

NCC GROUP PLC

RESULTS OF THE 2017 ANNUAL GENERAL MEETING AND

EXTRAORDINARY GENERAL MEETING IN RELATION TO DIVIDEND RECTIFICATION

Annual General Meeting

At the Annual General Meeting ("AGM") of NCC Group plc (the "Company") held at 9.00am at 1 London Wall, London EC2Y 5EA on 21 September 2017, shareholders duly passed all of the resolutions proposed. Each of the resolutions put to the AGM were voted on by way of a poll.

Resolutions 1 to 13 and resolution 18 were passed as ordinary resolutions and resolutions 14 to 17 were passed as special resolutions. The results of the poll incorporating proxy votes lodged in advance of the meeting are set out below (rounded to 2 decimal places).

| | | Votes for | % | Votes against | % | Total votes cast | % of ISC voted | Votes withheld |
|-----|--|-------------|--------|---------------|------|------------------|----------------|----------------|
| 1. | To receive the report and accounts | 202,831,822 | 98.14 | 3,843,011 | 1.86 | 206,674,833 | 74.74 | 0 |
| 2. | To approve the directors' remuneration report (other than the directors' remuneration policy) for the year ended 31 May 2017 | 206,367,814 | 99.85 | 307,019 | 0.15 | 206,674,833 | 74.74 | 0 |
| 3. | To approve the directors' remuneration policy for the financial year ended 31 May 2017 | 202,309,191 | 99.84 | 318,649 | 0.16 | 202,627,840 | 73.28 | 4,046,993 |
| 4. | To declare a final dividend of 3.15p per share | 202,831,822 | 98.14 | 3,843,011 | 1.86 | 206,674,833 | 74.74 | 0 |
| 5. | To re-appoint KPMG as auditor | 206,671,774 | 100.00 | 3,059 | 0.00 | 206,674,833 | 74.74 | 0 |
| 6. | To authorise the Audit Committee to determine the auditor's remuneration | 206,670,667 | 100.00 | 555 | 0.00 | 206,671,222 | 74.74 | 3,611 |
| 7. | To elect Chris Stone as a Director | 206,517,139 | 99.92 | 157,694 | 0.08 | 206,674,833 | 74.74 | 0 |
| 8. | To elect Brian Tenner as a Director | 206,666,259 | 100.00 | 8,574 | 0.00 | 206,674,833 | 74.74 | 0 |
| 9. | To elect Jonathan Brooks as a Director | 206,663,200 | 99.99 | 11,633 | 0.01 | 206,674,833 | 74.74 | 0 |
| 10. | To re-elect Debbie Hewitt as a Director | 204,583,232 | 98.99 | 2,091,601 | 1.01 | 206,674,833 | 74.74 | 0 |
| 11. | To re-elect Thomas Chambers as a Director | 202,610,325 | 98.03 | 4,064,508 | 1.97 | 206,674,833 | 74.74 | 0 |

| | | | | | | | | |
|-----|--|-------------|-------|------------|------|-------------|-------|-----|
| 12. | To re-elect Chris Batterham as a Director | 206,663,199 | 99.99 | 11,634 | 0.01 | 206,674,833 | 74.74 | 0 |
| 13. | To authorise the Directors to allot shares | 203,306,674 | 98.37 | 3,368,159 | 1.63 | 206,674,833 | 74.74 | 0 |
| 14. | To authorise the Directors to disapply pre-emption rights up to 5% of the issue share capital | 200,303,684 | 96.92 | 6,371,149 | 3.08 | 206,674,833 | 74.74 | 0 |
| 15. | To authorise the Directors to disapply pre-emption rights for an additional 5% in relation to an acquisition or capital investment | 191,202,537 | 92.51 | 15,472,296 | 7.49 | 206,674,833 | 74.74 | 0 |
| 16. | To authorise the purchase of own shares pursuant to s.701 of the Companies Act 2006 | 202,286,591 | 97.88 | 4,388,242 | 2.12 | 206,674,833 | 74.74 | 0 |
| 17. | To reduce the notice period required for General Meetings | 201,873,402 | 97.68 | 4,801,431 | 2.32 | 206,674,833 | 74.74 | 0 |
| 18. | To approve amendments to the NCC Group US Employee Stock Purchase Plan | 206,663,767 | 99.99 | 10,511 | 0.01 | 206,674,278 | 74.74 | 555 |

Notes:

1. Any proxy appointments which gave discretion to the chairman of the meeting have been included in the 'For' total.
2. A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes "for" and "against" a resolution, nor in the calculation of "total votes cast" for any resolution.
3. The issued share capital of the Company as at the date of the AGM was 276,522,634 ordinary shares.
4. The full text of the resolutions can be found in the Notice of Annual General Meeting which is available for inspection at the National Storage Mechanism www.morningstar.co.uk/uk/nsm and on the Company's website.

In accordance with Listing Rule 9.6.2, copies of the resolutions passed as special business of the meeting will be uploaded to the National Storage Mechanism and will shortly be available for inspection at www.morningstar.co.uk/uk/nsm.

Extraordinary General Meeting

At the Extraordinary General Meeting ("EGM") of the Company held at 9.45am at 1 London Wall, London EC2Y 5EA on 21 September 2017, shareholders duly passed the resolution proposed which was put to the EGM was voted on by way of a poll.

The resolution was passed as a special resolution. The results of the poll incorporating proxy votes lodged in advance of the meeting are set out below.

| | | Votes for | % | Votes against | % | Total votes cast | % of ISC voted | Votes withheld |
|----|---|------------------|----------|----------------------|----------|-------------------------|-----------------------|-----------------------|
| 1. | <p>To approve:</p> <p>(a) the appropriation of distributable profits;</p> <p>(b) 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; and</p> <p>(c) 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.</p> | 197,821,929 | 97.01 | 6,095,229 | 2.99 | 203,917,158 | 73.74 | 4,120,041 |

For enquiries please contact:

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