



FORM OF PROXY

NCC GROUP PLC

As explained in the Chairman's letter included with the Notice of General Meeting, shareholders are not permitted to attend the General Meeting in person. Shareholders are urged to appoint the chair of the meeting as their proxy, with voting instructions. In view of the attendance arrangements, shareholders should not appoint any other proxy.

Notice of Availability – important, please read carefully

You can now access the Notice of General Meeting at <https://www.nccgroupplc.com/investor-relations/>

I/We, being a member of the Company, hereby appoint the chair of the meeting (see note 1 overleaf) or

Name of proxy

No. of shares proxy appointed over:

as my/our proxy to vote on my/our behalf at the General Meeting of the Company to be held at the registered office of the Company at XYZ Building, 2 Hardman Boulevard, Spinningfields, Manchester M3 3AQ at 9:30 a.m. on 1 June 2021, and at any adjournment thereof. The full text of the Resolution is set out in the Notice of General Meeting.

Please tick here if this proxy is one of multiple appointments (see note 2 overleaf)

Please mark "X" to indicate how you wish to vote

Resolution	For	Against	Withheld
To approve the acquisition of the Intellectual Property Management business of Iron Mountain			

Signature(s)

Name

Date

Notes to the Proxy Form

These notes are subject to the arrangements for attending and voting at the General Meeting, as explained in the Chairman's letter. Shareholders are urged to appoint the chair of the meeting as their proxy, with voting instructions. In view of the attendance arrangements, shareholders should not appoint any other proxy.

1. As a member of the Company you are entitled to appoint a proxy, who need not be a shareholder, to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. A proxy does not need to be a member of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, (an) additional Proxy Form(s) may be obtained by contacting our Registrars, Equiniti Limited, on 0371 384 2679 or you may photocopy this form. Overseas holders should contact +44 (0)121 415 7047. Lines are open from 8:30 am to 5:30 pm Monday to Friday (excluding public holidays in England and Wales). Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number shares held by you). Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. To direct your proxy how to vote on the Resolution mark the appropriate box with an "X". To abstain from voting on the Resolution, select the relevant "vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes "for" or "against" the Resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
4. In order to be valid, this Proxy Form and any power of attorney or any other authority under which it is signed (or a duly certified copy of such power or authority), under which it is executed, must be:
 - completed and signed;
 - sent or delivered to our Registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; and
 - received by Equiniti no later than 9:30 a.m. on 27 May 2021.
5. Where the member is a corporation/company, this Proxy Form must be executed under its common seal or signed on its behalf by an officer, attorney or other person duly authorised by the corporation/company.
6. As an alternative to posting the Form of Proxy, shareholders can appoint a proxy electronically by e-mailing their completed proxy form to proxyvotes@equiniti.com. For an electronic proxy appointment to be valid, your appointment must be received by the Registrar no later than the deadline set out in note 4.
7. CREST members (i.e. those that hold shares in uncertificated form) who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by Equiniti Limited (ID: RA19), by 9:30 a.m. on 27 May 2021.
8. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
9. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
10. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the Notice of the General Meeting.
11. You may not use any electronic address provided in this Proxy Form to communicate with the Company for any purposes other than those expressly stated.
12. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company as at 6.30 p.m. on 27 May 2021. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.