

**NCC Group plc**  
**Annual General Meeting – 21 September 2017**  
**Proxy Form**

Full Name:.....

Address:.....

I/We, being a member/members of the above named company, hereby appoint the Chairman of the Meeting or

to act as my/our proxy  *Indicate number of shares (if not full voting entitlement (See Note 1))*

at NCC Group plc's Annual General Meeting to be held at 9.00 am on 21 September 2017 and at any adjournment thereof, and to vote as indicated below.

Please tick here if this proxy appointment is one of multiple appointments being made ☐ *For the appointment of more than one proxy please refer to Note 1.*

Resolutions	For	Against	Vote Withheld
1. To receive the report and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the directors' remuneration report (other than the directors' remuneration policy) for the financial year ended 31 May 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the directors' remuneration policy for the financial year ended 31 May 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To declare a final dividend of 3.15p per share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To reappoint KPMG as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the Audit Committee to determine the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To elect Chris Stone as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To elect Brian Tenner as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To elect Jonathan Brooks as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Debbie Hewitt as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Thomas Chambers as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect Chris Batterham as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise the directors to disapply pre-emption rights up to 5 per cent of the issued share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To authorise the directors to disapply pre-emption rights for an additional 5 per cent in relation to an acquisition or other capital investment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To authorise the purchase of own shares pursuant to section 701 of the Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To reduce the notice period required for General Meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To approve amendments to the NCC Group US Employee Stock Purchase Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature(s)

Date

## Notes on how to fill in this proxy form

1. You can appoint the Chairman of the Meeting or anyone else to be your proxy at the Annual General Meeting. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.
  - To appoint more than one proxy, you should photocopy the Form of Proxy. Please indicate in the box next to the proxy holder's name the number of shares in relation to which you authorise them to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). Please also indicate, by marking the box on the Form of Proxy, if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together to the Company's Registrar, Equiniti at Freepost RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing, BN99 8LU.
  - To appoint the Chairman as your sole proxy in respect of all your shares, fill in any voting instructions and sign and date the Form of Proxy, but leave all other proxy appointment details blank.
  - To appoint a single proxy in respect of all your shares other than the Chairman, cross out only the words 'the Chairman of the meeting or' and write in the name of the person you want to be your proxy. A proxy need not be a member of the Company. Then complete the rest of the Form of Proxy.
2. Please mark the appropriate box above 'For', 'Against' or 'Vote Withheld' for each resolution in black ink with a tick or mark. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution. Your proxy will have discretion on any resolution where you have not given a specific instruction on how to vote or on any other business which may properly come before the meeting.
3. To be valid your completed proxy form must be received by no later than 9.00 am on 19 September 2017.
4. The full text of the resolutions is set out in the notice calling the meeting.
5. Completion and return of this proxy form will not preclude you from attending and voting in person at the meeting should you subsequently decide to do so.
6. If the form is signed by someone else on your behalf, evidence of your authority to sign the form must be sent with the form.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
8. In the case of a corporation, the form must be signed as a deed or be appropriately signed by a duly authorised official or officials whose capacity should be stated. The appropriate power of attorney or other authority must be sent with the form.
9. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders must be entered on the Company's share register at 6.30 pm on 19 September 2017 in order to be entitled to attend and vote at the Annual General Meeting. Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.