

NCC GROUP PLC

RESULTS OF THE 2020 ANNUAL GENERAL MEETING

Annual General Meeting

At the Annual General Meeting ("AGM") of NCC Group plc (the "Company") held at 10.30 am at XYZ Building, 2 Hardman Boulevard, Spinningfields, Manchester, M3 3AQ on 20 October 2020, 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 14 and resolutions 19 to 22 were passed as ordinary resolutions and resolutions 15 to 18 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	205,722,097	100.00	0	0.00	205,722,097	73.45%	5,431,721
2.	To approve the directors' remuneration report (other than the directors' remuneration policy) for the year ended 31 May 2020	102,161,835	51.53	96,087,573	48.47	198,249,408	70.78%	12,904,409
3.	To approve the Directors' remuneration policy (as contained in the Directors' Remuneration Report for the year ended 31 May 2020)	163,090,941	81.44	37,158,392	18.56	200,249,333	71.50%	10,904,484
4.	To declare a final dividend of 3.15p per share	211,153,619	100.00	0	0.00	211,153,619	75.39%	199
5.	To re-appoint KPMG as auditor	205,894,275	99.99	13,942	0.01	205,908,217	73.52%	5,245,601
6.	To authorise the Audit Committee to determine the auditor's remuneration	211,143,809	100.00	7,827	0.00	211,151,636	75.39%	2,182
7.	To re-elect Adam Palsler as a Director	211,100,615	99.98	49,536	0.02	211,150,151	75.39%	3,667
8.	To re-elect Chris Stone as a Director	204,983,851	99.55	921,846	0.45	205,905,697	73.52%	5,248,120
9.	To re-elect Jonathan Brooks as a Director	183,894,717	87.09	27,256,383	12.91	211,151,100	75.39%	2,718
10.	To re-elect Chris Batterham as a Director	202,341,540	95.83	8,807,577	4.17	211,149,117	75.39%	4,701
11.	To re-elect Jennifer Duvalier as a Director	202,341,648	95.83	8,808,503	4.17	211,150,151	75.39%	3,667

12.	To re-elect Mike Ettling as a Director	211,111,184	99.98	37,933	0.02	211,149,117	75.39%	4,701
13.	To re-elect Tim Kowalski as a Director	205,386,342	99.75	518,322	0.25	205,904,664	73.52%	5,249,154
14.	To authorise the Directors to allot shares	204,373,637	96.80	6,766,655	3.20	211,140,292	75.39%	13,526
15.	To authorise the Directors to disapply pre-emption rights up to 5% of the issue share capital	204,646,266	96.92	6,503,226	3.08	211,149,492	75.39%	4,326
16.	To authorise the Directors to disapply pre-emption rights for an additional 5% in relation to an acquisition or capital investment	199,403,091	94.44	11,746,401	5.56	211,149,492	75.39%	4,326
17.	To authorise the purchase of own shares pursuant to s.701 of the Companies Act 2006	205,744,378	97.51	5,263,583	2.49	211,007,961	75.34%	145,857
18.	To reduce the notice period required for General Meetings	206,554,782	97.83	4,592,082	2.17	211,146,864	75.39%	6,954
19.	To authorise the making of political donations and incurring political expenditure	193,404,025	91.65	17,618,642	8.35	211,022,667	75.34%	131,151
20.	To approve the adoption of the NCC Group plc 2020 Long Term Incentive Plan	199,361,756	94.42	11,775,327	5.58	211,137,083	75.39%	16,735
21.	To approve the adoption of the NCC Group plc 2020 Restricted Share Plan	199,361,756	94.42	11,775,327	5.58	211,137,083	75.39%	16,735
22.	To approve the adoption of the NCC Group plc 2020 Deferred Annual Bonus Share Plan	204,639,610	96.92	6,500,817	3.08	211,140,427	75.39%	13,391

Resolution 2

Following recent engagement on our Remuneration Report with approximately 25 of our larger shareholders, we would like to thank those that took the time to discuss their views with us. We were reassured that the vast majority with whom we consulted agreed that our policy and our plans for its implementation in 2020/21 were appropriate, though we acknowledge a significant minority of shareholders did not agree.

Following the AGM, the Remuneration Committee will continue to engage with shareholders to fully understand their concerns and will consider the full range of feedback. We will publish an update on our engagement, in accordance with the UK Corporate Governance Code, within six months of the 2020 AGM.

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 280,076,324 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 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.

For enquiries please contact:

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