

## NCC GROUP PLC

### RESULTS OF THE 2018 ANNUAL GENERAL MEETING

#### Annual General Meeting

At the Annual General Meeting ("AGM") of NCC Group plc (the "Company") held at 11.00am at XYZ Building, 2 Hardman Boulevard, Spinningfields, Manchester, M3 3AQ on 26 September 2018, shareholders duly passed all of the resolutions proposed. Each of the resolutions put to the AGM were voted on by way of a poll.

Resolutions 1 to 13 and resolution 18 were passed as ordinary resolutions and resolutions 14 to 17 were passed as special resolutions. The results of the poll incorporating proxy votes lodged in advance of the meeting are set out below (rounded to 2 decimal places).

		Votes for	%	Votes against	%	Total votes cast	% of ISC voted	Votes withheld
1.	To receive the report and accounts	199,319,212	98.76	2,503,542	1.24	201,822,754	72.68	1,490,992
2.	To approve the directors' remuneration report (other than the directors' remuneration policy) for the year ended 31 May 2018	201,787,826	99.25	1,525,485	0.75	203,313,311	73.22	435
3.	To declare a final dividend of 3.15p per share	203,313,746	100.00	0	0.00	203,313,746	73.22	0
4.	To re-appoint KPMG as auditor	202,285,325	99.49	1,028,226	0.51	203,313,551	73.22	195
5.	To authorise the Audit Committee to determine the auditor's remuneration	203,306,026	100.00	5,050	0.00	203,311,076	73.22	2,670
6.	To elect Adam Palsler as a Director	202,951,234	99.82	362,077	0.18	203,313,311	73.22	435
7.	To re-elect Chris Stone as a Director	200,624,998	98.68	2,688,748	1.32	203,313,746	73.22	0
8.	To re-elect Jonathan Brooks as a Director	196,680,068	96.74	6,633,678	3.26	203,313,746	73.22	0
9.	To re-elect Chris Batterham as a Director	202,272,528	99.49	1,041,218	0.51	203,313,746	73.22	0
10.	To elect Jennifer Duvalier as a Director	197,704,031	97.24	5,608,680	2.76	203,312,711	73.22	1,035
11.	To elect Mike Ettling as a Director	202,948,500	99.82	364,211	0.18	203,312,711	73.22	1,035
12.	To elect Tim Kowalski as a Director	201,468,875	99.09	1,843,836	0.91	203,312,711	73.22	1,035

13.	To authorise the Directors to allot shares	199,077,087	97.92	4,236,659	2.08	203,313,746	73.22	0
14.	To authorise the Directors to disapply pre-emption rights up to 5% of the issue share capital	196,895,627	96.84	6,417,684	3.16	203,313,311	73.22	435
15.	To authorise the Directors to disapply pre-emption rights for an additional 5% in relation to an acquisition or capital investment	186,379,111	91.67	16,934,005	8.33	203,313,116	73.22	630
16.	To authorise the purchase of own shares pursuant to s.701 of the Companies Act 2006	197,171,927	96.98	6,141,819	3.02	203,313,746	73.22	0
17.	To reduce the notice period required for General Meetings	196,505,536	96.65	6,808,210	3.35	203,313,746	73.22	0
18.	To approve adoption of NCC Group Company Share Option Plan	201,330,464	99.03	1,981,740	0.97	203,312,204	73.22	1,542

Notes:

1. Any proxy appointments which gave discretion to the chairman of the meeting have been included in the 'For' total.
2. A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes "for" and "against" a resolution, nor in the calculation of "total votes cast" for any resolution.
3. The issued share capital of the Company as at the date of the AGM was 276,678,279 ordinary shares.
4. The full text of the resolutions can be found in the Notice of Annual General Meeting which is available for inspection at the National Storage Mechanism [www.morningstar.co.uk/uk/nsm](http://www.morningstar.co.uk/uk/nsm) and on the Company's website.

In accordance with Listing Rule 9.6.2, copies of the resolutions passed as special business of the meeting will be uploaded to the National Storage Mechanism and will shortly be available for inspection at [www.morningstar.co.uk/uk/nsm](http://www.morningstar.co.uk/uk/nsm).

For enquiries please contact:

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