

## NCC GROUP PLC

### RESULTS OF THE 2023 ANNUAL GENERAL MEETING

#### Annual General Meeting

At the Annual General Meeting ("AGM") of NCC Group plc (the "Company") held at 9.00 am at XYZ Building, 2 Hardman Boulevard, Spinningfields, Manchester, M3 3AQ on 30 November 2023, 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	240,585,713	98.74%	3,066,488	1.26 %	243,652,201	77.72	173,178
2.	To approve the directors' remuneration report (other than the directors' remuneration policy) for the year ended 31 May 2023	206,893,530	84.86%	36,926,077	15.14 %	243,819,607	77.78	5,772
3.	To declare a final dividend of 3.15p per share	243,790,017	99.99%	32,494	0.01 %	243,822,511	77.78	2,868
4.	To re-appoint KPMG as auditor	240,751,145	98.74%	3,071,366	1.26 %	243,822,511	77.78	2,868
5.	To authorise the Audit Committee to determine the auditor's remuneration	243,751,972	99.98%	50,836	0.02 %	243,802,808	77.77	22,571
6.	To re-elect Mike Maddison as a Director	240,342,118	99.94%	154,829	0.06 %	240,496,947	76.72	3,328,432
7.	To re-elect Chris Stone as a Director	234,888,736	96.34%	8,912,341	3.66 %	243,801,077	77.77	24,302
8.	To elect Julie Chakraverty as a Director	238,583,524	99.20%	1,917,423	0.80 %	240,500,947	76.72	3,324,432
9.	To re-elect Jennifer Duvalier as a Director	216,486,945	90.01%	24,015,086	9.99 %	240,502,031	76.72	3,323,348
10.	To re-elect Mike Ettling as a Director	231,760,465	96.37%	8,738,482	3.63 %	240,498,947	76.72	3,326,432
11.	To elect Guy Ellis as a Director	240,373,427	99.95%	127,520	0.05 %	240,500,947	76.72	3,324,432
12.	To re-elect Lynn Fordham as a Director	238,590,963	99.21%	1,911,068	0.79 %	240,502,031	76.72	3,323,348
13.	To authorise the Directors to allot shares	205,737,191	84.38%	38,085,542	15.62 %	243,822,733	77.78	2,646

14.	To authorise the Directors to disapply pre-emption rights up to 5% of the issue share capital	226,801,464	93.04%	16,969,951	6.96 %	243,771,415	77.76	53,964
15.	To authorise the Directors to disapply pre-emption rights for an additional 5% in relation to an acquisition or capital investment	223,486,486	91.68%	20,284,929	8.32 %	243,771,415	77.76	53,964
16.	To authorise the purchase of own shares pursuant to s.701 of the Companies Act 2006	237,307,446	97.38%	6,376,892	2.62 %	243,684,338	77.73	141,041
17.	To reduce the notice period required for General Meetings	228,268,656	93.62%	15,547,059	6.38 %	243,815,715	77.77	9,664
18.	To authorise the making of political donations and incurring political expenditure	192,506,941	79.00%	51,170,949	21.00 %	243,677,890	77.73	147,489

Commenting on the less than 80% vote received for authority to make political donations and to incur political expenditure

As set out in the notice of AGM, NCC Group plc does not give any money for political purposes in the UK nor does it make any donations to UK political organisations or incur UK political expenditure. However, the definitions of political donations and political expenditure used in the UK Companies Act 2006 are very wide. In line with UK market practice, the authority is therefore requested only as a precautionary measure to ensure that NCC Group plc and any company which is or becomes a subsidiary of NCC Group plc does not inadvertently breach the relevant provisions of the UK Companies Act.

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 313,488,589 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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