

A notification in accordance with LR 9.6.2, that the resolutions listed below were passed at the General Meeting of NCC Group plc ("Company"), held at Manchester Technology Centre, Oxford Road, Manchester, M1 7EF on Tuesday 18 December 2012.

Resolutions 1, 2, 5 and 6 were passed as ordinary resolutions and resolutions 3 and 4 were passed as special resolutions

1 THAT, pursuant to article 145 of the Articles of Association of the Company, sanction be and is hereby given to the directors of the Company ("**Directors**") to capitalise an amount, being part of the amount standing to the credit of the share premium account of the Company, equal to five times the aggregate nominal value of the ordinary shares of 1p each in the Company ("**Ordinary Shares**") in issue at 5.00pm on 18 December 2012 ("**Record Date**"), and accordingly that the Directors be authorised and directed to appropriate such sum to the members who are, at the Record Date, registered as the holders of the issued Ordinary Shares in the same proportions in which such sum would have been divisible amongst them if it were distributed by way of dividend and to apply such sum on their behalf in paying up in full new Ordinary Shares of 1p each ("**New Ordinary Shares**") and allot such New Ordinary Shares credited as fully paid to those members in the proportion of five New Ordinary Shares for each existing Ordinary Share held on such date and so that such New Ordinary Shares shall rank *pari passu* in all respects with the existing Ordinary Shares.

2 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 £2,421,001.52 (including, and not in addition to, the New Ordinary Shares authorised in resolution 1);
- (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 £691,714.72,

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.

3 THAT, subject to the passing of resolution 1 and resolution 2 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 2 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 £103,757.20,


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.

- 4 THAT, subject to the passing of resolution 1 and resolution 2 as set out in the notice of this meeting, 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 20,751,441 Ordinary Shares on such terms and in such manner as the Directors may from time to time determine, provided that:

- (a) the amount paid for each share (exclusive of expenses) shall not be more than the higher of (1) five per cent above the average market value of the Ordinary Shares as derived from the Daily Official List of London Stock Exchange plc for the five business days before the date on which the contract for the purchase is made, and (2) an amount equal to the higher of the price of the last independent trade and current independent bid as derived from the London Stock Exchange trading system or less than 1p per share; and
- (b) the authority herein contained shall expire at the conclusion of the next annual general meeting of the Company provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred hereby had not expired.

- 5 THAT, the rules of the NCC Group plc US Incentive Stock Option Plan ("ISO Plan") the principal terms of which are summarised in Part 4 of the circular to the Company's members dated 23 November 2012 of which this notice of general meeting forms part ("Circular"), a draft of which is produced to the meeting and initialled by the Chairman for the purposes of identification, be and are approved and the Directors be and are authorised to do all acts and things which they may consider necessary or appropriate in connection with the implementation of the ISO Plan, including the making of such amendments as may be necessary to enable the ISO Plan to comply with section 422 of the US Internal Revenue Code.

- 6 THAT the rules of the NCC Group plc US Employee Stock Purchase Plan ("ESPP") the principal terms of which are summarised in Part 5 of the Circular, a draft of which is produced to the meeting and initialled by the Chairman for the purposes of identification, be and are approved and the Directors be and are authorised to do all acts and things which they may consider necessary or appropriate in connection with the implementation of the ESPP, including the making of such amendments as may be necessary to enable the ESPP to comply with section 423 of the US Internal Revenue Code.


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Secretary

