

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 2012 Annual General Meeting

I am pleased to invite you to attend the 2012 Annual General Meeting of the Company to be held at Manchester Technology Centre, Oxford Road, Manchester M1 7EF at 11am on Thursday 20 September 2012.

As you will see from the formal Notice of Meeting set out on pages 4 and 5 of this document, in addition to the ordinary business to be dealt with at the meeting, there are items of special business contained in Resolutions 11 to 14 (inclusive). An explanation of all the resolutions to be put to the Annual General Meeting is set out on pages 2 and 3 of this document.

The Directors believe that the resolutions referred to in this letter, which are to be proposed at the Annual General Meeting are in the best interests of the Company and of the shareholders as a whole and recommend shareholders to vote in favour of them.

Whether or not you intend to come to the meeting, 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 18 September 2012. 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 meeting 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.

The Directors and I look forward to seeing you at the meeting.

Yours faithfully



Paul Mitchell
Non Executive Chairman

Explanatory Notes about the resolutions we will be proposing at the meeting:

Resolution 1: Receiving the report and accounts

The Directors will present to the shareholders at the Annual General Meeting the accounts for the previous financial year, on this occasion for the year ended 31 May 2012, together with their reports and the auditor's report on those accounts.

Resolution 2: Approving the Directors' remuneration report

The Directors are required to include certain information within the remuneration report and must submit that report for approval by shareholders at each annual general meeting in accordance with the Directors' Remuneration Report Regulations 2002 and section 439(1) of the Companies Act 2006 ('2006 Act'). The remuneration report has been prepared accordingly and approved by the Directors.

The remuneration report is included in full on pages 47 to 54 of the NCC Group plc Report and Accounts 2012.

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 11.0 pence per ordinary share for the year ending 31 May 2012. If shareholders approve the recommended dividend, it will be paid on 28 September 2012 to shareholders on the register at the close of business on 31 August 2012.

Resolutions 4 and 5: Appointment and Remuneration of the Auditor

The auditor of the Company is required to be appointed at each annual general meeting at which accounts are presented. On the recommendation of the Audit Committee, the board appointed Ernst & Young LLP as auditor of the Company following a competitive tender process and the subsequent resignation of KMPG Audit Plc as auditor of the Company with effect from 2 December 2011. Accordingly, shareholder approval is now sought to re-appoint Ernst & Young LLP as auditor of the Company.

It is normal practice for a company's directors to be authorised to fix the auditor's remuneration and shareholders' approval to do so is sought in this resolution.

Resolutions 6 - 10: Re-election and election of Directors

Under the articles of association of the Company ('Articles') two of the Directors must retire by rotation each year, and each director must offer himself for re-election at least every three years. However in accordance with best practice all Directors are offering themselves for re-election this year.

The Board has appointed Thomas Chambers as a Non-Executive Director of the Company with effect from 20 September 2012 and in accordance with the Articles, Mr Chambers puts himself forward for election by the shareholders at this Annual General Meeting. Thomas brings strong industry experience to the Company having been CFO of smartphone operating systems developer Symbian Limited from 2001 until its sale to Nokia Oyj in 2009, and prior to that, CFO of DSL provider First Telecom. Thomas is a chartered accountant and has held roles with Kleinwort Benson, the European Bank for Reconstruction and Development and Price Waterhouse. He is a Fellow of the Institute of Chartered Accountants and a Fellow of the Institution of Engineering and Technology. He is also a Non-Executive Director of Kings Arms Yard VCT plc.

David McKeith will retire at this Annual General Meeting and will not be offering himself for re-election. The rest of the Directors would like to thank David for the significant contribution he has made as a Non-Executive Director of the Company and Chairman of the Audit Committee. Thomas Chambers will take over the chair of the Audit Committee.

The board believes that each of the Directors continues to perform effectively and with commitment to their roles. The biographies of the current Directors are set out on pages 31 to 32 of the NCC Group plc Report and Accounts 2012.

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 last annual general meeting 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 Annual General Meeting. 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 £115,029.35 (representing 11,502,935 ordinary shares), which represents approximately one-third of the issued share capital of the Company as at 9 August 2012, (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 Association of British Insurers, paragraph (b) of resolution 11 seeks additional authority to allot shares up to a further nominal amount of £115,029.35, representing approximately one-third of the issued share capital as at 9 August 2012, 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 2013 annual general meeting. Should the Directors exercise the authorities sought under resolution 11, they intend to follow ABI recommendations concerning their use (including as regards the Directors standing for re-election in certain cases).

As at 9 August 2012 (being the latest practicable date prior to publication of this document) no shares are held by the Company in treasury.

Resolution 12: Disapplication of pre-emption rights

Resolution 12 will be proposed as a special resolution and seeks to renew the authority conferred on the Directors at last year's annual general meeting to allot equity securities for cash pursuant to section 570 of the 2006 Act, without first offering them to shareholders pro rata to their holdings. This authority facilitates issues made by way of rights to shareholders which are not strictly in accordance with section 561 of the 2006 Act, and authorises other allotments up to an aggregate nominal amount of £17,254.40 (representing 1,725,440 ordinary shares), which represents approximately 5% of the Company's issued equity share capital as at 9 August 2012 (being the latest practicable date prior to publication of this document).

The authority sought under resolution 12 will expire on the conclusion of the Company's 2013 annual general meeting. The Directors have no present intention of exercising this authority.

In accordance with the guidelines issued by the Pre-emption Group, the Directors confirm their intention that no more than 7.5% of the Company's issued share capital will be issued for cash on a non pre-emptive basis during any rolling three-year period.

Resolution 13: 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 will only exercise this authority after considering the market conditions prevailing at the time, the potential effect on earnings per share and the benefits for shareholders generally. 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 3,450,880 ordinary shares, representing approximately 10% of the issued equity share capital of the Company as at 9 August 2012 (being the latest practicable date prior to publication of this document). The authority also sets minimum and maximum prices. The renewed authority will remain in force until the earlier of 19 December 2013 and the conclusion of the Company's 2013 annual general meeting. The Directors intend to seek renewal of this power at each annual general meeting.

The total number of options to subscribe for ordinary shares for all share schemes of the Company which were outstanding as at 9 August 2012 was 875,848 which represents 2.5% of the Company's issued share capital and would represent 2.8% of the Company's issued share capital if the full authority to repurchase ordinary shares as proposed by resolution 13 was exercised. As at 9 August 2012, no shares are held by the Company in treasury.

Resolution 14: Notice of General Meetings

Resolution 14 enables the Company to hold general meetings (other than annual general meetings) on 14 clear days' notice. The Company's articles of association currently permit such notice period but this resolution is required in order to comply with the Shareholders' Rights Regulations.

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 20 September 2012 to consider and, if thought fit, pass the following resolutions. Resolutions 1 to 11 inclusive will be proposed as ordinary resolutions and resolutions 12, 13 and 14 will be proposed as special resolutions:

The Ordinary Business of the Meeting

1. To receive and adopt the Company's annual accounts for the financial year ended 31 May 2012 and the directors' and auditors' reports thereon.
2. To approve the directors' remuneration report for the financial year ended 31 May 2012.
3. To declare a final dividend for the financial year ended 31 May 2012 of 11.0p per ordinary share, to be paid on 28 September 2012 to members whose names appear on the register of members at the close of business on 31 August 2012.
4. To re-appoint Ernst & Young LLP as auditors 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 directors of the Company ('Directors'), 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 Atul Patel as a Director.
10. To elect Thomas Chambers as a Director.

The Special Business of the Meeting

11. That the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (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 £115,029.35
 - (b) equity securities (within the meaning of section 560 of the said 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 £115,029.35,

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 the notice of this meeting, the Directors be and they are empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of the said Act) for cash pursuant to the general authority conferred by resolution 11 as set out in the notice of this meeting and be empowered pursuant to section 573 of the said Act to sell ordinary shares (as defined in section 560 of the said Act) held by the Company as treasury shares (as defined in section 724 of the said Act) for cash, as if section 561(1) of the said Act did not apply to such allotment or sale, provided that this power shall be limited to allotments of equity securities and the sale of treasury shares:
 - (a) 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) otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal amount of £17,254.40,

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, 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 3,450,880 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 or on 19 December 2013, whichever is earlier, 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 hereby had not expired.
14. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.

By Order of the Board



Felicity Brandwood

Secretary

Dated: 9 August 2012

Registered office:

Manchester Technology Centre

Oxford Road

Manchester

M1 7EF

Notes

1. In order to attend and vote at the Annual General Meeting 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 Annual General Meeting is entitled to appoint one or more proxies to exercise any or all of their rights to attend, speak and vote at the Annual General Meeting. A form to be used for appointing a proxy or proxies for this Annual General Meeting is enclosed with this notice. Please complete and return the enclosed proxy form whether or not you intend to attend the meeting in person. The return of the proxy form will not prevent you from attending and voting at the meeting if you so wish. You can appoint the Chairman of the meeting 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 18 September 2012 and should be addressed to Freepost SEA 10846, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL.

3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 20 September 2012 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/CREST. 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 18 September 2012. 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 Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
5. The right of members to vote at the Annual General Meeting is determined by reference to the Company's register of members ("Register"). We have set a time and date for eligibility to attend the meeting. This year, only those shareholders registered at 6pm on 18 September 2012 will be eligible to attend or vote at this Annual General Meeting. We will disregard changes to entries on the Register after 6pm on 18 September 2012. If the meeting were to be adjourned for any reason, then only those shareholders registered in the Register at 6pm 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 the service contracts of each of the Directors and the terms and conditions of appointment of all Non-Executive Directors will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this notice until the date of the Annual General Meeting and at the place of the Annual General Meeting from at least 15 minutes prior to and until the conclusion of the Annual General Meeting.
7. Biographical details of the current Directors who are being proposed for re-election by shareholders are set out on pages 31 to 32 of the NCC Group plc Report and Accounts 2012 and biographical details for Thomas Chambers are set out in the explanatory notes to resolutions 6-10.

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 Annual General Meeting. 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 Annual General Meeting is entitled to ask any question relating to the business being dealt with at the meeting. The Company will answer any such questions unless (i) to do so would interfere unduly with the preparation for the meeting 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 meeting that the question be answered.
11. 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.com:
 - (iii) the matters set out in this notice of meeting;
 - (iii) 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 meeting; and
 - (iii) the totals of the voting rights that members are entitled to exercise at the meeting 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 auditors' report and the conduct of the audit) that are to be laid before the annual general meeting; 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 annual general meeting 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 9 August 2012 (being the latest practicable date prior to publication of this document) the Company's issued share capital consists of 34,508,806 ordinary shares of 1p each. 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 9 August 2012 were 34,508,806.
14. Pursuant to Chapter 5 of Part 16 of the Companies Act 2006 (sections 527 to 531), where requested by either a member or members having a right to vote at the meeting and holding at least 5% of total voting rights of the Company or at least 100 members have a right to vote at the meeting and holding, on average, at least £100 of paid up share capital, the Company must publish on its website, a statement setting out any matter that such member or members propose to raise at the annual general meeting relating to 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 annual general meeting.

Where the Company is required to publish such a statement on its website it may not require the members making the request to pay any expenses incurred by the Company in complying with the request, it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website, and the statement may be dealt with as part of the business of the annual general meeting.

A member or members wishing to request publication of such a statement on the Company's website must send the request to the Company using one of the following methods:

 - in hard copy form to the Group Company Secretary, NCC Group plc, Manchester Technology Centre, Oxford Road, Manchester M1 7EF – the request must be signed by the Member;
 - by e-mail to Felicity.Brandwood@nccgroup.com or
 - by fax to +44 (0) 161 209 5118 marked for the attention of the Company Secretary.

Whichever form of communication is chosen, the request must either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported, and be received by the Company at least one week before the annual general meeting.

