

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in NCC Group plc (“Company”), please send this document, together with the accompanying Blue Proxy Form, as soon as possible, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding, you should retain these documents.



NCC GROUP PLC

(incorporated in England and Wales with registered no. 04627044)

Notice of Extraordinary General Meeting and Proposed Related Party Transactions

Sponsor

PEEL HUNT LLP

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of NCC Group plc which is set out on pages 6 to 8 of this document.

Notice of an extraordinary general meeting of NCC Group plc to be held at the offices of DLA Piper UK LLP, 1 London Wall, London, EC2Y 5EA at 9.15 am (or as soon thereafter as the Annual General Meeting of the Company to be held on the same date as the extraordinary general meeting is concluded or adjourned) on Thursday 21 September 2017 (“**Extraordinary General Meeting**”) is set out on pages 22 and 23 of this document. Whether or not you plan to attend the Extraordinary General Meeting, please complete the enclosed Blue Proxy Form and return it in accordance with the instructions printed on it as soon as possible, but in any event to be valid so as to be received by the Company’s registrars, Equiniti, at Freepost RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex, BN99 8LU, by no later than 9.15 am on Tuesday 19 September 2017 (or, in the case of any adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting). Alternatively, if you hold Ordinary Shares in uncertificated form, you may also appoint a proxy by completing and transmitting a CREST proxy instruction in accordance with the procedures set out in the CREST Manual ensuring that it is received by Equiniti by no later than 9.15 am on Tuesday 19 September 2017 (or in the case of any adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting). Completion and return of a Blue Proxy Form or using the CREST electronic proxy appointment service will not prevent you from attending, speaking and voting at the Extraordinary General Meeting, or at any adjournment of such meeting, in person should you wish to do so.

The Extraordinary General Meeting is to be held on the same date as the Company’s 2017 Annual General Meeting. The notice convening the Company’s 2017 Annual General Meeting, along with the associated White Proxy Form, was distributed to shareholders on 21 August 2017.

This document should be read in conjunction with the accompanying Blue Proxy Form and the definitions set out in this document. The whole of this document should be read and, in particular, your attention is drawn to the letter from the Chairman of NCC Group plc which contains the recommendation by the Board to shareholders to vote in favour of the Resolution to be proposed at the Extraordinary General Meeting.

No person has been authorised to give any information or make any representation other than those contained in this document and, if given or made, such information or representation must not be relied on as having been so authorised. The delivery of this document shall not under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in it is correct as at any particular time.

Peel Hunt LLP (“**Peel Hunt**”), which is authorised by the Financial Conduct Authority (“**FCA**”) in the United Kingdom, is acting solely for the Company in relation to the related party transactions described in this document (“**Related Party Transactions**”) and nobody else (including any recipient of this document) and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Peel Hunt nor for providing advice in relation to the Related Party Transactions or any other matter referred to in this document. Apart from the responsibilities and liabilities, if any, which may be imposed upon Peel Hunt by the Financial Services and Markets Act 2000 (as amended) or the regulatory regime established thereunder, Peel Hunt does not accept any responsibility whatsoever for or make any representation or warranty, express or implied, concerning the contents of this document, including its accuracy, completeness or verification, or concerning any other statement made or purported to be made by it, or on its behalf, in connection with the Company or the Related Party Transactions and nothing in this document is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or future. Peel Hunt accordingly disclaims, to the fullest extent permitted by law, all and any responsibility and liability whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise have in respect of this document or any such statement.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	Time and Date ⁽¹⁾⁽²⁾
Publication of this document	29 August 2017
Latest time for receipt of individual Blue Proxy Forms for the Extraordinary General Meeting	9.15 am on 19 September 2017
Voting record date	6.30 pm on 19 September 2017
Annual General Meeting	9.00 am ⁽³⁾ on 21 September 2017
Extraordinary General Meeting	9.15 am ⁽⁴⁾ on 21 September 2017

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- (1) Future times and dates are indicative only and are subject to change by the Company. If the expected timetable of events changes from the above, the Company will release an announcement to this effect.
- (2) References to time in this document are to London BST time.
- (3) The Extraordinary General Meeting is to be held on the same date as the Company's 2017 Annual General Meeting. The notice convening the Company's 2017 Annual General Meeting, along with the associated White Proxy Form, was distributed to shareholders on 21 August 2017.
- (4) The Extraordinary General Meeting will begin at 9.15 am (or as soon thereafter as the Annual General Meeting of the Company to be held on the same date as the Extraordinary General Meeting is concluded or adjourned).

DIRECTORS, ACTING COMPANY SECRETARY AND ADVISERS

Directors	Chris Stone (<i>Executive Chairman</i>) Brian Tenner (<i>Interim Chief Executive Officer</i>) Debbie Hewitt MBE (<i>Senior Independent Non-Executive Director</i>) Chris Batterham (<i>Non-Executive Director</i>) Jonathan Brooks (<i>Non-Executive Director</i>) Thomas Chambers (<i>Non-Executive Director</i>)
Acting Company Secretary	Jenna Hincks
Sponsor	Peel Hunt LLP Moor House 120 London Wall London EC2Y 5ET
Legal advisers	DLA Piper UK LLP 1 St Peter's Square Manchester M2 3DE
Auditors	KPMG LLP 1 St Peter's Square Manchester M2 3AE
Registrars	Equiniti Aspect House Spencer Road Lancing West Sussex BN99 6DA

PART I

LETTER FROM THE CHAIRMAN OF NCC GROUP PLC

(incorporated in England and Wales with registered no. 04627044)



Directors:

Chris Stone (*Executive Chairman*)
Brian Tenner (*Interim Chief Executive Officer*)
Debbie Hewitt MBE (*Senior Independent Non-Executive Director*)
Chris Batterham (*Non-Executive Director*)
Jonathan Brooks (*Non-Executive Director*)
Thomas Chambers (*Non-Executive Director*)

Registered Office:

XYZ Building
2 Hardman Boulevard
Spinningfields
Manchester
M3 3AQ

29 August 2017

Dear Shareholder

Notice of Extraordinary General Meeting and Proposed Related Party Transactions

1. Introduction and background

The Board has become aware of certain administrative non-compliance issues with respect to distributable reserves and the payment of certain historic dividends between 2010 and 2017, as further described in paragraph 3 of Part II of this document (referred to in this document as the “**Relevant Dividends**”).

Prior to paying the Relevant Dividends, the Company should have ensured that it had the requisite level of distributable profits and net assets by reference, in each case, to “relevant accounts” (as defined in the Companies Act). Where a company’s annual accounts show insufficient distributable profits to make a distribution, a company may make a distribution by reference to interim accounts (as defined in the Companies Act). In order to satisfy the requirements of the Companies Act in relation to the Relevant Dividends, the Company should also have prepared interim accounts showing the requisite level of distributable profits and net assets and filed such interim accounts at Companies House prior to making the Relevant Dividend. Regrettably, it has come to the Board’s attention that in relation to the Relevant Dividends, this was not the case.

At all relevant times the NCC Group had adequate reserves in subsidiary companies to allow the payment of the Relevant Dividends however these amounts were not distributed up to NCC Group plc, the parent company of the NCC Group, in advance of declaration and payment of the Relevant Dividends. Unfortunately, this administrative oversight resulted in the Relevant Dividends being paid otherwise than in accordance with the Companies Act. These issues only affected the Relevant Dividends and did not affect any other dividends declared and paid by the Company. The total aggregate amount of the Relevant Dividends was £18,372,735.87.

The Company has been advised that, as a consequence of the Relevant Dividends having been made otherwise than in accordance with the Companies Act, it may have claims against past and present shareholders who were recipients of the Relevant Dividends and against persons who were directors of the Company at the time of declaration and payment of the Relevant Dividends. The Board notes, however, that the Company has no intention of bringing any such claims.

The purpose of this document is to convene an extraordinary general meeting of the Company to propose a resolution (“**Resolution**”), which will, if passed, put all potentially affected parties, so far as possible, in the position in which they were always intended to be had the Relevant Dividends been made in accordance with the procedural requirements of the Companies Act. In line with the approach taken by other companies, the Resolution therefore authorises the

appropriation of sufficient distributable profits of the Company to the payment of the Relevant Dividends and gives the Board the authority to enter into the deeds of release described in paragraph 5 and paragraph 6 of Part II of this document. The consequence of the entry into of these deeds by the Company is that the Company will be unable to make any claims against:

- (a) past and present shareholders of the Company who were recipients of the Relevant Dividends; or
- (b) the Related Party Directors or the Former Directors,

in each case, in respect of the declaration and payment of the Relevant Dividends having been done otherwise than in accordance with the Companies Act.

Further details and an explanation of the business of the Extraordinary General Meeting are set out in Part II of this document.

2. Related Party Transactions

Under the Listing Rules, the Related Party Directors are each classed as a related party of the Company as they are either current Directors of the Company or have been a director of the Company in the 12 months prior to the date of this document. The entry by the Company into the Directors' Deed of Release constitutes a related party transaction for the purposes of the Listing Rules. Therefore, the Resolution seeks the approval of the Company's shareholders for the entry into of the Directors' Deed of Release as a related party transaction, in accordance with the requirements of the Listing Rules.

The Related Party Shareholder is also, under the Listing Rules, classed as a related party of the Company as it was, in the 12 months prior to the date of this document entitled to exercise 10 per cent. or more of the votes able to be cast on all or substantially all matters at general meetings of the Company. As at 1 March 2017, Roy Nominees Limited (as nominee for Mawer Investment Management) ("**Mawer**") had an interest in 29,090,596 Ordinary Shares representing approximately 10.5 per cent of the then issued ordinary share capital of the Company. As at 25 August 2017 (being the latest practicable date before the publication of this document), Mawer no longer holds any Ordinary Shares.

In common with other current and former shareholders of the Company, the Related Party Shareholder received its pro-rata entitlement to the Relevant Dividends. As the Shareholders' Deed of Release seeks to release all past and current shareholders in receipt of the Relevant Dividends from liability in respect of those receipts (which will include the Related Party Shareholder), then the Company entering into the Shareholders' Deed of Release constitutes a related party transaction for the purposes of the Listing Rules. However, the release of the Related Party Shareholder constitutes a "smaller related party" transaction and therefore does not require shareholder approval as a related party transaction under the Listing Rules.

3. Notice of Extraordinary General Meeting

Enclosed with this letter is a notice of the Extraordinary General Meeting of the Company which will be held at the offices of DLA Piper UK LLP, 1 London Wall, London, EC2Y 5EA at 9.15 am (or as soon thereafter as the Annual General Meeting of the Company to be held on the same date as the Extraordinary General Meeting is concluded or adjourned).

The Resolution set out in the Notice is proposed as a special resolution. The Notice can be found in Part V of this document. Voting on the Resolution will be by way of a poll.

You are advised to read the whole of this document, including the Notice, and not to rely solely on the information contained in this letter.

4. Proxy voting

Whether or not you will be attending the Extraordinary General Meeting, I would urge you to complete, sign and return the accompanying Blue Proxy Form to the Company's registrars, Equiniti Registrars at Freepost RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 8LU as soon as possible and, in any event, to be valid so as to arrive by no later than 9.15 am on 19 September 2017. Further details are given in the notes to the Notice set out on pages 24 and 25 of this document. Completion and return of the Blue Proxy Form will not preclude shareholders from attending and voting in person at the Extraordinary General Meeting, should they so wish.

5. Recommendation

The Board considers that the Resolution is in the best interests of security holders as a whole and recommends that shareholders vote in favour of the Resolution.

Given the interests of the Related Party Directors in the Resolution, and as required by the Listing Rules:

- (a) the Related Party Directors who remain current directors of the Company have a potential conflict of interest on the vote and therefore have not participated in the Board's deliberations in respect of the issues highlighted in this document. Accordingly, the Related Party Directors who remain current directors of the Company cannot recommend that shareholders vote in favour of the Resolution, but do recommend that shareholders vote on it; and
- (b) each of the Related Party Directors and their associates who hold Ordinary Shares are precluded from voting on the Resolution. Therefore the Related Party Directors who hold Ordinary Shares have undertaken to abstain, and to take all reasonable steps to ensure that their associates abstain, from voting on the Resolution. As at 25 August 2017 (being the latest practicable date before the publication of this document), the Related Party Directors were recorded in the Company's register of members as holding a total of 6,594,138 Ordinary Shares representing approximately 2.38 per cent of the Company's issued ordinary share capital.

The Board considers, having been so advised by Peel Hunt LLP, in its capacity as the Company's sponsor, that (i) the waiver of claims against the Related Party Directors pursuant to the Resolution and the entry into of the Directors' Deed of Release and (ii) the waiver of claims against the Related Party Shareholder pursuant to the Resolution and the entry into of the Shareholders' Deed of Release, are fair and reasonable so far as the shareholders of the Company are concerned.

The Board has taken steps to ensure that, in future, the administrative issues referred to in this document do not arise again in relation to the payments of dividends. We are grateful of shareholders understanding in respect of the administrative issues set out in this document.

On behalf of the Board, thank you for your continued support of the Company.

Yours faithfully



Chris Stone
Executive Chairman

PART II

BUSINESS OF THE EXTRAORDINARY GENERAL MEETING

1. Background to and reasons for Extraordinary General Meeting

- 1.1 Pursuant to the Companies Act, a public limited company may only pay a dividend out of its distributable profits as shown in the last accounts filed at Companies House. In addition to having sufficient distributable profits, the Companies Act provides that a public limited company may only pay a dividend: (i) if at the time the dividend is paid the amount of its net assets are not less than the aggregate of its called-up share capital and undistributable reserves; and (ii) if, and to the extent that, the dividend does not reduce the amount of those net assets to less than the aggregate amount of its called-up share capital and undistributable reserves.
- 1.2 Prior to paying the Relevant Dividends, the Company should have ensured that it had the requisite level of distributable profits and net assets by reference, in each case, to the “relevant accounts” (as defined in the Companies Act). At all relevant times, the NCC Group had adequate reserves in subsidiary companies to allow the payment of the Relevant Dividends however these amounts were not distributed up to NCC Group plc, the parent company of NCC Group, in advance of declaration and payment of the Relevant Dividends. Where a company’s annual accounts show insufficient distributable profits to make a distribution, a company may make a distribution by reference to interim accounts (as defined in the Companies Act). In order to satisfy the requirements of the Companies Act, the Company should also have prepared interim accounts showing the requisite level of distributable profits and net assets and filed such interim accounts at Companies House prior to making the Relevant Dividend. Regrettably, it has come to the Board’s attention that in relation to the Relevant Dividends, this was not the case. Unfortunately, this administrative oversight resulted in the Relevant Dividends being paid otherwise than in accordance with the Companies Act.

2. The consequences of the Relevant Dividends having been made otherwise than in accordance with the Companies Act

- 2.1 The Company has been advised that, as a consequence of the Relevant Dividends having been made otherwise than in accordance with the Companies Act, it may have claims against past and present shareholders who were recipients of the Relevant Dividends (“**Recipient Shareholders**”) and against persons who were directors of the Company at the time of declaration and payment of the Relevant Dividends.
- 2.2 The total aggregate amount of the Relevant Dividends was £18,372,735.87 which therefore represents the aggregate amount which the Company could recover in respect of all claims in relation to the issues highlighted in this document. The aggregate value of any potential claim which the Company may have in respect of the Relevant Dividends against the Related Party Directors and Former Directors is an amount equal to aggregate amount of the Relevant Dividends. In practice this amount would be reduced by any amount which the Company successfully recovered from Recipient Shareholders. The value of any potential claim which the Company may have in respect of the Relevant Dividends against Recipient Shareholders would be equal to the *pro rata* amount received by each individual Recipient Shareholder in respect of the Relevant Dividends. In the event that the Resolution was not passed, the Company would retain the ability to bring these potential claims albeit there is no certainty that any such claim would be successful.
- 2.3 The Board notes, however, that the Company has no intention of bringing any such claims and wishes to put all potentially affected parties so far as possible in the position in which they were always intended to be had the Relevant Dividends been declared and paid in accordance with the requirements of the Companies Act.

3. The Relevant Dividends

- 3.1 The issues discovered affect the following dividends paid by the Company and result in each of the Relevant Dividends being made otherwise than in accordance with the Companies Act (together, “Relevant Dividends”):

<i>Date of dividend payment</i>	<i>Amount per Ordinary Share</i>	<i>Number of Ordinary Shares in issue at applicable dividend record date (excluding treasury shares)</i>	<i>Total aggregate amount of dividend paid</i>
26 February 2010	3.5p	33,695,117	£1,179,329.09
1 October 2010	7.25p	33,736,744	£2,445,913.94
25 February 2011	4.15p	33,970,125	£1,409,760.18
30 September 2011	8.85p	34,255,700	£3,031,629.45
24 February 2012	5.1p	34,308,172	£1,749,716.77
22 February 2013	0.98p	207,514,416	£2,033,641.27
21 February 2014	1.14p	208,385,292	£2,375,592.32
24 February 2017	1.50p	276,476,857	£4,147,152.85
Total Aggregate Value			£18,372,735.87

- 3.2 At all relevant times the NCC Group had adequate reserves in subsidiary companies to meet the Relevant Dividends however due to an administrative oversight, these amounts were not distributed up to NCC Group plc, the parent company of NCC Group, in advance of payment of the Relevant Dividends. Unfortunately, this resulted in the Relevant Dividends being paid otherwise than in accordance with the Companies Act. These issues only affected the Relevant Dividends and did not affect any other dividends declared or paid by the Company.

4. Proposed remedial action

- 4.1 In order to remedy the potential consequences of the Relevant Dividends having been declared and paid otherwise than in accordance with the Companies Act and to put all potentially affected parties so far as possible in the position in which they were always intended to be had the Relevant Dividends been declared and paid in accordance with the requirements of the Companies Act, the Company is proposing the Resolution, the full text of which is set out in the Notice in Part V of this document.
- 4.2 If passed, the effect of the Resolution will be to:
- 4.2.1 authorise the appropriation of, in aggregate, £18,372,735.87 of the distributable profits of the Company to the payment of the Relevant Dividends;
- 4.2.2 waive any and all claims which the Company has or may have in respect of the payment of the Relevant Dividends against its shareholders and former shareholders who appeared on the register of shareholders on the relevant record date for the Relevant Dividends (or the personal representatives and their successors in title of the estate of any deceased shareholders or former shareholders), such waiver to be effected by way of the entry by the Company into the Shareholders’ Deed of Release; and
- 4.2.3 waive any and all claims which the Company has or may have against the Related Party Directors and Former Directors and the personal representatives (and their successors in title) of the estate of any deceased Related Party Directors or Former Directors, such waiver to be effected by way of the entry by the Company into the Directors’ Deed of Release.
- 4.3 The approach that the Company is proposing by way of the Resolution is consistent with the approach taken by other UK incorporated companies whose shares are admitted to the UK Listing Authority’s Official List and to trading on the Main Market of the London Stock Exchange and that have also made distributions otherwise than in accordance with the Companies Act.

- 4.4 The Resolution as set out in the Notice is proposed as a special resolution and if passed will put all potentially affected parties, so far as possible, in the position in which they were always intended to be had the Relevant Dividends been made in accordance with the requirements of the Companies Act.

5. The authorisation of the appropriation of the Company's distributable profits and the entry into of the Shareholders' Deed of Release

- 5.1 The approach that the Company is proposing involves the authorisation of the appropriation of, in aggregate, £18,372,735.87 of the distributable profits of the Company (being a sum equal to the aggregate amount of the Relevant Dividends) to the payment of those dividends. As a matter of common law, it is necessary for the appropriation of distributable profits to be approved by shareholders.
- 5.2 The proposed authorisation of the appropriation of the Company's distributable profits to the payment of the Relevant Dividends and the entry by the Company into the Shareholders' Deed of Release, will not have any effect on the Company's financial position. This is because the aggregate amount of the Relevant Dividends is equal to and offset by the release of each Recipient Shareholder from the liability to repay the amount already paid, and the Company will not be required to make any further payments to shareholders in respect of the Relevant Dividends.
- 5.3 In addition, the Company has not recorded the potential right to make claims against the Recipient Shareholders as an asset or a contingent asset in its financial statements. Under the Company's IFRS accounting policies, it could only record such a right as an asset when an inflow of economic benefit in favour of the Company as a result of such claim or claims being brought was virtually certain. The value of any economic benefit which the Company may derive from bringing claims against the Recipient Shareholders is uncertain (and, in any case, incapable of reliable estimation) on the basis that it may be possible for the Recipient Shareholders to establish defences to any such claims and there can be no certainty as to the amounts which could be recovered by the Company.
- 5.4 In addition, under IFRS, a contingent asset is required to be disclosed only when an inflow of economic benefits in favour of the Company is probable. The Board has concluded that any inflow of economic benefits as a result of such claims is less than probable. Accordingly, the Company's entry into the Shareholders' Deed of Release will not itself result in any decrease in the Company's net assets or the level of its distributable reserves.

6. The entry into of the Directors' Deed of Release

- 6.1 The entry by the Company into the Directors' Deed of Release will not have any effect on the Company's financial position because, as with the position in relation to the Relevant Dividends and potential claims against past and present shareholders, the Company has not recorded or disclosed its right potentially to make claims against past and present directors in respect of the Relevant Dividends as an asset or contingent asset of the Company.
- 6.2 Again, under the Company's IFRS accounting policies, it could only record such a right as an asset or contingent asset when an inflow of economic benefit in favour of the Company as a result of such claim or claims being brought was virtually certain. The value of any economic benefit which the Company may derive from bringing claims against past and present directors is uncertain (and, in any case, incapable of reliable estimation) on the basis that past and present directors would be entitled to seek the court's relief against such claims and there can be no certainty as to the amounts (if any) which could be recovered by the Company.
- 6.3 Therefore, the Company's entry into the Directors' Deed of Release does not involve the disposition of any recognised asset or contingent asset by the Company in favour of past or present directors.

7. Related Party Transactions

- 7.1 Under the Listing Rules, the Related Party Directors are each classed as a related party of the Company as they are either current Directors of the Company or have been a director of the Company in the 12 months prior to the date of this document. The entry by the Company into the Directors' Deed of Release constitutes a related party transaction for the purposes of the Listing Rules. Therefore, the Resolution seeks the approval of the Company's shareholders for the entry into of the Directors' Deed of Release as a related party transaction, in accordance with the requirements of the Listing Rules.
- 7.2 The Related Party Shareholder is also, under the Listing Rules, classed as a related party of the Company as it was, in the 12 months prior to the date of this document entitled to exercise 10 per cent. or more of the votes able to be cast on all or substantially all matters at general meetings of the Company. As at 1 March 2017, Roy Nominees Limited (as nominee for Mawer Investment Management) ("**Mawer**") had an interest in 29,090,596 Ordinary Shares representing approximately 10.5 per cent of the then issued ordinary share capital of the Company. As at 25 August 2017 (being the latest practicable date before the publication of this document), Mawer no longer holds any Ordinary Shares.
- 7.3 In common with other current and former shareholders of the Company, the Related Party Shareholder received its pro-rata entitlement to the Relevant Dividends. As the Shareholders' Deed of Release seeks to release all past and current shareholders in receipt of the Relevant Dividends from liability in respect of those receipts (which will include the Related Party Shareholder), then the Company entering into the Shareholders' Deed of Release constitutes a related party transaction for the purposes of the Listing Rules. However, the release of the Related Party Shareholder constitutes a "smaller related party" transaction and therefore does not require shareholder approval as a related party transaction under the Listing Rules.
- 7.4 Given the interests of the Related Party Directors in the Resolution, and as required by the Listing Rules:
- 7.4.1 the Related Party Directors who remain current directors of the Company have a potential conflict of interest on the vote and therefore have not participated in the Board's deliberations in respect of the issues highlighted in this document. Accordingly, the Related Party Directors who remain current directors of the Company cannot recommend that shareholders vote in favour of the Resolution, but do recommend that shareholders vote on it; and
- 7.4.2 each of the Related Party Directors and their associates who hold Ordinary Shares are precluded from voting on the Resolution. Therefore the Related Party Directors who hold Ordinary Shares have undertaken to abstain, and to take all reasonable steps to ensure that their associates abstain, from voting on the Resolution. As at 25 August 2017 (being the latest practicable date before the publication of this document), the Related Party Directors were recorded in the Company's register of members as holding a total of 6,594,138 Ordinary Shares representing approximately 2.38 per cent of the Company's issued ordinary share capital.
- 7.5 The Board considers, having been so advised by Peel Hunt LLP, in its capacity as the Company's sponsor, that (i) the waiver of claims against the Related Party Directors pursuant to the Resolution and the entry into of the Directors' Deed of Release and (ii) the waiver of claims against the Related Party Shareholder pursuant to the Resolution and the entry into of the Shareholders' Deed of Release, are fair and reasonable so far as the shareholders of the Company are concerned.
- 7.6 Shareholders should note that in the 12 months prior to the date of this document, NCC Group paid an aggregate amount of £30,000 to Rickitt Mitchell & Partners Ltd comprising corporate finance fees in relation to merger and acquisition advice. The former Non-Executive Chairman, Paul Mitchell, was also the Non-Executive Chairman of Rickitt Mitchell during such period. As a Related Party Director, for the purposes of determining the application of the Listing Rules to Mr Mitchell, the Company has aggregated the amount of these fees to the value of the release from which Mr Mitchell will benefit pursuant to the terms of the Resolution. Further information relating to the value of the potential claim against the Related Party Directors is contained in paragraph 2.2 of this Part II.

8. The tax position of UK Shareholders

- 8.1 It is the Company's expectation that, based on the approach that HMRC is understood to have adopted to the circumstances surrounding the payment of dividends otherwise than in technical compliance with the Companies Act by other UK incorporated companies whose shares are admitted to the UK Listing Authority's Official List and to trading on the Main Market of the London Stock Exchange, the tax position of UK shareholders should not be affected by any procedural irregularity in the Relevant Dividends, although the Company has not and does not intend to seek any confirmation of this from HMRC. Therefore, based on such approach, the Company does not expect the passing of the Resolution to have an effect on the UK tax position of such persons.
- 8.2 If any UK resident shareholder has any doubts about his or her tax position, he or she should however consult with an independent professional adviser.

9. The tax position of non-UK shareholders

- 9.1 It is similarly the Company's expectation that the passing of the Resolution should not have an effect on the tax position of non-UK shareholders, although the Company has not and does not intend to seek any confirmation on this from any non-UK tax authority.
- 9.2 If any non-UK resident shareholder has any doubts about his or her tax position, he or she should consult with an independent professional adviser.

10. Other Information

- 10.1 The share capital of the Company as at 25 August 2017 (being the latest practicable date before the publication of this document) comprises 276,522,634 Ordinary Shares.
- 10.2 As at 25 August 2017 (being the latest practicable date before the publication of this document), options to subscribe for shares in respect of a maximum of 7,703,045 Ordinary Shares were outstanding which, if exercised, would represent approximately 2.79 per cent of the Company's issued ordinary share capital at the relevant date (assuming the Company does not issue any further Ordinary Shares prior to this date).
- 10.3 Copies of the final forms of the Shareholders' Deed of Release and the Directors' Deed of Release are appended at Annex A and Annex B of this document and are available on the Company's website at www.nccgroup.trust/uk/about-us/investor-relations/ and in hard copy during normal business hours on any weekday (except for Saturdays, Sundays and public holidays) at the registered office of the Company up to the time of the Extraordinary General Meeting. Copies will also be available at the place of the Extraordinary General Meeting from at least 15 minutes prior to and until the conclusion of the Extraordinary General Meeting.

PART III

ADDITIONAL INFORMATION

1. The Company

- 1.1 The Company was incorporated and registered in England and Wales on 2 January 2004 with registered number 04627044 as a private company limited by shares under the name EVER 2001 Limited. On 4 June 2003, the Company changed its name to The NCC Group (Holdings) Limited. On 25 June 2004, the Company changed its name to NCC Group Limited. On 29 June 2004, the Company re-registered as a public limited company and changed its name to NCC Group plc.
- 1.2 The Company's registered office is at XYZ Building, 2 Hardman Boulevard, Spinningfields, Manchester M3 3AQ (Telephone No. +44(0)161 209 5200). The principal legislation under which the Company operates is the Companies Act and the regulations made thereunder.

2. Related Party Directors' interests in Ordinary Shares

- 2.1 The interests of the Related Party Directors in the Ordinary Shares as at 25 August 2017 (being the latest practicable date before the publication of this document), are as follows:

2.1.1 Related Party Directors' interests in Ordinary Shares

<i>Name</i>	<i>Number of Ordinary Shares⁽¹⁾</i>	<i>Percentage of voting rights⁽²⁾</i>
Directors		
Brian Tenner	111,309	0.040%
Debbie Hewitt	51,289	0.019%
Chris Batterham	50,000	0.018%
Thomas Chambers	29,134	0.012%
Former Directors		
Rob Cotton	5,652,406	2.044%
Paul Mitchell	700,000	0.235%

(1) Includes shares held by any connected persons.

(2) On the basis that the total number of voting rights as at 25 August 2017 (being the latest practicable date before the publication of this document) is 276,522,634.

2.1.2 Related Party Directors' interests under applicable company share schemes

(a) Long Term Incentive Plan (LTIP)

Rob Cotton

<i>Date of award</i>	<i>Maximum number of options granted</i>	<i>Performance period</i>	<i>Exercise price</i>	<i>Status</i>
28 July 2015	218,421	3 years	£2.28	Will lapse on the termination of Mr Cotton's employment on 31 October 2017
15 July 2016	182,069	3 years	£3.02	Will lapse on the termination of Mr Cotton's employment on 31 October 2017

(b) Sharesave (SAYE) Scheme

Rob Cotton

<i>Date of grant</i>	<i>Number of options</i>	<i>Basis</i>	<i>Exercise price</i>	<i>Vesting date</i>
4 August 2014	5,933	£250 per month over a 3 year period	£1.5167	1 October 2017

2.2 *Related Party Shareholder interests in Ordinary Shares*

As at 25 August 2017 (being the latest practicable date before the publication of this document), the Related Party Shareholder did not have an interest in Ordinary Shares in the capital of the Company.

3. **Service agreements and letters of appointment for current Directors who are also Related Party Directors**

3.1 *Salaries and fees*

3.1.1 The annual salary of Brian Tenner, being a Related Party Director and current Executive Director, for the financial year to 31 May 2017 is set out in the table below. Executive Director salaries are reviewed annually.

<i>Name</i>	<i>Position</i>	<i>Effective date of service agreement</i>	<i>Annual salary</i>
Brian Tenner	Interim Chief Executive Officer		£350,000 ⁽¹⁾

(1) Brian Tenner is currently paid a supplement in his role as Interim Chief Executive Officer and his salary will revert to £250,000 (or such higher amount as is agreed by the Remuneration Committee) when a new Chief Executive Officer is appointed and his role reverts to Chief Financial Officer

3.1.2 The annual fees of the Non-Executive Directors who are also Related Party Directors, for the financial year to 31 May 2017 are set out in the table below.

<i>Name</i>	<i>Position</i>	<i>Annual fees</i>
Debbie Hewitt	Senior Non-Executive Director	£86,000 ⁽¹⁾
Thomas Chambers	Non-Executive Director	£43,000 ⁽²⁾
Chris Batterham	Non-Executive Director	£38,000

(1) Debbie Hewitt received £38,000 per annum as basic Non-Executive Director fees, £7,000 for her role as Chair of the Remuneration Committee and £6,000 for her role as Senior Independent Non-Executive Director. Debbie was also paid an additional one-off fee of £35,000 for additional hours committed by her in her capacity as Senior Independent Director during the financial year ended 31 May 2017.

(2) Thomas Chambers received £38,000 per annum as basic Non-Executive Director fees and £5,000 for his role as Chair of the Audit Committee.

3.2 *General terms for Executive Directors*

3.2.1 As an Executive Director, Mr Tenner is expected to devote the whole of his time, attention and abilities to the performance of his duties during his agreed working hours. He receives the following benefits under the terms of his service agreement:

- 3.2.1.1 entitlement to a discretionary annual bonus;
- 3.2.1.2 reimbursement of all out of pocket expenses wholly, exclusively and necessarily incurred in the performance of their duties;
- 3.2.1.3 entitlement to a company car or a discretionary car allowance in accordance with the Company's company car policy;
- 3.2.1.4 entitlement to participate in such life assurance scheme as the Company may operate (four times salary);
- 3.2.1.5 25 working days' annual leave per annum;
- 3.2.1.6 entitlement to executive sick pay of full pay for a period (in total) of up to 26 weeks;
- 3.2.1.7 option to join the Company's pension arrangements;
- 3.2.1.8 entitlement to participate in such private medical scheme as the Company may operate;
- 3.2.1.9 entitlement to participate in such scheme as the Company may operate providing medical check-ups of the executive every two years; and
- 3.2.1.10 entitlement to participate in such permanent health insurance scheme as the Company may operate.

3.3 Termination provisions

3.3.1 Executive Directors

3.3.1.1 Mr Tenner has a rolling service contract. The contract is terminable by the Company giving 6 months' notice and by Mr Tenner giving 6 months' notice. Mr Tenner may be put on garden leave during this time.

3.3.1.2 The Company may terminate Mr Tenner's employment immediately by notice in certain circumstances; including where he has committed any serious breach or repeated or continued (after warning) breach of his obligations under his service agreement, commits any act of gross misconduct or serious/gross misconduct or negligence, acts in a manner which prejudices the interests or reputation of the Company or any other Group Company, has committed or is charged with or convicted of a criminal offence, become bankrupt, becomes incapacitated by illness or injury for a period exceeding 26 weeks or ceases to be a director of the Company.

3.3.1.3 Mr Tenner's service agreement also contains post-termination restrictions including him not being permitted to: (i) canvass, solicit or approach certain customers so as to compete with the Company or specified group companies; (ii) deal or contract with certain customers so as to compete with the Company or specified group companies; (iii) solicit, entice away or endeavour to solicit or entice anyway certain employees of the Company or specified group companies; (iv) employ, engage or appoint certain employees of the Company or specified group companies; (v) become employed, engaged, concerned or interested in the same department, group or business area of any business which has within the last 12 months' employed, appointed or engaged a former employee of the Company or specified group companies whom he had dealings with; (vi) be employed, engaged, concerned or interested in or provide technical, commercial or professional advice to, any other business which competes with those parts of the business of the Company or specified group companies with which he was materially engaged or involved, or for which he was responsible, in the last 12 months; (vii) do anything which causes or may cause certain customers to cease or reduce materially its dealings with the Company or specified group companies; (viii) within any territory he previously operated, do anything which causes or may cause certain suppliers to cease, alter or reduce materially its supplies to the Company or specified group companies; or (ix) use the Company or specified group companies intellectual property or represent himself as connected with the Company or specified group companies. Each of the restrictions at (i) to (ix) apply for a period of 12 months from the date of termination of his employment.

3.3.1.4 The Company reserves the right to withhold payment of any annual bonus if Mr Tenner is no longer employed or is under notice of termination for any reason at the due date for payment.

3.3.2 Non-Executive Directors and Executive Chairman

3.3.2.1 The Non-Executive Directors and Chris Stone do not have service agreements, although they each have letters of appointment reflecting their responsibilities and commitments. The appointments are not for fixed term periods; however they are appointed in the expectation that they will serve for a minimum of three years.

3.3.2.2 The Non-Executive Directors' appointments and that of the Executive Chairman can be terminated by either party on not less than 3 months' written notice. The continuation of the Non-Executive Directors' letters of appointment and Executive Chairman's appointment is also contingent on annual re-election at the Company's annual general meetings, satisfactory performance and any relevant statutory provisions relating to the removal of directors.

3.4 Incentive arrangements on termination of employment

The following sets out the treatment of outstanding elements of remuneration that would normally apply to Directors upon termination of their employment.

3.4.1.1 Executive Directors

The Company has reserved the right to make a payment in lieu of notice on termination of Mr Tenner's contract equal to his base salary and contractual benefits. If the Company exercises its right to pay in lieu, Mr Tenner is obliged to take reasonable steps to seek suitable alternative income and to disclose this to the Company. Payments by the Company will be reduced by the amount of such income.

3.4.1.2 Non-Executive Directors and Executive Chairman

On termination the Non-Executive Directors and Executive Chairman are entitled to such fees as may have accrued to the date of termination, together with reimbursement in the normal way of any expenses properly incurred before that date.

4. Service agreements and letters of appointment for Former Directors who are also Related Party Directors

Rob Cotton resigned as Chief Executive and as an executive director of the Board on 1 March 2017. Mr Cotton is currently on garden leave and will continue to be employed by the Company until 31 October 2017.

4.1 General terms

4.1.1 The annual salary of Mr Cotton, being a Former Director, for the financial year ended 31 May 2017, is set out in the table below:

<i>Name</i>	<i>Position</i>	<i>Effective date of service agreement</i>	<i>Annual basic salary</i>
Rob Cotton	Previous Chief Executive Officer	8 July 2004	£528,000

4.1.2 Mr Cotton received the following benefits under the terms of his service agreement:

- 4.1.2.1 entitlement to a discretionary annual bonus;
- 4.1.2.2 reimbursement of all out of pocket expenses wholly, exclusively and necessarily incurred in the performance of their duties;
- 4.1.2.3 entitlement to a company car or a discretionary car allowance in accordance with the Company's company car policy;
- 4.1.2.4 entitlement to participate in such life assurance scheme as the Company may operate (four times salary);
- 4.1.2.5 28 working days' annual leave per annum;
- 4.1.2.6 entitlement to executive sick pay of full pay for a period (in total) of up to six months' in aggregate in any period of 12 months;
- 4.1.2.7 the option to join the Company's pension arrangements;
- 4.1.2.8 entitlement to participate in such private medical scheme as the Company may operate;
- 4.1.2.9 entitlement to participate in such scheme as the Company may operate providing medical check-ups of the executive every two years; and
- 4.1.2.10 entitlement to participate in such permanent health insurance scheme as the Company may operate.

4.2 Termination provisions

4.2.1 The contract is terminable by the Company giving 12 months' notice and by Mr Cotton giving 12 months' notice. Mr Cotton resigned as Chief Executive Officer and as an executive director of the Board on 1 March 2017. Mr Cotton is currently on garden leave and will continue to be employed by the Company until 31 October 2017.

4.2.2 The Company may terminate Mr Cotton's employment immediately by notice in certain circumstances; including where he has committed any act of serious/gross misconduct or negligence, acted in a manner which prejudices the interests or reputation of the Company

or any Group Company, has committed or been charged with or convicted of a criminal offence, become bankrupt, becomes of unsound mind or ceases to be a director of the Company.

4.2.3 Mr Cotton's service agreement also contains post-termination restrictions including him not being permitted to: (i) solicit or canvass the custom of any customer or potential customer; (ii) deal with any customer or potential customer; (iii) solicit or entice away, or attempt to entice away any restricted employee; (iv) employ, offer to employ, or enter into partnership with any restricted employee with a view to competing with the business of the Company; (v) within a specified territory set up, carry on, be employed in, provide services to, be associated with, or be engaged or interested in, whether as a director, employee, principal, agent or otherwise, any business which is competitive with the Company's business; or (vi) endeavour to cause any person, firm or company who is at the date of termination of the appointment or at any time during the 12 months immediately prior to such termination was a specified supplier, to either cause or cease to supply the Company or Group or materially alter the terms of such a supply in a manner detrimental to the Company or Group. Each of the restrictions at (i) to (vi) apply for a period of 12 months from the date of termination of his employment.

4.3 *Incentive arrangements on termination of employment*

During the notice period (which was agreed by the Company and Mr Cotton to be reduced to 8 months' ending 31 October 2017), the Company will continue to pay and/or make available Mr Cotton's salary (equal to 8 months) and other contractual benefits, but has no duty to provide him with work.

5. **Major shareholders**

In so far as is known to the Company, as at 25 August 2017 (being the latest practicable date before the publication of this document), the following persons were interested, directly or indirectly, in three per cent or more of the voting rights attaching to the issued Ordinary Shares:

<i>Name</i>	<i>Number of Ordinary Shares at date of notification</i>	<i>Percentage of voting rights⁽¹⁾</i>	<i>Date of notification</i>
Montanaro Asset Management	21,745,000	7.86	1 August 2017
Neptune Investment Management	18,400,198	6.65	1 August 2017
Legal & General investment Management	15,472,239	5.60	1 August 2017
Schroders plc	14,331,340	5.18	23 August 2017
Baillie Gifford & Co	11,335,112	4.10	1 August 2017
RWC Partners	10,916,669	3.95	1 August 2017
Artemis Investment Management	10,417,024	3.77	1 August 2017
Fidelity Management & Research (London)	9,725,500	3.52	1 August 2017
Fidelity Management & Research (Boston)	8,877,901	3.21	1 August 2017

(1) On the basis that the total number of voting rights as at 25 August 2017 (being the latest practicable date before the publication of this document) is 276,522,634.

6. **Related party transactions**

- 6.1 Save as set out in this document, the Company has not entered into any related party transactions with any of the Related Party Directors.
- 6.2 In the 12 months prior to the date of this document, NCC Group paid an aggregate amount of £30,000 to Rickitt Mitchell & Partners Ltd comprising corporate finance fees in relation to merger and acquisition advice. The former Non-Executive Chairman, Paul Mitchell, was also the Non-Executive Chairman of Rickitt Mitchell during such period.

7. **Material contracts**

There are no material contracts to which the Company or any other member of the NCC Group is a party, which contain information that shareholders of the Company would reasonably require to make a properly informed assessment of how to vote on the Resolution.

8. Significant change

There has been no significant change in the financial or trading position of NCC Group since 31 May 2017, being the date to which the last annual financial information for NCC Group, was prepared.

9. Consent

Peel Hunt LLP has given and has not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which they are included.

10. Documents on display

Copies of the following documents will be available for inspection at the Company's registered office at XYZ Building, 2 Hardman Boulevard, Spinningfields, M3 3AQ during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) from the date of this document up to and including the time and date of the Extraordinary General Meeting:

10.1 the Company's articles of association;

10.2 the Shareholders' Deed of Release;

10.3 the Directors' Deed of Release;

10.4 the written consent referred to in paragraph 9 of this Part IV; and

10.5 a copy of this document.

Copies will also be available at the place of the Extraordinary General Meeting from at least 15 minutes prior to and until the conclusion of the Extraordinary General Meeting.

PART IV

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

“Annual General Meeting”	means the annual general meeting of the Company to be held at the offices of DLA Piper UK LLP, 1 London Wall, London EC2Y 5EA on 21 September 2017 at 9.00 am;
“Blue Proxy Form”	means the Blue Proxy Form enclosed with this document for use by shareholders in connection with the Extraordinary General Meeting;
“Board” or “Directors”	means the current board of directors of the Company;
“Companies Act”	means the Companies Act 2006, as amended;
“Company”	means NCC Group plc (registered in England and Wales with company number 04627044);
“CREST”	means the paperless settlement procedure operated by Euroclear enabling system securities to be evidenced otherwise than by certificates and transferred otherwise than by written instrument;
“CREST Manual”	means the rules governing the operation of CREST as published by Euroclear;
“Directors’ Deed of Release”	means a deed of release by which the Company waives any rights to make claims against Related Party Directors and Former Directors in respect of the Relevant Dividends, substantially in the form set out in Annex A to the Notice;
“Executive Chairman”	means Chris Stone;
“Executive Director”	means Brian Tenner;
“Extraordinary General Meeting”	means the extraordinary general meeting of the Company, to be held at 9.15 am (or as soon thereafter as the Annual General Meeting of the Company to be held on the same date as the extraordinary general meeting is concluded or adjourned) on 21 September 2017 at the offices of DLA Piper UK LLP, 1 London Wall, London, EC2Y 5EA, or any adjournment thereof, notice of which is set out in Part V of this document;
“FCA Handbook”	means the FCA’s Handbook of Rules and Guidance;
“Financial Conduct Authority” or “FCA”	means the Financial Conduct Authority of the United Kingdom;
“Former Directors”	means James Wallace, David McKeith, John Gittins, Atul Patel, Rob Cotton and Paul Mitchell each of whom was a director of the Company at the time of declaration and payment of a Relevant Dividend but who has subsequently ceased to be a director of the Company and “Former Director” shall mean any one of them;
“FSMA”	means the Financial Services and Markets Act 2000, as amended;
“HMRC”	means HM Revenue & Customs;
“IFRS”	means the International Financial Reporting Standards promulgated by the International Accounting Standards Board (which includes standards and interpretations approved by the International Accounting Standards Board and International Accounting Standards issued under previous constitutions), together with its pronouncements thereon from time to time, as adopted by the European Union;
“Listing Rules”	means the listing rules made by the FCA under Part VI of FSMA (as set out in the FCA Handbook), as amended;

“NCC Group”	means NCC Group plc and each of its subsidiary and subsidiary undertakings;
“Non-Executive Directors”	means the non-executive Directors of the Company, being Debbie Hewitt, Chris Batterham, Jonathan Brooks and Thomas Chambers;
“Notice”	means the Notice of Extraordinary General Meeting set out in Part V of this document;
“Ordinary Shares”	means ordinary shares of 1 pence each in the capital of the Company;
“Recipient Shareholders”	means any and all shareholders of the Company who appeared on the register of members on the record date for any Relevant Dividend or who received payment in respect of a Relevant Dividend and “Recipient Shareholder” shall mean any one of them;
“Related Party Directors”	means: <ul style="list-style-type: none"> (a) Debbie Hewitt, Thomas Chambers, Chris Batterham and Brian Tenner, each being current Directors of the Company who were also directors of the Company at the time of declaration and payment of a Relevant Dividend; and (b) Rob Cotton and Paul Mitchell, each being a Former Director who was a director of the Company in the 12 months prior to the date of this document, and “Related Party Director” shall mean any one of them;
“Related Party Shareholder”	means Roy Nominees Limited (as nominee for Mawer Investment Management) being a Recipient Shareholder and a shareholder who was within the 12 months prior to the date of this document a ‘substantial shareholder’ (as such term is defined in the Listing Rules);
“Related Party Transactions”	means: <ul style="list-style-type: none"> (a) the waiver of claims against the Related Party Directors pursuant to the Resolution and the entry into of the Directors’ Deed of Release; and (b) the waiver of claims against the Related Party Shareholder pursuant to the Resolution and the entry into of the Shareholders’ Deed of Release, in each case as further described in this document;
“Relevant Dividends”	means the dividends and distributions described in paragraph 3 of Part II and “Relevant Dividend” shall mean any one of them;
“Resolution”	means the special resolution to be proposed at the Extraordinary General Meeting, the full text of which is set out in the Notice;
“Shareholders’ Deed of Release”	means a deed of release in favour of all Recipient Shareholders from any and all claims which the Company has or may have in respect of the payment of the Relevant Dividends, substantially in the form set out in Annex B to the Notice;
“Sponsor”	means Peel Hunt LLP of Moor House, 120 London Wall, London EC2Y 5ET; and
“White Proxy Form”	means the White Proxy Form enclosed with the notice of Annual General Meeting for use by shareholders in connection with the Annual General Meeting.

PART V
NOTICE OF EXTRAORDINARY GENERAL MEETING

NCC GROUP PLC

(incorporated in England and Wales with registered no. 04627044)

Notice is given that an extraordinary general meeting of NCC Group plc (“**Company**”) will be held at the offices of DLA Piper UK LLP, 1 London Wall, London, EC2Y 5EA on 21 September 2017 at 9.15 am (or as soon thereafter as the Annual General Meeting of the Company to be held on the same date as the extraordinary general meeting is concluded or adjourned) to consider and, if thought fit, pass the following resolution as a special resolution.

1. THAT:

1.1 the appropriation of distributable profits of the Company (as shown in the annual accounts of the Company made up to 31 May 2017) to the payment of each of:

- (a) the interim dividend of 3.5p per Ordinary Share paid on the 26 February 2010;
- (b) the final dividend of 7.25p per Ordinary Share paid on the 1 October 2010;
- (c) the interim dividend of 4.15p per Ordinary Share paid on 25 February 2011;
- (d) the final dividend of 8.85p per Ordinary Share paid on 30 September 2011;
- (e) the interim dividend of 5.1p per Ordinary Share paid on 24 February 2012;
- (f) the interim dividend of 0.98p per Ordinary Share paid on 22 February 2013;
- (g) the interim dividend of 1.14p per Ordinary Share paid on 21 February 2014; and
- (h) the interim dividend of 1.50p per Ordinary Share paid on 24 February 2017,

(each being a “**Relevant Dividend**” and together the “**Relevant Dividends**”) and together having a total aggregate value of £18,372,735.87 be and are authorised, each by reference to the same record date as the original accounting entries for the Relevant Dividends;

1.2 any and all claims which the Company has or may have arising out of or in connection with the approval, declaration and/or payment of the Relevant Dividends against its current or former shareholders who appeared on the register of members on the respective relevant record date for the Relevant Dividends (or the personal representatives and their successors in title (as appropriate) of a shareholder’s estate if he or she is deceased) be waived and released, and a deed of release in favour of such shareholders (or the personal representatives and their successors in title (as appropriate) of a shareholder’s estate if he or she is deceased) be entered into by the Company in the form produced to the Extraordinary General Meeting and initialled by the Chairman for the purposes of identification and any Director in the presence of a witness, any two Directors or any Director and the Company Secretary be authorised to execute the same as a Deed Poll for and on behalf of the Company; and

1.3 any and all claims which the Company has or may have arising out of or in connection with the approval, declaration and/or payment of the Relevant Dividends against the Related Party Directors and Former Directors (or the personal representatives and their successors in title (as appropriate) of his or her estate if such Related Party Director or Former Director is deceased) be waived and released, and a deed of release in favour of the Related Party Directors and the Former Directors (or the personal representatives and their successors in title (as appropriate) of his or her estate if such Related Party Director or Former Director is deceased), be entered into by the Company in the form produced to the Extraordinary General Meeting and initialled by the Chairman for purposes of

identification and any Director in the presence of a witness, any two Directors or any Director and the Company Secretary be authorised to execute the same as a Deed Poll for and on behalf of the Company.

BY ORDER OF THE BOARD

Jenna Hincks
ACTING COMPANY SECRETARY

29 August 2017

Registered Office: XYZ Building, 2 Hardman Boulevard, Spinningfields, M3 3AQ

Registered in England and Wales No. 04627044

NOTES TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING:

1. Terms unless otherwise defined in the Notice shall have the meaning given to them in the explanatory circular dated 29 August 2017 to which the Notice is appended (“**Circular**”).
2. Any member entitled to attend and vote at the Extraordinary 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 Extraordinary General Meeting. A blue form of proxy to be used for appointing a proxy or proxies for the Extraordinary General Meeting has been sent to shareholders with this notice (“**Blue Proxy Form**”). Please complete and return the Blue Proxy Form whether or not you intend to attend the Extraordinary General Meeting in person. The return of the Blue Proxy Form will not prevent you from attending and voting at the Extraordinary General Meeting if you so wish. You can appoint the Chairman of the Extraordinary General Meeting to act as your proxy, or appoint 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 Blue Proxy Form explaining how you should complete it.
3. In order to attend and vote at the Extraordinary General Meeting, you must comply with the procedures set out in these notes by the dates specified in this Notice and accompanying Notes and in the Blue Proxy Form.
4. Voting on the Resolution 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 relevant voting procedures will be explained at the Extraordinary General Meeting. The total voting rights in the Company as at 25 August 2017 (being the latest practicable date before the publication of this document) were 276,522,634.
5. To be valid, the completed Blue Proxy Form must be received by the Company’s Registrar, Equiniti Registrars by no later than 9.15 am on 19 September 2017 and should be addressed to Freepost RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing, BN99 8LU.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Extraordinary General Meeting 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 9.15 am on 19 September 2017. 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.

7. Shareholders who have general queries about the Extraordinary General Meeting should either call the registrar’s helpline on +44 0371 384 2679; or write to the Registrar at Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA. No other methods of communication will be accepted.
8. The right of members to vote at the Extraordinary General Meeting is determined by reference to the Company’s register of members (“**Register**”). The Company has set a time and date for eligibility to attend and vote at the Extraordinary General Meeting. Only those shareholders registered at 6.30 pm on 19 September 2017 will be eligible to attend or vote at the Extraordinary General Meeting. The Company will disregard changes to entries on the Register after 6.30 pm on 19 September 2017. If the Extraordinary General Meeting 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.
9. Copies of:
 - (a) the Company’s articles of association;
 - (b) the Shareholders’ Deed of Release;
 - (c) the Directors’ Deed of Release;
 - (d) the written consent referred to in paragraph 9 of Part IV of the Circular; and
 - (e) a copy of the Circular,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 Extraordinary General Meeting and at the place of the Extraordinary General Meeting from at least 15 minutes prior to and until the conclusion of the Extraordinary General Meeting.
10. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 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 Extraordinary 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 this paragraph can only be exercised by shareholders of the Company.
11. 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.
12. The information required by section 311A of the Companies Act 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.nccgroup.trust/uk.

13. 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. The Company must answer any such question unless:
 - (i) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information;
 - (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.
14. As at 25 August 2017 (being the latest practicable date prior to publication of this document) the Company's issued share capital consists of 276,522,634 ordinary shares of 1p each. The Company holds no ordinary shares in treasury.
15. You may not use any electronic address provided either in this Notice or any related documents (including the Blue Proxy Form) to communicate with the Company for any purposes other than those expressly stated. Shareholders are advised that unless otherwise specified, the telephone numbers, website and email addresses set out in this Notice or any related documents (including the Blue Proxy Form) are not to be used for the purpose of serving information or documents on the Company, including the service of documents or information relating to any proceedings.

ANNEX A

FORM OF SHAREHOLDERS' DEED OF RELEASE

DEED POLL

THIS DEED POLL is made on [●] 2017

BY NCC GROUP PLC (registered number 04627044) whose registered office is at XYZ Building, 2 Hardman Boulevard, Spinningfields, Manchester M3 3AQ ("**Company**") in favour of the Recipient Shareholders (as defined below).

WHEREAS:

- (A) As explained in the explanatory circular sent to the shareholders of the Company dated 29 August 2017 that is appended to this deed poll ("**Circular**"), the board of directors of the Company has become aware of a technical issue in respect of the Company's procedures for the payment of the Relevant Dividends. Terms unless otherwise defined in this deed poll shall have the meaning given to them in the Circular.
- (B) The Company has been advised that, as a consequence of the Relevant Dividends having been made otherwise than in accordance with the Companies Act 2006, it may have claims against past and present shareholders who were recipients of the Relevant Dividends (or their personal representatives (and their successors in title) if they are deceased).
- (C) Pursuant to the Resolution as set out in the Notice of Extraordinary General Meeting appended to the Circular and duly passed by the Company's shareholders at an extraordinary general meeting held on 21 September 2017, the Company proposes to waive and release any and all claims which it has or may have in respect of the Relevant Dividends against the Recipient Shareholders and wishes to enter into this deed poll in favour of the Recipient Shareholders in order to effect the same.

THIS DEED POLL WITNESSES as follows:

1. RELEASE

The Company hereby unconditionally and irrevocably waives and releases each of the Recipient Shareholders from any and all liability that any such Recipient Shareholder has or may have to the Company and all claims and demands the Company has or may have against each of them in connection with receipt by them of all or part of the Relevant Dividends.

2. GOVERNING LAW

This deed poll is governed by English law. Any non-contractual obligations arising out of or in connection with this deed poll shall be governed by English law.

IN WITNESS of which this deed poll has been executed and has been delivered on the date which appears first on page 1.

EXECUTED as a deed poll by NCC GROUP PLC

acting by..... ,)
a director) Director
)
[and acting by..... ,) [.....
a director / the Company Secretary]) Director / Company Secretary]

[OR]

acting by.....)
a director

[in the presence of:

Witness's Signature

Name:

Address:.....

.....]

ANNEX B

FORM OF DIRECTORS' DEED OF RELEASE

DEED POLL

THIS DEED POLL is made on [●] 2017

BY NCC GROUP PLC (registered number 04627044) whose registered office is at XYZ Building, 2 Hardman Boulevard, Spinningfields, Manchester M3 3AQ ("**Company**") in favour of certain of the current and former directors of the Company (or the personal representatives and their successors in title (as appropriate) of his or her estate if such director or former director is deceased).

WHEREAS:

- (A) As explained in the explanatory circular sent to the shareholders of the Company dated 29 August 2017 that is appended to this deed poll ("**Circular**"), the board of directors of the Company has become aware of a technical issue in respect of the Company's procedures for the payment of the Relevant Dividends. Terms unless otherwise defined in this deed poll shall have the meaning given to them in the Circular.
- (B) The Company has been advised that, as a consequence of the Relevant Dividends having been made otherwise than in accordance with the Companies Act 2006, it may have claims against each of the Related Party Directors and Former Directors (or the personal representatives and their successors in title (as appropriate) of his or her estate if such Related Party Directors or Former Directors is deceased).
- (C) Pursuant to the Resolution as set out in the Notice of Extraordinary General Meeting appended to the Circular and duly passed by the Company's shareholders at a general meeting on 21 September 2017, the Company proposes to waive and release any and all claims which it has or may have in respect of the Relevant Dividends against each of the Related Party Directors and Former Directors (or the personal representatives and their successors in title (as appropriate) of his or her estate if such Related Party Directors or Former Director is deceased) and wishes to enter into this deed poll in favour of the Related Party Directors and Former Directors and the personal representatives and their successors in title of the estate of any deceased Related Party Director or Former Director in order to effect the same.

THIS DEED POLL WITNESSES as follows:

1. RELEASE

The Company hereby unconditionally and irrevocably waives and releases each of the Related Party Directors and Former Directors (or the personal representatives and their successors in title (as appropriate) of his or her estate if such Related Party Director or Former Director is deceased) from any and all liability that any of them has or may have to the Company and all claims and demands the Company has or may have against each of them, including, without limitation, any derivative action from or on behalf of shareholders of the Company, in connection with the declaration, making and payment of all or part of the Relevant Dividends.

2. GOVERNING LAW

This deed poll is governed by English law. Any non-contractual obligations arising out of or in connection with this deed poll shall be governed by English law.

IN WITNESS of which this deed poll has been executed and has been delivered on the date which appears first on page 1.

EXECUTED as a deed poll by NCC GROUP PLC

acting by..... ,)
a director) Director
)
[and acting by..... ,) [.....
a director / the Company Secretary]) Director / Company Secretary]

[OR]

acting by.....)
a director

[in the presence of:

Witness's Signature

Name:

Address:.....

.....]

