial year ended 31 May 2017.
4. To declare a final dividend for the financial year ended 31 May 2017 of 3.15p per ordinary share, to be paid on 29 September 2017 to members whose names appear on the register of members at the close of business on 1 September 2017.
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 elect Chris Stone as a director.
8. To elect Brian Tenner as a director.
9. To elect Jonathan Brooks as a director.
10. To re-elect Debbie Hewitt as a director.
11. To re-elect Thomas Chambers as a director.
12. To re-elect Chris Batterham as a director.
13. That the directors of the Company ('Directors') be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ('Companies Act') (in substitution for any existing authority to allot shares) to allot:
  - (a) shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £921,700.46;
  - (b) equity securities (within the meaning of section 560 of the Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £921,700.46,

provided that this authority shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 21 December 2018 (whichever is the earlier), save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

14. That, subject to the passing of resolution 13 as set out in this notice of this meeting, the Directors be authorised to allot equity securities (as defined in the Companies Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act did not apply to any such allotment or sale, such authority shall be limited:
  - (a) to the allotment of equity securities and the sale of treasury shares for cash in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
  - (b) to the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) above), up to an aggregate nominal amount of £138,255.06,

and such power shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 21 December 2018 (whichever is the earlier), save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Board may allot equity securities or sell treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

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

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £138,255.06; 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 after the passing of this resolution or on 21 December 2018 (whichever is the earlier), save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Board may allot equity securities or sell treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

16. That the Company be generally and unconditionally authorised, pursuant to Article 16 of the Articles of Association of the Company and pursuant to section 701 of the Companies Act, to make market purchases (as defined in section 693(4) of the Companies Act) of up to 27,651,013 ordinary shares of 1p each in the capital of the Company (being approximately 10 per cent of the current issued ordinary share capital of the Company) on such terms and in such manner as the Directors may from time to time determine, provided that:

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

and (unless revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company or on 21 December 2018 (whichever is the earlier), provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred had not expired.

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

18. That the amended rules of the Company's US Employee Stock Purchase Plan ('ESPP'), the principal terms of which are summarised in the Appendix to this notice of meeting, and a full copy of which is produced to the meeting and initialled by the Chairman for the purpose of identification, be and are approved and the directors of the Company be and are authorised to do all acts and things which they may consider necessary or expedient to implement and operate the ESPP.

By Order of the Board



**Jenna Hincks**

Acting Company Secretary

Dated: 21 August 2017  
Registered office:  
XYZ Building  
2 Hardman Boulevard  
Spinningfields  
Manchester  
M3 3AQ

## Notes

1. In order to attend and vote at the Annual General Meeting ('AGM') you must comply with the procedures set out in these notes by the dates specified in this Notice and accompanying Notes.
2. Any member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to exercise any or all of their rights to attend, speak and vote at the AGM. A form to be used for appointing a proxy or proxies for this AGM will be sent to you ('Proxy Form'). Please complete and return the Proxy Form whether or not you intend to attend the AGM in person. The return of the Proxy Form will not prevent you from attending and voting at the AGM if you so wish. You can appoint the Chairman of the AGM to act as your proxy, or ask one or more persons of your choice to be your proxy. Your proxy does not have to be a shareholder of the Company. There are notes on the Proxy Form explaining how you should complete it.
3. Voting on all resolutions will be conducted by way of a poll, rather than on a show of hands. This is a more transparent method of voting as shareholders' votes are counted according to the number of shares registered in their names. Therefore the total voting rights in the Company as at 9 August 2017 were 276,510,137.
4. To be valid, the completed Proxy Form must be received by the Company's Registrar, Equiniti Registrars by no later than 9.00 am on 19 September 2017 and should be addressed to Freepost RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing, BN99 8LU.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with CREST's specifications and must contain the information required for such instructions, as described in the CREST Manual which can be viewed at [www.euroclear.com](http://www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 9.00 am on 19 September 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that there are no special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

6. You may not use any electronic address provided either in this Notice or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.
7. The right of members to vote at the AGM is determined by reference to the Company's register of members ('Register'). The Company has set a time and date for eligibility to attend the AGM. This year, only those shareholders registered at 6.30 pm on 19 September 2017 will be eligible to attend or vote at this AGM. We will disregard changes to entries on the Register after 6.30 pm on 19 September 2017. If the AGM were to be adjourned for any reason, then only those shareholders registered in the Register at 6.30 pm on the day which is two working days prior to the day fixed for the adjourned meeting will be eligible to attend.
8. Copies of:
  - (a) the service contracts of each of the executive directors;
  - (b) the letters of appointment of each of the non-executive directors; and
  - (c) the proposed rules of the US Employee Stock Purchase Plan;

will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the date of the AGM and at the place of the AGM from at least 15 minutes prior to and until the conclusion of the AGM.

9. Biographical details of the current directors who are being proposed for re-election by shareholders are set out on pages 62 to 63 of the Company's 2017 Annual Report and Accounts.
10. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
11. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided they do not do so in relation to the same shares.
12. Any member attending the AGM is entitled to ask any question relating to the business being dealt with at the AGM. The Company will answer any such questions unless (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; or (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.
13. The information required by section 311A of the Companies Act to be published in advance of the meeting, which includes the matters set out in this notice and information relating to the voting rights of shareholders, is available at [www.nccgroup.trust/uk/about-us/investor-relations](http://www.nccgroup.trust/uk/about-us/investor-relations).
14. Shareholders have the right to ask questions at the meeting relating to the business being dealt with at the meeting in accordance with section 319A of the Companies Act. The Company must answer any such question unless:
  - (a) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information;
  - (b) the answer has already been given on a website in the form of an answer to a question; 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, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act. Where the Company is required to place a statement on a website under section 527 of the Companies Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act to publish on a website.
16. As at 16 August 2017 (being the latest practicable date prior to publication of this document) the Company's issued share capital consists of 276,510,137 ordinary shares of 1p each. The Company holds no ordinary shares in treasury.

## Appendix

### NCC GROUP US EMPLOYEE STOCK PURCHASE PLAN

The ESPP is designed to enable eligible employees, including executive directors, of the Group, to purchase Ordinary Shares in a tax efficient way. The ESPP is designed to meet the conditions of section 423 of the US Tax Code.

Under the ESPP, eligible employees are granted options to purchase Ordinary Shares ("**Options**") at a price fixed at the time the Option is granted. Options are capable of being exercised on designated dates after a specified period has elapsed following the grant of the Options ("**Option Period**"). Each Option Period is 12 months in duration, so that the designated exercise date will be the first anniversary of the grant date. Options are granted on a rolling basis every 12 months until the Board determines otherwise.

#### 1. Administration

The ESPP is administered by the Board.

#### 2. Eligibility

Participation in the ESPP is limited to employees of any of the Company's subsidiaries which are companies organised under the laws of the United States.

Resolution 18 to be proposed at the AGM is seeking to approve an amendment to this provision of the current Rules to remove the requirement for a majority of the employees of any such subsidiary to have their tax residence in the United States. This would enable employees of NCC Group Canada to be eligible to participate in the ESPP.

#### 3. Purchase of Shares

The issue of Ordinary Shares under the ESPP takes place on the last dealing day of each Option Period or at such other times as may be determined by the Board ("**Purchase Date**"). At the Board's discretion, Ordinary Shares may also be purchased in the market.

The amount payable by employees for Ordinary Shares under an Option may not be less than 85% of their fair market value on the lower of (i) the first dealing day of the Option Period, and (ii) the Purchase Date. The fair market value of an Ordinary Share is the average middle market price of an Ordinary Share as quoted on the London Stock Exchange on the relevant date. In practice, the exercise price is fixed at 85% of the fair market value of an Ordinary Share on the first dealing day of the Option Period.

The purchase of Ordinary Shares on behalf of participants is made utilising amounts credited to each participant's savings account by way of post-tax payroll deductions made by that participant's employer. In practice, it is intended that participants will be able to contribute, through payroll deduction, up to 10% of their eligible compensation to their savings accounts for this purpose. Deductions from payroll will be made during each month or such other periods as may be determined by the Board. As required by the US Tax Code, no employee will be able to acquire shares exceeding \$25,000 in value in any calendar year, with such value determined based on the fair market value per Ordinary Share on the date the Options are granted. In practice, as a further limit, the maximum number of shares that any participant will be permitted to acquire during any Option Period is the number of whole shares determined by dividing £6,000 by the fair market value per Ordinary Share on the first dealing day of the Option Period.

#### 4. Termination of employment

In the event of an employee's termination of employment within the Group for any reason prior to a Purchase Date, any outstanding Option lapses in full.

#### 5. Change of control

In the event of a takeover, amalgamation or reconstruction of the Company, the Option Period terminates and Options may be exercised using the amounts credited up to that time in the participant's savings account. Alternatively, participants may choose to have such monies repaid to them.

#### 6. Grant of Options

Options may generally only be granted within 42 days following the announcement by the Company of its interim or final results for any period.

#### 7. Dilution limit

The total number of Ordinary Shares over which Options which involve a subscription for new Ordinary Shares may be granted, when aggregated with the total number of Ordinary Shares over which options to subscribe for Ordinary Shares have been granted under all share option schemes of the Company, and with Ordinary Shares issued or issuable under all other share schemes of the Company, may not, in any consecutive ten year period, exceed 10 per cent of the Ordinary Shares in issue from time to time. Lapsed and surrendered options shall be ignored for this purpose.

Without further shareholder approval, the total number of Ordinary Shares over which Options to subscribe may be granted under the ESPP is 6,000,000 Ordinary Shares, subject to adjustment to reflect variations of share capital.

#### 8. Variation of share capital

In the event of a variation of share capital by way of capitalisation, rights issue, sub-division, consolidation or reduction of share capital, the number of Ordinary Shares over which an Option has been granted and the price at which Ordinary Shares may be acquired under such Option is adjusted as determined by the Board to be appropriate.

## **9. Amendments**

The Board may alter the ESPP but certain amendments cannot take effect without shareholder approval, unless they are amendments to comply with or to take account of applicable legislation or statutory regulations or any change in them or to maintain favourable taxation treatment for the Company or participants or potential participants. The amendments which will generally require shareholder approval are amendments to the limits on the overall number of Ordinary Shares which can be offered, the individual participation limits, the eligibility criteria for participants, the rights attaching to Ordinary Shares subject to an Option, the provisions for altering share capital and for altering the terms of the ESPP and the provisions which apply on a winding up of the Company.

No amendment may be made to the ESPP which will either adversely affect employees' accrued rights to have Ordinary Shares purchased on their behalf or reduce the balance of employees' savings accounts. The Board, however, may terminate the ESPP at any time, thereby terminating all outstanding Options and refunding amounts then held in the employees' savings accounts.

## **10. Costs and expenses**

All costs and expenses incurred in the administration of the ESPP, other than any brokerage and administrative fees for the sale of Ordinary Shares by employees and taxes arising from employees' participation in the ESPP, are paid by the Company.

