

A notification in accordance with LR 9.6.2, that the resolutions listed below were passed as special business at the Annual General Meeting of NCC Group plc ("Company"), held on Wednesday 26 September 2018 at XYZ Building, 2 Hardman Boulevard, Spinningfields, Manchester M3 3AQ.

Ordinary Resolutions

1. That the directors of the Company ('Directors') be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ('Companies Act') (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 £925,594.26;

(b) equity securities (within the meaning of section 560 of the 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 £925,594.26,

provided that this authority shall expire on the conclusion of the next annual general meeting of the Company, 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.
2. That the rules ('Rules') of the NCC Group Company Share Option Plan 2018 ('Plan'), a copy of which having been produced to the meeting and initialled by the Chairman for the purpose of identification, be and are approved, the Plan be and is adopted and the directors of the Company be and are authorised to do all acts and things which they may consider necessary or expedient to give effect to the Plan (including, but not limited to, making amendments to the Rules).

Special Resolutions

1. That, subject to the passing of resolution 13 as set out in the notice of this meeting, the Directors be authorised to allot equity securities (as defined in the Companies Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act did not apply to any such allotment or sale, such authority shall be limited:

(a) to the allotment of equity securities and the sale of treasury shares for cash 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) to the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) above), up to an aggregate nominal amount of £138,839.14,

and such power shall expire on the conclusion of the next annual general meeting of the Company, 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.

2. That, subject to the passing of resolution 13 as set out in the notice of this meeting, the Directors be authorised in addition to any authority granted under resolution 14 as set out in the notice of meeting to allot equity securities (as defined in the Companies Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act did not apply to any such allotment or sale, such authority to be:

(a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £138,839.14; and

(b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice of meeting,

and such power shall expire on the conclusion of the next annual general meeting of the Company, 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.

3. That the Company be generally and unconditionally authorised, pursuant to Article 16 of the Articles of Association of the Company and pursuant to section 701 of the Companies Act, to make market purchases (as defined in section 693(4) of the Companies Act) of up to 27,767,828 ordinary shares of 1p each in the capital of the Company (being approximately 10 per cent of the current issued ordinary share capital of the Company) on such terms and in such manner as the Directors may from time to time determine, provided that:

(a) the minimum price (excluding expenses) which may be paid for an Ordinary Share is 1p; and

(b) the maximum price (excluding expenses) which may be paid for a Share is the higher of:

- (i) an amount equal to 105 per cent of the average of the middle market quotations for a Share as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the purchase is made; and
- (ii) an amount equal to the higher of the price of the last independent trade of a Share and the highest current independent bid for a Share on the trading venue where the purchase is carried out,

and (unless revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting, 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 had not expired.

4. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.

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Deputy Company Secretary