

8 December 2011

**This letter is being sent to shareholders of NCC Group plc for information only and no action is required to be taken. If you have sold or transferred all of your shares in NCC Group plc please forward this letter to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.**

Dear Shareholder

### **Change of Auditors**

I am writing to advise you that Ernst & Young LLP have been appointed as auditors for NCC Group plc and its subsidiary companies following a competitive tender process. Shareholders will be asked to re-appoint Ernst & Young LLP as auditors at the next Annual General Meeting.

KPMG Audit Plc have accordingly resigned as the auditors with effect from 2 December 2011 and as required by section 519(3) of the Companies Act 2006, have deposited a statement confirming the circumstances of their resignation. A copy of this statement is attached to this letter and is being sent to shareholders for information as required by section 520(2) of the Companies Act 2006.

The Board wishes to put on record its appreciation of the service provided by KPMG Audit Plc to NCC Group plc during their period of tenure.

Yours faithfully



**Paul Mitchell**  
Chairman



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**Private and confidential**

NCC Group Plc  
Manchester Technology Centre  
Oxford Road  
Manchester  
M1 7DF

Our ref is/jah/005

Contact 0161 246 4844

2 December 2011

Dear Sir

**Statement on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006**

We write to you in your capacity as a director of the companies listed in the Appendix to this statement.

The circumstances connected with our ceasing to hold office are the holding of a competitive tender for the audits, in which we were unsuccessful in retaining the audits.

We request that any correspondence in relation to this statement be sent to our registered office, 8 Salisbury Square, London, EC4Y 8BB, marked for the attention of the Audit Regulation Department.

Yours faithfully,

*KPMG Audit Plc*

KPMG Audit Plc



## Appendix

<i>Company name</i>	<i>Company registered number</i>
NCC Group Plc	4627044
NCC Group Solutions Limited	3742757
NCC Services Limited	2802141
Site Confidence Limited	4069379
NGS Secure Limited	04474600
Next Generation Security Software Limited	04225835
SDLC Solutions Limited	04203893