

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 2016 Annual General Meeting

I am pleased to invite you to attend the 2016 Annual General Meeting (‘AGM’) of the Company to be held at Manchester Technology Centre, Oxford Road, Manchester, M1 7EF at 11am on Thursday 22 September 2016.

The formal notice of AGM (‘Notice’) is set out on pages 6 to 11 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 20 September 2016. 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 2016, 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 72 to 95 of the Company's 2016 Annual Report and Accounts ('Annual Report'). The directors' remuneration policy is set out on pages 74 to 81 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 2016 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 3.15 pence per ordinary share for the year ending 31 May 2016. If shareholders approve the recommended dividend, it will be paid on 30 September 2016 to shareholders on the register at the close of business on 2 September 2016.

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.

Resolution 5 proposes that the Audit Committee be authorised to determine the level of the auditor's remuneration.

Resolutions 6 - 10: Re-election of directors

In accordance with the UK Corporate Governance Code, all directors are offering themselves for re-election this year.

As announced on 10 August 2016, Atul Patel has resigned from the board and will be leaving the Company on 3 February 2017, or before, if his successor is appointed. A search for Atul's replacement has started. The rest of the Directors would like to thank Atul for the significant contribution he has made as Finance Director and wish him every success for the future.

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 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 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 Debbie Hewitt, Thomas Chambers and Chris Batterham are free of any relationship that could materially interfere with the exercise of their independent judgment and has determined that they each continue to be considered independent.

Resolution 11: 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 general meeting held on 16 December 2015 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 11(a), if passed, will give the directors authority to allot new shares up to a nominal value of £919,873.83 (representing 91,987,383 ordinary shares), which represents approximately one-third of the issued share capital of the Company, as at 12 August 2016 (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 11 to satisfy the Company's obligations under employee share schemes.

In line with the guidelines issued by the Investment Association, paragraph (b) of resolution 11 seeks additional authority to allot shares up to a further nominal amount of £919,873.83, representing approximately one-third of the issued share capital at the Company as of 12 August 2016, 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 11(b).

Each of the authorities sought under resolution 11 will expire on the conclusion of the Company's 2017 AGM. Should the directors exercise the authority sought under resolution 11(b), they intend to follow the Investment Association's recommendations concerning their use (including as regards the directors standing for re-election in certain cases).

As at 12 August 2016 no shares were held by the Company in treasury.

Resolutions 12 and 13: Disapplication of pre-emption rights

These resolutions seek shareholder approval to grant the directors the power to allot equity securities of the Company pursuant to section 570 and 573 of the 2006 Act without first offering them to existing shareholders in proportion to their existing shareholdings.

The power in resolution 12 will be limited to allotments of shares and/or sale of treasury shares (i) for cash in connection with a rights issue or other pre-emptive offer and (ii) otherwise for cash up to a maximum nominal value of £137,981.08, representing 5 per cent of the Company's issued share capital as at 12 August 2016, which is in accordance with the guidelines set out in the Pre-Emption Group's Statement of Principles (as updated in 2015) (the 'Statement of Principles').

The Statement of Principles also supports, in addition to the authority granted under resolution 12, the annual dispensation of pre-emption rights in respect of allotments of shares and/or sales of treasury shares for cash in respect of transactions which the directors determine to be an acquisition or other capital investment as defined in the Statement of Principles. Accordingly, and in line with the guidelines set out in the Statement of Principles, resolution 13 seeks authority to authorise the directors to allot shares and/or sell treasury shares, for cash up to (i) a further amount equal to 5 per cent of the Company's issued share capital; and (ii) to be used for transactions which the directors determine to be an acquisition or other capital investment as defined by the Statement of Principles.

The directors confirm, in accordance with the Statement of Principles, that they do not intend to issue shares for cash representing more than 7.5% of the Company's issued ordinary share capital in any rolling three-year period, other than to existing shareholders, save as permitted in connection with an acquisition or specified capital investment as described above, without prior consultation with shareholders.

If approved, the authorities shall apply until the end of the Company's next AGM after the resolutions are passed.

Similar disapplication authorities as proposed in resolutions 12 and 13 were approved at last year's AGM and the Company did use the additional 5% disapplication authority in connection with the acquisition of Fox-IT Holding B.V, whereby on 24 November 2015 the Company undertook a firm placing pursuant to which it issued an aggregate 22,949,986 new ordinary shares of 1p each to certain institutional and qualified professional investors at an issue price of 275p per ordinary share. As set out on page 53 of the Annual Report and in line with the Statement of Principles, the directors confirm that the actual level of discount achieved was 3.9%. The net proceeds raised were £62,416,000 and all proceeds were used to satisfy the consideration payable in relation to the acquisition of Fox-IT Holding B.V. No shares were issued for cash in the three year period preceding the firm placing (other than in respect of shares issued pursuant to the Company's employee shares schemes).

Whilst the directors did exercise the disapplication authorities last year, they currently have no intention to use such authorities again and it is the directors' intention to seek to renew this authority annually in accordance with the Statement of Principles.

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.

The directors presently have no intention of exercising the authority sought under resolution 14 and would only do so 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 27,596,215 ordinary shares, representing approximately 10% of the issued equity share capital of the Company as at 12 August 2016 (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 2017 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 12 August 2016 was 6,123,611, which represents 2.22% of the Company's issued share capital and would represent 2.47% of the Company's issued share capital if the full authority to repurchase ordinary shares as proposed by resolution 14 was exercised. As at 12 August 2016, the Company holds no shares 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.

Resolution 16: Adoption of the NCC Group plc International Sharesave Plan

As the Group now has operations in a number of overseas jurisdictions, the board would like to have the ability to offer employees participation in a savings-related share option scheme similar to the Company's existing UK Sharesave Plan 2013 ('UK Sharesave Plan'). The UK Sharesave Plan is a UK tax-advantaged share option scheme which operates pursuant to UK specific legislation and because of that, the Company has been advised that a separate plan is appropriate for non-UK employees. The Company therefore proposes to adopt the International Sharesave Plan. The terms of the International Sharesave Plan will be materially the same as the UK Sharesave Plan, the terms of which are summarised in Part I of the Appendix to this Notice, save as set out in Part II of 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 Manchester Technology Centre, Oxford Road, Manchester, M1 7EF at 11am on 22 September 2016 to consider and, if thought fit, pass the following resolutions. Resolutions 1 to 11 (inclusive) and resolution 16 will be proposed as ordinary resolutions and resolutions 12 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 2016.
2. To approve the directors' remuneration report (other than the part containing the directors' remuneration policy) for the financial year ended 31 May 2016.
3. To declare a final dividend for the financial year ended 31 May 2016 of 3.15p per ordinary share, to be paid on 30 September 2016 to members whose names appear on the register of members at the close of business on 2 September 2016.
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 Audit Committee 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 Chris Batterham as a Director.
11. 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 ('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 £919,873.83;
 - (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 £919,873.83,

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.

12. That, subject to the passing of resolution 11 as set out in this notice of this meeting, the Directors be authorised to allot equity securities (as defined in the 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 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 £137,981.08,

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.

13. That, subject to the passing of resolution 11 as set out in this notice of this meeting, the Directors be authorised in addition to any authority granted under resolution 12 as set out in this notice of meeting to allot equity securities (as defined in the 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 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 £137,981.08; 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 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 27,596,215 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.
16. That the NCC Group International Sharesave Plan ('Plan'), the principal terms of which are summarised in the Appendix to this notice of meeting, and the draft rules of which are produced to the meeting and initialled by the Chairman for the purpose of identification, be and is approved, the Plan be and is adopted 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 Plan, and to establish further schemes based on the Plan but modified to take account of local tax, labour law, exchange control or securities laws in overseas jurisdictions, provided that any shares issuable under the Plan and/or such further schemes are treated as counting towards the limits on the use of shares under the Company's existing Sharesave Plan 2013.

By Order of the Board



Helen Nisbet

Secretary

Dated: 12 August 2016

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 20 September 2016 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 22 September 2016 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 20 September 2016. 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 6:30pm on 20 September 2016 will be eligible to attend or vote at this AGM. We will disregard changes to entries on the Register after 6:30pm on 20 September 2016. If the AGM were to be adjourned for any reason, then only those shareholders registered in the Register at 6:30pm 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;
 - (ii) the terms and conditions of appointment of all non-executive directors; and
 - (iii) the proposed rules of the International Sharesave plan,

will be available for inspection at the registered office of the Company and at the offices of Eversheds LLP, 1 Wood Street, London, EC2V 7WS 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.
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 2016 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.

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.

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 12 August 2016 (being the latest practicable date prior to publication of this document) the Company's issued share capital consists of 275,962,150 ordinary shares of 1p each. The Company holds no ordinary shares in treasury.

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 12 August 2016 were 275,962,150.

Appendix

Part I: summary of UK Sharesave Plan

1. **Nature of the plan:** The UK Sharesave Plan is a UK tax-advantaged savings-related share option plan operated by the Board pursuant to which eligible employees may be offered options ('Options') to acquire ordinary shares in the company ('Shares') at a price determined by the Board which can be set at a discount of up to 20 per cent. of the market value of a Share at the date of grant.
2. **Eligibility:** All eligible employees and full-time directors of any company within the NCC Group of companies ('Group') who have been with the Group for a period determined by the Board (not exceeding five years), are eligible to participate. All employees who are eligible to participate must do so on similar terms although this may vary by reference to levels of remuneration, length of service or other similar factors.
3. **Savings contracts:** Each participant must enter into a savings contract ('Contract') approved by the Board for a period of 3 or 5 years under which he agrees to make monthly savings of an amount decided by him, subject to a minimum specified by the Board which may not exceed £5 (or such other minimum permitted by the legislation from time to time) and up to the maximum specified by the Board and permitted by the legislation (currently £500 per month).

Invites may normally be issued under the UK Sharesave Plan within 42 days after the announcement by of the Company of its interim or final results or of its results for any other period although invitations may be made outside these periods if the circumstances are deemed to be exceptional. Without further shareholder approval, Options under the UK Sharesave Plan may only be made within ten years of shareholder approval of the plan.
4. **Grant of Options:** The number of Shares over which a participant will be granted an Option will be the number of Shares which, taking into account the price payable on exercise of the Option, can be purchased with the amount saved under the Contract (which, subject to applicable legislation and regulations, may include a bonus payable under the Contract).

Invites may normally be issued under the UK Sharesave Plan within 42 days after the announcement by of the Company of its interim or final results or of its results for any other period although invitations may be made outside these periods if the circumstances are deemed to be exceptional. Without further shareholder approval, Options under the UK Sharesave Plan may only be made within ten years of shareholder approval of the plan.
5. **Exercise of options:** Options may normally only be exercised during the six month period following maturity of the Contract and if not exercised by the end of that period will lapse. This may be following the third or fifth anniversary of commencement of the Contract.
6. **Leavers:** Early exercise is permitted in the event of cessation of employment within the Group by reason of death, injury, disability, redundancy, retirement, or the sale of the participant's employing company or business out of the Group (but only to the extent of savings plus any bonus accumulated in the related Contract up to the time of exercise). If a participant ceases to be employed within the Group for any other reason, his outstanding Options will lapse.
7. **Change of control and other corporate events:** Early exercise is also permitted in the event of a takeover, compromise or arrangement, or voluntary winding up of the Company. On a takeover, or compromise or arrangement, with the consent of the acquiring company, Options may be exchanged so as to operate over shares in the acquiring company (or a company associated with it).
8. **Options non-transferable:** Options are not transferable and may only be exercised by the persons to whom they are granted or their personal representatives.
9. **Limit on use of Shares:** In any ten year period, the Company may not grant rights to issue new Shares (or acquire Shares from treasury) under the UK Sharesave Plan and all of its other employee share schemes in excess of 10 per cent of the issued share capital of the Company.
10. **Rights attaching to Shares:** Any Shares allotted pursuant to the UK Sharesave Plan will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to the date of allotment).
11. **Variation of share capital:** In the event of a variation of share capital, the number of Shares subject to a subsisting Option and the price payable on exercise may be adjusted in such manner as the Board determines.
12. **Amendments:** The Board may alter the UK Sharesave Plan but certain amendments to the advantage of participants cannot take effect without shareholder approval, unless they are minor amendments to benefit the administration of the plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or the Company or other member of the Group. The amendments which will generally require shareholder approval are amendments to the maximum and individual limits on the number of Shares which can be offered under the plan, the category of persons who may participate, the basis for determining a participant's entitlement under the plan, the rights attaching to Shares issued under the plan, the provisions for adjusting Options and awards in the event of a variation of share capital and the provisions for altering the terms of the plan.
13. **Rights not pensionable:** None of the benefits which may be received under the UK Sharesave Plan shall be pensionable.

Part II: The International Sharesave Plan

The principal terms of the International Sharesave Plan are the same as those of the UK Sharesave Plan, save as set out below:

1. The International Sharesave Plan will not operate as a UK tax-advantaged Plan;
2. Invites may be issued under the International Sharesave Plan within 42 days of the date of approval of the plan by shareholders in general meeting, or within the periods referred to in paragraph 4 of Part I above;
3. An eligible employee will be any employee of a company within the Group and any director of any such company who is required to work a minimum of 25 hours per week. On any occasion, the Board may issue invitations to eligible employees in one (or more) jurisdiction(s) but not to eligible employees of another (or other) jurisdiction(s).
4. The savings contract entered into by participants outside the UK may be any savings plan or arrangement approved by the Board for the purposes of the International Sharesave Plan, and amounts will be saved in local currency.

