



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, which, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000, or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

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 which the sale or transfer was effected, for transmission to the purchaser or transferee.

Arrangements for the 2022 Annual General Meeting (AGM) to be held at 1.00 pm on Wednesday 2 November 2022

The Board recognises that the AGM provides an important opportunity to engage with shareholders. Therefore, the Company will ensure that shareholders can submit any questions in writing prior to the AGM. Shareholders may submit a question, by writing to investor_relations@nccgroup.com with details of their name, shareholding and question by 1.00 pm on 31 October 2022. Only questions from registered shareholders of the Company will be accepted.

In the event that the Government re-introduces restrictions as we have seen before in relation to the Covid-19 pandemic and the arrangements for the meeting have to be changed, information will be released via the RNS and placed on the Company's website.

The result of the poll vote will be made available as soon as possible after the meeting on our website.

NCC Group plc

(Registered in England with company registration number 4627044)

(the 'Company')

Registered office:

XYZ Building
2 Hardman Boulevard
Spinningfields
Manchester
M3 3AQ

Dear shareholder

NCC Group plc's 2022 Annual General Meeting

I am pleased to invite you to attend the 2022 Annual General Meeting (AGM) of the Company to be held at the offices of NCC Group plc, XYZ Building, 2 Hardman Boulevard, Spinningfields, Manchester M3 3AQ, at 1.00 pm on Wednesday 2 November 2022.

The formal notice of AGM (the 'Notice') is set out on pages 4 and 5 and the explanatory notes on each resolution to be considered at this year's AGM appear on pages 1 to 3.

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 1.00 pm on Monday 31 October 2022. 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.

To vote, 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 1.00 pm on Monday 31 October 2022. Alternatively, you can vote using our CREST proxy voting service following the procedures set out in the CREST Manual.

Recommendation

The directors of the Company (the 'Directors') believe that the resolutions set out in the Notice are likely to promote the success of the Company and 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.

Yours faithfully

Chris Stone
Chair

Explanatory notes on the resolutions which we will be proposing at the AGM

Resolutions 1 to 14 (inclusive) and resolutions 19 to 23 will be proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, more than 50% of the votes cast must be in favour of the resolution. Resolutions 15 to 18 (inclusive) will be proposed as special resolutions. This means that, for each of those resolutions to be passed, not less than 75% of the votes cast must be in favour of the resolution.

Resolution 1: Receiving the Annual Report and Accounts

The Directors will present to the shareholders at the AGM the accounts for the year ended 31 May 2022, 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 106 to 127 of the Company's 2022 Annual Report and Accounts (the '2022 Annual Report') and provides details of the remuneration paid to the Directors in respect of the year ended 31 May 2022. For the purposes of this resolution, this does not include the parts of the Directors' Remuneration Report containing the Directors' remuneration policy, which is set out on pages 121 to 127.

In accordance with the Companies Act 2006 (the '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: 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 3.15p per ordinary share for the year ended 31 May 2022. If shareholders approve the recommended dividend, it will be paid on 11 November 2022 to shareholders on the register at close of business on 14 October 2022.

Resolutions 4 and 5: 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. An assessment of the effectiveness, independence and objectivity of the auditor has been undertaken by the Audit Committee, which has recommended to the Board that KPMG LLP be reappointed as auditor. The Board confirms that: (1) the recommendation is free from influence by a third party; and (2) no contractual term of the kind mentioned in Article 16(6) of the EU Regulation 537/2014 has been imposed on the Company. Accordingly, shareholder approval is being sought pursuant to resolution 4 to reappoint 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 6–13: Election or re-election of Directors

Under the Company's Articles of Association (the 'Articles'), Directors appointed by the Board are required to submit themselves for election at the first AGM following their appointment. Also, in accordance with the UK Corporate Governance Code every other Director will stand for re-election at the AGM.

Biographical details of each Director standing for election or re-election can be found on pages 78 and 79 of the 2022 Annual Report together with their skills and experience which support the reasons why their contributions are, and continue to be, important to the Company's long-term sustainable success.

The Board supports the election or re-election 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 2022 Annual Report, assist 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 election or 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.

Resolution 14: 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 14 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 14(a) of resolution 14 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 £1,033,575 (representing 103,357,500 ordinary shares). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 5 September 2022 (being the latest practicable date before the publication of this document).

In addition, if passed, paragraph 14(b) of resolution 14 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 £1,033,575 (representing 103,357,500 ordinary shares). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 5 September 2022 (being the latest practicable date before the publication of this document).

If given, these authorities will expire on the earlier of the conclusion of the Company's 2023 AGM, or 1 February 2024. 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 of allotting new ordinary shares other than in relation to the Company's share schemes. 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 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.

Explanatory notes on the resolutions which we will be proposing at the AGM

continued

Resolutions 15 and 16: 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 2006) for cash, then under the Companies Act 2006 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 15 and 16, 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 15 will be limited to allotments or sales of ordinary shares:

- (a) 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
- (b) in any other case, up to an aggregate nominal amount of £155,036 (representing 15,503,600 ordinary shares). This amount represents approximately 5% of the issued ordinary share capital of the Company as at 5 September 2022 (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 15 will expire on the earlier of the conclusion of the AGM of the Company to be held in 2023, or 1 February 2024.

The powers proposed under resolution 16 will be limited to allotments or sales of ordinary shares:

- (a) up to an aggregate nominal amount of £155,036 (representing 15,503,600 ordinary shares). This amount represents approximately 5% of the issued ordinary share capital of the Company as at 5 September 2022 (being the latest practicable date before the publication of this document); and
- (b) may be 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 Pre-emption 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 16 will expire on the earlier of the conclusion of the AGM of the Company to be held in 2023, or 1 February 2024.

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% 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. As noted in relation to resolution 14 above, the Directors have no current intention of issuing ordinary shares other than in relation to the Company's employee share schemes.

Resolution 17: 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 17, 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 17, but consider the authority desirable to provide maximum flexibility in the management of the Company's capital base. If passed, and in considering whether to use this authority, the Directors will take into account factors including the financial resources of the Company, the Company's share price and future funding opportunities. 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 2006. 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 31,007,200 ordinary shares, representing approximately 10% of the issued equity share capital of the Company as at 5 September 2022 (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 earlier of the conclusion of the Company's 2023 AGM, or 1 February 2024. 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 5 September 2022 (being the latest practicable date prior to publication of this document) was 11,756,526, which represents approximately 3.79% of the Company's issued share capital and would represent 4.21% of the Company's issued share capital if the full authority to repurchase ordinary shares as proposed by resolution 17 was exercised.

As at 5 September 2022 (being the latest practicable date prior to publication of this document), the Company holds no shares in treasury.

Resolution 18: Notice of general meetings

Resolution 18 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 the shareholders as a whole. In accordance with the Companies Act 2006, 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 AGM, when it is intended that a similar resolution will be proposed.

Resolution 19: Political donations

Resolution 19 deals with political donations. Under the Companies Act 2006, political donations to any political parties, independent election candidates or political organisations or the incurring of political expenditure are prohibited unless authorised by shareholders in advance. What constitutes a political donation, a political party, a political organisation or political expenditure is not easy to decide, as the legislation is capable of wide interpretation. Sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties and support for bodies representing the business community in policy review or reform may fall within this.

Therefore, notwithstanding that the Company has not made a political donation in the past, and has no intention either now or in the future of making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate, the Board has decided to put forward resolution 19. This will allow the Company to support the community and put forward its views to wider business and government entities without running the risk of being in inadvertent breach of the law. As permitted under the Companies Act 2006, resolution 19 also covers any political donations made, or political expenditure incurred, by any subsidiaries of the Company. This authority will expire at the end of the next AGM of the Company.

Resolutions 20-23: Adoption of new share incentive plans

Resolutions 20 to 23 propose to approve the establishment of a new UK Sharesave Plan ("Sharesave Plan"), new International Sharesave Plan ("International Sharesave Plan"), new US Incentive Stock Option Plan ("ISO Plan") and new US Employee Stock Purchase Plan ("ESPP") respectively (together the "New Incentive Plans").

The New Incentive Plans will replace the Company's existing Sharesave, International Sharesave, US Incentive Stock Option and US Employee Stock Purchase Plans. The existing UK Sharesave Plan and US Incentive Stock Option Plan will each expire in the next 12 months, and the opportunity is also being taken now to refresh the International Sharesave Plan and US Employee Stock Purchase Plan. As with the existing plans, each of the New Incentive Plans will enable employees and directors of the NCC group of companies ("Group") to acquire ordinary shares in the Company ("Shares").

The terms of the New Incentive Plans will be materially the same as the existing plans which they replace, save that:

- under the Sharesave Plans (i) leavers after three years from grant of an option will have a right to exercise that option within six months of leaving and (ii) a right of exercise is given in the event that the Company is subject to a "Non-UK Company Reorganisation" (as defined in the UK Sharesave legislation);
- under the International Sharesave Plan, the Board will have discretion to settle the exercise of options by a cash payment where local securities exchange control or other restrictions prohibit or restrict the delivery of shares; and
- under the ISO Plan, for flexibility, the Board will have discretion to grant options which can be exercised within three years of grant, although the current intention is that any options granted under the ISO Plan would normally not be exercisable until after three years from grant.

The principal terms of the New Incentive Plans are summarised in the Appendix to this Notice of AGM.

Notice of Annual General Meeting

Notice is hereby given that NCC Group plc (the 'Company') will hold its Annual General Meeting at the offices of NCC Group plc, XYZ Building, 2 Hardman Boulevard, Spinningfields, Manchester M3 3AQ, at 1.00 pm on Wednesday 2 November 2022 to consider and, if thought fit, pass the following resolutions.

Resolutions 1 to 14 (inclusive) and resolutions 19 to 23 will be proposed as ordinary resolutions and resolutions 15 to 18 (inclusive) will be proposed as special resolutions. The Directors have determined that all the resolutions to be put to a vote at the AGM will be decided on a poll:

1. To receive the Company's annual accounts, the Strategic Report and the reports of the Directors and auditor for the financial year ended 31 May 2022.
2. To approve the Directors' Remuneration Report (other than the part containing the Directors' remuneration policy) for the financial year ended 31 May 2022.
3. To declare a final dividend for the financial year ended 31 May 2022 of 3.15p per ordinary share, to be paid on 11 November 2022 to members whose names appear on the register of members at the close of business on 14 October 2022.
4. 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.
5. To authorise the Audit Committee to determine the auditor's remuneration.
6. To elect Mike Maddison as a Director.
7. To re-elect Chris Stone as a Director.
8. To re-elect Chris Batterham as a Director.
9. To elect Julie Chakraverty as a Director
10. To re-elect Jennifer Duvalier as a Director.
11. To re-elect Mike Ettling as a Director.
12. To re-elect Tim Kowalski as a Director.
13. To elect Lynn Fordham as a Director.
14. That the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights'):
 - (a) up to an aggregate nominal amount of £1,033,575; and
 - (b) up to a further aggregate nominal amount of £1,033,575 provided that: (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006); and (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates and to holders of other equity securities if required by the rights of those securities, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that this authority shall expire on the earlier of the conclusion of the 2023 Annual General Meeting of the Company, or 1 February 2024, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

15. That, subject to the passing of resolution 14 as set out in this Notice of meeting, the Directors be authorised to allot equity securities (as defined in the Companies Act 2006) 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 2006 did not apply to any such allotment or sale, such authority being 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 (but in the case of the authority granted under paragraph (b) of resolution 14 by way of rights issue only) to the holders of ordinary 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 or by virtue of shares being represented by depositary receipts or other matter; 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 £155,036,

and such power shall expire on the earlier of the conclusion of the 2023 Annual General Meeting of the Company, or 1 February 2024, 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, subject to the passing of resolution 14 as set out in this Notice, the Directors be authorised in addition to any authority granted under resolution 15 as set out in this Notice to allot equity securities (as defined in the Companies Act 2006) 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 2006 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 £155,036; 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,

and such power shall expire on the earlier of the conclusion of the 2023 Annual General Meeting of the Company, or 1 February 2024, 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 Directors 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.

17. That the Company be generally and unconditionally authorised 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 31,007,200 ordinary shares of 1p each in the capital of the Company (being approximately 10% 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 an ordinary share is the higher of:
 - (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company 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 and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out,

and (unless revoked, varied or renewed) this authority shall expire on the earlier of the conclusion of the 2023 Annual General Meeting of the Company, or 1 February 2024, 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.

18. That a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice.

19. That in accordance with sections 366 and 367 of the Companies Act 2006, the Company and all companies which are subsidiaries of the Company at the date on which this resolution 19 is passed or during the period when this resolution 19 has effect be generally and unconditionally authorised to:

- (a) make political donations to political parties or independent election candidates not exceeding £25,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £25,000 in total; and
- (c) incur political expenditure not exceeding £25,000 in total,

(as such terms are defined in the Companies Act 2006) during the period beginning with the date of the passing of this resolution and ending at the end of the next Annual General Meeting of the Company provided that the authorised sum referred to in paragraphs (a), (b) and (c) above may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into Pounds Sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day in which the Company enters into any contract or undertaking in relation to the same

provided that, in any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this resolution shall not exceed £75,000.

20. That the rules ("Sharesave Rules") of the NCC Group plc 2022 Sharesave Plan ("Sharesave Plan"), the principal terms of which are summarised in the Appendix to this Notice of Annual General Meeting, be and are approved, the Sharesave 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 Sharesave Plan (including, but not limited to, making amendments to the Sharesave Rules).

21. That the rules ("International Sharesave Rules") of the NCC Group plc 2022 International Sharesave Plan ("International Sharesave Plan"), the principal terms of which are summarised in the Appendix to this Notice of Annual General Meeting, be and are approved, the International Sharesave 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 International Sharesave Plan (including, but not limited to, making amendments to the International Sharesave Rules), and to establish further plans based on the International Sharesave 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 International Sharesave Plan and/or such further plans are treated as counting towards the limits on the use of shares under the International Sharesave Plan 2022.

22. That the rules ("ISO Rules") of the NCC Group plc 2022 US Incentive Stock Option Plan ("ISO Plan"), the principal terms of which are summarised in the Appendix to this Notice of Annual General Meeting, be and are approved, the ISO 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 ISO Plan (including, but not limited to, making amendments to the ISO Rules), provided that the maximum number of ordinary shares of 1p each in the capital of the Company which may be delivered pursuant to the grant of options under the ISO Plan is 15 million.

23. That the rules ("ESPP Rules") of the NCC Group plc 2022 US Employee Stock Purchase Plan ("ESPP"), the principal terms of which are summarised in the Appendix to this Notice of Annual General Meeting, be and are approved, the ESPP 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 ESPP (including, but not limited to, making amendments to the ESPP Rules), provided that the maximum number of ordinary shares of 1p each in the capital of the Company which may be delivered pursuant to the grant of options under the ESPP is 15 million.

By Order of the Board

Tim Kowalski
Company Secretary
6 September 2022

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

Appendix

Summary of the principal terms of the New Incentive Plans

In this Appendix, words and expressions defined on page 3 of this Notice of Annual General Meeting shall have the same meaning unless the context requires otherwise.

Part I: Summary of the Sharesave Plan

1. Nature of the plan

The Sharesave Plan is intended to operate as a UK tax-advantaged savings-related share option plan pursuant to schedule 3 to the Income Tax (Earnings and Pensions) Act 2003 pursuant to which eligible individuals may be offered options ("Options") to acquire 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 the offer.

2. Eligibility

All UK resident directors who work at least 25 hours per week for any company within the Group and all UK resident employees, in each case 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 be permitted to do so on similar terms although participation 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") in a form approved by HMRC for a period of 3 or 5 years under which they agree to make monthly savings of an amount decided by them, subject to a minimum specified by the Board which may not exceed £10 (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).

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 to exercise 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).

5. Exercise of options

Options may normally only be exercised during the period of six months following the maturity of the Contract (three or five years from its commencement, depending on the type of Contract) and if not exercised by the end of that period will lapse.

6. Leavers

Early exercise of Options 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 within three years of the date of grant, their 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 (but in each case, only to the extent of savings plus any bonus accumulated in the related Contract up to the time of exercise). 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 person to whom they are granted (or the personal representatives of any participant who has died).

Part II: Summary of the International Sharesave Plan

The International Sharesave Plan is also a plan under which options to acquire Shares may be offered to eligible individuals. It will operate in a similar way to the Sharesave Plan, save that:

1. the International Sharesave Plan will not operate as a UK tax-advantaged Plan;
2. eligibility is not limited to UK resident individuals. In practice, UK resident employees and directors will not participate in the International Sharesave Plan as they would participate in the UK Sharesave Plan. 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);
3. 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 (but converted into GBP upon exercise of the option); and
4. if there are securities, exchange control, or other restrictions in the country where a Participant is resident or employed which prohibit or restrict the issue or transfer of Shares to that Participant, the Board may if it considers it appropriate determine that a Participant's entitlement on exercise of an Option may be settled in cash rather than Shares.

Part III: Summary of the ISO Plan

1. Nature of the plan

The ISO Plan is intended to enable options over Shares to be granted to US resident employees and directors of Group companies in a tax efficient manner.

Options granted under the ISO Plan are intended to qualify under section 422 of the US Tax Code as Incentive Stock Options ("ISOs") to the fullest extent possible, and to constitute nonqualified stock options taxed under section 83 of the US Tax Code to the extent granted in excess of the statutory limits or to persons ineligible under the US Tax Code to receive ISOs from the Company.

2. Eligibility

All US resident directors and employees of the Group are eligible to participate in the ISO Plan. Actual participation will be at the discretion of the Board.

3. Individual participation limit

The aggregate fair market value of shares with respect to which ISOs are exercisable for the first time by a participant during any calendar year under the ISO Plan and any other share option plans or schemes of the Company, or any subsidiary corporation shall not exceed \$100,000. Such fair market value shall be determined as of the date of grant of the ISO. In the event that the aggregate fair market value of shares with respect to ISOs exercisable for the first time by a participant during any calendar year exceeds \$100,000, then the excess ISOs granted will, to the extent and in the order in which they were granted, automatically be deemed to be "nonqualified stock options", but all other terms and provisions of such ISOs shall remain unchanged. Nonqualified stock options do not have beneficial tax treatment under the US Tax Code.

The aggregate fair market value (at the date of grant) of Shares under Options that may be granted to any one participant in any one financial year of the Company under the ISO Plan shall also not exceed the amount of that participant's remuneration (excluding benefits in kind) for that financial year (or the preceding financial year if greater). The Board may however make awards outside this limit where it considers the circumstances sufficiently exceptional to justify this.

4. Exercise of Options

The price per Share payable on exercise of an Option shall not be less than the higher of (i) the nominal value of a Share and (ii) the market value of a Share on the date of grant.

Options granted under the ISO Plan will normally be exercisable only within the period of three to 10 years after the date of grant (although the Board will have discretion to grant options with an exercise period commencing before the third anniversary of the grant date).

Options may be granted subject to objective conditions as to the performance of the Group which must normally be satisfied before Options can be exercised. Having granted Options and set a performance target, the Board may vary the performance target provided that the Board reasonably considers that the performance target originally set no longer represents a fair measure of performance and provided that any new conditions are no more difficult nor easy to satisfy.

5. Leavers

Options may be exercised early where a participant's employment ceases due to their death, disability, redundancy or retirement. In each of these situations Options may be exercised until the earlier of (i) six months following the date of the cessation of employment (or 12 months in the case of death), and (ii) the expiry date of the Option. To the extent not so exercised, the Option will lapse.

Where, in these circumstances, exercise of an Option is permitted early, there is no requirement for any performance target to be met, but the Option may not be exercised in full, but only on a pro rata basis taking into account the period of time which has elapsed since the date of grant.

Where employment ceases for any other reason:

- after the normal exercise period has commenced, the Option may generally be exercised, to the extent that it is already exercisable at the date of cessation of employment; or
- before the normal exercise period has commenced, the Option shall lapse, unless the Board in its discretion determines that the Option shall not lapse but shall be exercisable to the extent permitted by the Board.

In either case, to the extent exercisable, the Option may be exercised within the period of six months following cessation (but no later than the expiry date of the Option).

6. Limit on number of Shares available under the ISO Plan

Without further shareholder approval, the total number of Shares over which Options may be granted under the ISO Plan is 15 million Shares, subject to adjustment to reflect variations of share capital (and subject always to the overall dilution limit referred to below). This limit is included to meet the requirements of the ISOs legislation.

7. Change of control

In the event of a change of control of the Company or certain other corporate events, Options may be exercised early, provided that if the event occurs before the normal exercise period has commenced, Options may only be exercised to the extent determined by the Board, having regard to all the circumstances. The Board may in its discretion determine that instead of being exercised, Options shall be cancelled for a cash payment in an amount equal to the difference between the value of the underlying shares and the exercise price. Alternatively, with the agreement of the acquiring company, Options may be exchanged for options over shares in the acquiring company or in a company associated with the acquiring company.

Part IV: Summary of the ESPP

1. Nature of the plan

The ESPP is designed to enable eligible US resident employees of the Group to purchase 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 will be granted options to purchase Shares ("Options") at a price fixed at the time the Option is granted. Options will be capable of being exercised on designated dates after a specified period has elapsed following the grant of the Options ("Option Period"). It is currently intended that each Option Period will be 12 months in duration, and that Options will be granted on a rolling basis every 12 months until the Board determines otherwise.

2. Eligibility

Participation in the ESPP will be limited to employees of certain designated US subsidiaries of the Company.

3. Purchase of Shares

Purchases of Shares on behalf of participants in the ESPP will take 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, Shares may also be purchased in the market.

The amount payable by employees for Shares 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. In practice, it is intended that the exercise price will be fixed at 85% of the fair market value of a Share on the first dealing day of the Option Period.

The purchase of 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. In practice, it is intended that, as a further limit, the maximum number of shares that any participant will be permitted to acquire during any Option Period will be the number of whole shares determined by dividing £6,000 by the fair market value per Share on the first dealing day of the Option Period. This limit reflects the maximum annual amount which participants in the two Sharesave Plans may save in relation to the options granted under those Plans (and would be reviewed if the annual savings limits under those Plans are amended).

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 shall forthwith lapse in full.

5. Change of control

In the event of a change of control of the Company or certain other corporate events, the Option Period will terminate and (unless the Board in its discretion determines otherwise) 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. Limit on number of Shares available for the ESPP

Without further shareholder approval, the total number of Shares over which Options may be granted under the ESPP is 15 million Shares, subject to adjustment to reflect variations of share capital (and subject always to the overall dilution limit referred to below). This limit is included to meet the requirements of the ESPP legislation.

Appendix continued

Part V: Features common to all of the New Incentive Plans

1. Dilution limit

In any ten-year period, not more than ten per cent of the issued ordinary share capital of the Company may be issued or committed to be issued under all employee share plans operated by the Company.

Treasury Shares will be treated as new issue Shares for the purposes of these limits unless institutional investor guidelines cease to require such Shares to be so counted.

2. Grant of awards

Options under the ISO Plan and ESPP may generally only be granted, and invitations under the Sharesave Plan and International Sharesave Plan may generally only be issued, within the period of 42 days after the day on which the Company announces its results for any period. Options may be granted or invitations issued (as the case may be) at any other time if the Board considers that exceptional circumstances exist to justify the grant or issue of an invitation at such other time. No options can be granted under any of the New Incentive Plans after the tenth anniversary of its approval by the Company's shareholders.

3. 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 Shares over which any option under the New Incentive Plans has been granted and the price at which Shares may be acquired under such option shall be adjusted as determined by the Board to be appropriate.

4. Alterations

The Board may alter the New Incentive Plans 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 overall Share limits under the New Incentive Plans, the individual participation limits, the eligibility criteria, the basis for determining a Participant's entitlement to, and the terms of, Shares or any other benefit to be provided under the New Incentive Plans, the provisions for altering share capital and for altering the terms of the New Incentive Plans and the provisions which apply on a winding up of the Company.

5. Rights attaching to Shares

Any Shares issued pursuant to the New Incentive Plans will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to the date of allotment).

6. Pension status

None of the benefits which may be received under the New Incentive Plans will be pensionable.

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 (the '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 Chair 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. The total voting rights in the Company as at 5 September 2022 were 310,072,756.
4. To be valid, the completed Proxy Form must be received by the Company's Registrar, Equiniti, by no later than 1.00 pm on Monday 31 October 2022 and should be addressed to Freepost RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing BN99 8LU.
5. Arrangements for the appointment of a proxy and proxy instructions will be made available to all members who are registered in the register of members of the Company at the close of business on Monday 31 October 2022. If you have any questions in relation to your proxy appointment, please contact the Company's Registrar, Equiniti, on 0371 384 2679 or from outside the UK on +44 (0)121 415 7047. Lines are open 8.30 am to 5.30 pm Monday to Friday excluding public holidays in England and Wales.
6. 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. 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 1.00 pm on Monday 31 October 2022. 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.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 1.00 pm on Monday 31 October 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

7. 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.
8. The right of members to vote at the AGM is determined by reference to the Company's register of members (the '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 Monday 31 October 2022 will be eligible to attend or vote at this AGM. We will disregard changes to entries on the Register after 6.30 pm on Monday 31 October 2022 for this purpose.
9. 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 draft rules of the proposed New Incentive Plans.

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.

will be available for inspection at the registered office of the Company and at the offices of DLA Piper UK LLP, 160 Aldersgate Street, London EC1A 4HT, 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.

Notes continued

10. Biographical details of the current Directors who are being proposed for election or re-election by shareholders are set out on pages 78 and 79 of the Company's 2022 Annual Report and Accounts.
11. 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.
12. 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.
13. Under sections 338 and 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company: (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which those members intend to move (and which may properly be moved) at the meeting; and (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting. A resolution may properly be moved, or a matter properly included in the business, unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of any inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person(s) making it and must be received by the Company not later than six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
14. The information required by section 311A of the Companies Act 2006 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.nccgroupplc.com/investor-relations.
15. 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 2006. 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; or
 - (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.
16. 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 Companies Act 2006, 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.
17. As at 5 September 2022 (being the latest practicable date prior to publication of this document) the Company's issued share capital consists of 310,072,756 ordinary shares of 1p each. The Company holds no ordinary shares in treasury.