

## NCC GROUP PLC

### RESULTS OF THE 2019 ANNUAL GENERAL MEETING

#### Annual General Meeting

At the Annual General Meeting ("AGM") of NCC Group plc (the "Company") held at 9.30 am at XYZ Building, 2 Hardman Boulevard, Spinningfields, Manchester, M3 3AQ on 25 September 2019, 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 resolutions 18 and 19 were passed as ordinary resolutions and resolutions 14 to 17 and resolution 20 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	197,906,005	100.00	0	0.00	197,906,005	71.23%	155,397
2.	To approve the directors' remuneration report (other than the directors' remuneration policy) for the year ended 31 May 2019	192,916,766	100.00	8,003	0.00	192,924,769	69.44%	5,136,633
3.	To declare a final dividend of 3.15p per share	198,061,393	100.00	9	0.00	198,061,402	71.28%	0
4.	To re-appoint KPMG as auditor	192,926,347	100.00	9,056	0.00	192,935,403	69.44%	5,125,999
5.	To authorise the Audit Committee to determine the auditor's remuneration	198,056,807	100.00	4,595	0.00	198,061,402	71.28%	0
6.	To re-elect Adam Palsler as a Director	197,725,807	99.83	330,584	0.17	198,056,391	71.28%	5,011
7.	To re-elect Chris Stone as a Director	196,058,184	98.99	1,998,207	1.01	198,056,391	71.28%	5,011
8.	To re-elect Jonathan Brooks as a Director	197,194,508	99.56	861,883	0.44	198,056,391	71.28%	5,011
9.	To re-elect Chris Batterham as a Director	197,194,508	99.56	861,883	0.44	198,056,391	71.28%	5,011
10.	To re-elect Jennifer Duvalier as a Director	197,190,093	99.56	863,309	0.44	198,053,402	71.28%	8,000
11.	To re-elect Mike Ettling as a Director	197,725,807	99.83	331,584	0.17	198,057,391	71.28%	4,011
12.	To re-elect Tim Kowalski as a Director	197,298,022	99.62	759,369	0.38	198,057,391	71.28%	4,011
13.	To authorise the Directors to allot shares	194,490,447	98.20	3,565,276	1.80	198,055,723	71.28%	5,679

14.	To authorise the Directors to disapply pre-emption rights up to 5% of the issue share capital	192,167,939	97.03	5,888,308	2.97	198,056,247	71.28%	5,155
15.	To authorise the Directors to disapply pre-emption rights for an additional 5% in relation to an acquisition or capital investment	177,833,908	89.79	20,222,339	10.21	198,056,247	71.28%	5,155
16.	To authorise the purchase of own shares pursuant to s.701 of the Companies Act 2006	192,877,621	97.41	5,134,354	2.59	198,011,975	71.27%	49,427
17.	To reduce the notice period required for General Meetings	192,450,591	97.17	5,609,332	2.83	198,059,923	71.28%	1,479
18.	To authorise the making of political donations and incurring political expenditure	179,649,870	90.71	18,393,422	9.29	198,043,292	71.28%	18,110
19.	To approve the adoption of the NCC Group Share Incentive Plan	198,008,402	99.98	48,989	0.02	198,057,391	71.28%	4,011
20.	To approve adoption of NCC Group plc new articles of association	198,045,930	99.99	10,128	0.01	198,056,058	71.28%	5,344

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 277,846,440 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](http://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](http://www.morningstar.co.uk/uk/nsm).

For enquiries please contact:

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