



**NCC Group plc**  
**Annual General Meeting – 20 October 2020**  
**Proxy form**

Full name:

Address:

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

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

at NCC Group plc's Annual General Meeting to be held at 10.30 am on 20 October 2020 and at any adjournment thereof, and to vote as indicated below.

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

Resolutions	For	Against	Vote withheld
1. To receive the report and accounts for the year ended 31 May 2020			
2. To approve the Directors' Remuneration Report (other than the Directors' remuneration policy) for the financial year ended 31 May 2020			
3. To approve the Directors' remuneration policy (as contained in the Directors' Remuneration Report for the year ended 31 May 2020)			
4. To declare a final dividend of 3.15p per share			
5. To reappoint KPMG LLP as auditor			
6. To authorise the Audit Committee to determine the auditor's remuneration			
7. To re-elect Adam Palser as a Director			
8. To re-elect Chris Stone as a Director			
9. To re-elect Jonathan Brooks as a Director			
10. To re-elect Chris Batterham as a Director			
11. To re-elect Jennifer Duvalier as a Director			
12. To re-elect Mike Ettling as a Director			
13. To re-elect Tim Kowalski as a Director			
14. To authorise the Directors to allot shares			
15. To authorise the Directors to disapply pre-emption rights up to 5 per cent of the issued share capital			
16. To authorise the Directors to disapply pre-emption rights for an additional 5 per cent in relation to an acquisition or other capital investment			
17. To authorise the purchase of own shares pursuant to section 701 of the Companies Act 2006			
18. To reduce the notice period required for general meetings			
19. To authorise the making of political donations and incurring political expenditure			
20. To approve the adoption of the NCC Group plc 2020 Long Term Incentive Plan			
21. To approve the adoption of the NCC Group plc 2020 Restricted Share Plan			
22. To approve the adoption of the NCC Group plc 2020 Deferred Annual Bonus Share Plan			

Signature(s)

Date

## Notes on how to fill in this proxy form

1. Due to the restrictions and uncertainty caused by the Covid-19 pandemic we recommend that you appoint the Chair of the meeting to be your proxy at the Annual General Meeting. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.
  - To appoint more than one proxy, you should photocopy the proxy form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which you authorise them to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). Please also indicate, by marking the box on the proxy form, if the proxy instruction is one of multiple instructions being given. All proxy forms must be signed and should be returned together to the Company's Registrar, Equiniti, at Freepost RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing BN99 8LU, or take a photograph of your completed form and email it to [proxyvotes@equiniti.com](mailto:proxyvotes@equiniti.com).
  - To appoint the Chair as your sole proxy in respect of all your shares, fill in any voting instructions and sign and date the proxy form, but leave all other proxy appointment details blank.
  - To appoint a single proxy in respect of all your shares other than the Chair, cross out only the words "the Chair of the meeting or" and write in the name of the person you want to be your proxy. A proxy need not be a member of the Company. Then complete the rest of the proxy form.
2. Please mark the appropriate box above "For", "Against" or "Vote withheld" for each resolution in black ink with a tick or mark. The "Vote withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "Vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution. Your proxy will have discretion on any resolution where you have not given a specific instruction on how to vote or on any other business which may properly come before the meeting.
3. To be valid your completed proxy form must be received by no later than 10.30 am on 16 October 2020.
4. The full text of the resolutions is set out in the notice calling the meeting.
5. Completion and return of this proxy form will not preclude you from attending and voting in person at the meeting should you subsequently decide to do so.
6. If the form is signed by someone else on your behalf, evidence of your authority to sign the form must be sent with the form.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
8. In the case of a corporation, the form must be signed as a deed or be appropriately signed by a duly authorised official or officials whose capacity should be stated. The appropriate power of attorney or other authority must be sent with the form.
9. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders must be entered on the Company's share register at 6.30 pm on 16 October 2020 in order to be entitled to attend and vote at the Annual General Meeting. Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.