

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 25 September 2019 at XYZ Building, 2 Hardman Boulevard, Spinningfields, Manchester M3 3AQ.

Ordinary Resolution

1. That the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights'):

(a) up to an aggregate nominal amount of £926,102; and

(b) up to a further aggregate nominal amount of £926,102 provided that (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006) and (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record dates as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates and to holders of other equity securities if required by the rights of those securities, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that this authority shall expire at the conclusion of the next annual general meeting of the Company, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired and all unexercised authorities previously granted to the directors to allot shares and grant Rights be and are hereby revoked.

Special Resolutions

2. 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 (but in the case of the authority granted under paragraph (b) of resolution 13 by way of rights issue only) to the holders of ordinary 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 or by virtue of shares being represented by depositary receipts or other matter; 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 £138,915, 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, 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 this 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 £138,915; 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 directors may allot equity securities or sell treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

4. That the Company be generally and unconditionally authorised 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 27,783,000 ordinary shares of 1pence 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 1 pence; 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 an ordinary share in the Company 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 and the highest current independent bid for an ordinary 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.

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

Ordinary Resolutions

6. THAT in accordance with sections 366 and 367 of the Companies Act 2006 the Company and all companies which are subsidiaries of the Company at the date on which this Resolution 18 is passed or during the period when this Resolution 18 has effect be generally and unconditionally authorised to:

(a) make political donations to political parties or independent election candidates not exceeding £25,000 in total;

(b) make political donations to political organisations other than political parties not exceeding £25,000 in total; and

(c) incur political expenditure not exceeding £25,000 in total,

(as such terms are defined in the Companies Act 2006) during the period beginning with the date of the passing of this Resolution and ending at the end of the next annual general meeting of the Company provided that the authorised sum referred to in paragraphs (a), (b) and (c) above, may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day in which the Company enters into any contract or undertaking in relation to the same provided that, in any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this Resolution shall not exceed £75,000.

7. That:

(a) the NCC Group UK Share Incentive Plan 2019 ("UK SIP"), the principal terms of which are summarised in Part 1 of the Appendix to the Notice of Annual General Meeting, and the draft trust deed and rules of which were produced to the meeting and initialled by the Chairman for the purpose of identification, be and is approved, the UK SIP 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 implement and operate the UK SIP; and

(b) the directors of the Company be and are hereby authorised to adopt further schemes for the benefit of employees outside the UK based on the UK SIP but modified to take account of local tax, labour law, exchange control or securities laws in overseas jurisdictions, provided that any shares made available under such further schemes are treated as counting against the limits on individual or overall participation in the UK SIP.

Special Resolution

8. That the Articles of Association set out in the document produced to the meeting (and signed by the Chairman of the meeting for the purposes of identification) be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.