

NCC Group plc  
Incorporated in England and Wales  
Registered number: 04627044  
LEI: 213800DJCGZRB6523934  
ISIN: GB00B01QGK86  
LON: NCC

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**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

**FOR IMMEDIATE RELEASE**

**7 July 2026**

**NCC Group plc**  
**("NCC" or the "Group" or the "Company")**

**Proposed cancellation of the amounts standing to the credit of the Company's share premium account**

**And**

**Proposed purchase of Ordinary Shares for up to £170 million at 145 pence per Ordinary Share by way of a  
Tender Offer**

**And**

**Notice of General Meeting**

NCC Group plc (LSE: NCC) announced on 29 May 2026:

- completion of the Escode business sale to Herringbone Acquisitions Limited and Herringbone Acquisitions, Inc. (funds managed by TDR Capital LLP), with the net proceeds of the transaction received by the Company after costs was approximately £253 million; and
- the intention to return a further £185 million to Shareholders following completion of a £40 million initial share buyback programme in April 2026, representing a total return to Shareholders following the sale of its Escode division of approximately £225 million.

As indicated in its half year results on 11 June 2026, the Company announces that it is proposing to return £185 million to Shareholders by way of:

- a £170 million Tender Offer pursuant to which Qualifying Shareholders are invited to tender some or all of their Ordinary Shares at the Tender Price of 145 pence per Ordinary Share (the "**Tender Price**"). The Tender offer is for a maximum of 117,241,379 Ordinary Shares; and
- a new £15 million general share buyback programme ("**Buyback Programme**").

The Company is also announcing a Reduction of Capital, subject to confirmation by the Court, by way of a cancellation of amounts standing to the credit of the Company's share premium account which will create additional distributable reserves of £225 million to facilitate the return of cash to Shareholders. The Company also seeks the renewal of the general authority to make market purchases of the Company's Ordinary Shares that facilitates the £15 million Buyback Programme.

The Tender Price represents a premium of 11 per cent. (11%) to the closing price of the Ordinary Shares of 130.6 pence on 6 July 2026, the Latest Practicable Date.

Qualifying Shareholders are not required to tender any or all of their Ordinary Shares if they do not wish to do so. Qualifying Shareholders who participate in the Tender Offer have a Guaranteed Entitlement to tender approximately 41.2 per cent. (41.2%) of the Ordinary Shares held by them at the Tender Offer Record Date, rounded down to the nearest whole number.

The Company expects to post a circular to shareholders (the "**Circular**") later today to provide information about the background to, and reasons for, the Tender Offer and why the Board considers that the Tender Offer is in the best interests of the Shareholders as a whole and why the Board unanimously recommends that you vote in favour of the Resolutions to be proposed at the General Meeting.

The Company's ability to effect the Tender Offer and new Buyback Programme is conditional upon the approval by Shareholders by way of a special resolutions at a general meeting. The Resolutions will be proposed at the General Meeting of the Company to be held at the offices of Barclays Bank plc at 1 Churchill Place, London E14 5HP at 11.30 a.m. on 23 July 2026 (the "**General Meeting**").

The Circular also contains further details on the procedure that should be followed by those Qualifying Shareholders wishing to participate in the Tender Offer (with different procedures depending on whether the Ordinary Shares are held in CREST or in Certificated form).

A copy of the Circular will be published on the Company's website later today at <https://www.nccgroup.com/ncc-tender-offer>. A Form of Proxy and Tender Form for use by Shareholders who hold their Ordinary Shares in Certificated form in connection with the Tender Offer is also being despatched to Shareholders. Capitalised terms used but not defined in this announcement will have the same meaning given to them in the Circular.

The Tender Offer is being made available to all Qualifying Shareholders who are on the Register at the Tender Offer Record Date.

Each of the Directors has confirmed that neither they nor their closely associated persons are intending to tender any of their current individual beneficial holding of Ordinary Shares through the Tender Offer.

The Tender Offer is to be effected by Investec Bank plc ("**Investec**") acquiring, as principal (and not as agent, nominee or trustee), the successfully tendered Ordinary Shares at the Tender Price. Ordinary Shares purchased by Investec pursuant to the Tender Offer will be purchased by Investec as principal and such purchases will be market purchases in accordance with the provisions of the Act, the UK Listing Rules and the rules of the London Stock Exchange. Investec has the right to require the Company to purchase from it (and the Company has the right to require Investec to sell to it) any Ordinary Shares acquired by Investec under the Tender Offer pursuant to the Repurchase Agreement at the Tender Price, details of which are set out further below. All Ordinary Shares purchased by the Company from Investec pursuant to the Repurchase Agreement will be cancelled.

The Board makes no recommendation to Qualifying Shareholders in relation to participation in the Tender Offer itself. Whether or not Qualifying Shareholders decide to tender all, or any, of their Ordinary Shares will depend on, among other things, their view of the Company's prospects and their own individual circumstances, including their own financial and tax position. Shareholders are required to take their own decision and are recommended to consult with their duly authorised independent financial or professional adviser.

This summary should be read in conjunction with the full text of this announcement and the Circular.

The information communicated in this announcement contains inside information for the purposes of Article 7 of the UK version of the EU Market Abuse Regulation (EU 596/ 2014) which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended and supplemented from time to time ("**Market Abuse Regulation**").

The person responsible for arranging the release of this announcement on behalf of the Company is Guy Ellis, Chief Financial Officer.

## **Contact information**

### **Investor enquiries:**

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## **Introduction**

On 29 May 2026 the Company announced:

- completion of the sale of NCC's Escode business to Herringbone Acquisitions Limited and Herringbone Acquisitions, Inc. (funds managed by TDR Capital LLP), with the net proceeds of the transaction received by the Company after costs was approximately £253 million; and
- the intention to return a further £185 million to Shareholders following completion of a £40 million initial share buyback programme in April 2026, representing a total return to Shareholders following the sale of its Escode division of approximately £225 million.

As announced as part of its interim results on 11 June 2026, the Company stated an intention to return £185 million to Shareholders by way of a £170 million Tender Offer and a new £15 million Buyback Programme.

The Company's ability to effect the Tender Offer and new Buyback Programme is conditional upon the approval of the Company's Shareholders at the General Meeting, among other matters.

Accordingly, the Company today announced:

- (a) a proposed Reduction of Capital to create the necessary additional distributable reserves for the Company in order to supplement the existing distributable reserves prior to a return of cash to Shareholders whereby the Company will reduce the share premium account of the Company to nil, creating additional distributable reserves of £225 million (subject to any arrangements required for the protection of creditors and any direction given by the Court in confirming the Reduction of Capital);
- (b) a proposed return of up to £170 million by way of a Tender Offer pursuant to which up to 117,241,379 Ordinary Shares held by Qualifying Shareholders, excluding holders in Restricted Jurisdictions, would be purchased at a price of 145 pence per Ordinary Share; and
- (c) a proposed return of £15 million by way of the Buyback Programme through the renewal of the general authority to make market purchases of the Company's Ordinary Shares.

The Tender Price of 145 pence per Ordinary Share represents a premium of 11 per cent. (11%) to the closing price of the Ordinary Shares of 130.6 pence on 6 July 2026, the Latest Practicable Date.

If the maximum number of Ordinary Shares under the Tender Offer is acquired, this will result in the purchase and cancellation of approximately 41.2 per cent. (41.2%) of the Company's Issued Ordinary Share Capital as at the Latest Practicable Date. The Company does not hold any shares in treasury. As at the Latest Practicable Date, there are 284,486,939 Ordinary Shares in issue. The Tender Offer is conditional on, among other matters, the receipt of valid tenders in respect of at least 2,844,870 Ordinary Shares (representing approximately 1.0 per cent. (1%) of the Company's issued share capital as at the Latest Practicable Date).

The Tender Offer is being affected by Investec, as principal on the basis that, if the put option or call option under the Repurchase Agreement is exercised, all Ordinary Shares that it buys under the Tender Offer will be subsequently repurchased from it by the Company pursuant to the terms of the Repurchase Agreement. Any Ordinary Shares purchased by the Company from Investec pursuant to the Repurchase Agreement will be cancelled.

The Circular is being posted to Shareholders today and this sets out the background to, and reasons for, the Reduction of Capital, the Tender Offer and the new Buyback Programme and why the Directors believe the Reduction of Capital, Tender Offer and the new Buyback Programme are in the best interests of the Company and its Shareholders as a whole. The Circular also contains details on the procedures that should be followed by those Qualifying Shareholders who wish to participate in the Tender Offer. Qualifying Shareholders are not obliged to tender any of their Ordinary Shares if they do not wish to do so.

The Company is seeking Shareholders' approval of the Reduction of Capital, Tender Offer and the new Buyback Programme at a General Meeting to be held at 11.30 a.m. on 23 July 2026. If the Reduction of Capital Resolution, the Tender Offer Resolution and the new Buyback Programme resolution are not passed, the Company will not be able to proceed with the Tender Offer or the new Buyback Programme.

The Board is making no recommendation to Qualifying Shareholders in relation to their participation in the Tender Offer. However, the Board is unanimously recommending Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting, as the Directors intend to do in respect of their own beneficial holdings of Ordinary Shares.

## **Reduction of Capital and Tender Offer**

### ***Background to, and reasons for, the Reduction of Capital and Tender Offer***

On 11 June 2026, the Company announced its unaudited interim results for the six months ended 31 March 2026 and confirmed the completion of the sale of NCC's Escode business to Herringbone Acquisitions Limited and Herringbone Acquisitions, Inc., funds managed by TDR Capital LLP, for net cash proceeds of £253 million (pre-transaction costs and completion adjustment items), a total enterprise value of £275.0 million and an aggregate gross consideration of £309.1 million (excluding transaction costs and any completion accounts adjustments). The Escode Disposal followed two other strategic disposals, Fox-IT DetACT and Fox-IT Crypto which completed on 30 April 2024 and 28 March 2025 respectively. A total enterprise value of approximately £349 million was derived from the three disposals.

At the same time, the Company also announced that its strategic review of the Cyber business, which considered all options including a potential sale of the Company, had concluded and that it had determined that remaining a listed company is in the best interests of Shareholders at this time.

The Company currently has a share premium account amounting to £225,026,690.24. By carrying out the Reduction of Capital, the share premium account will be reduced to £nil. The Company will therefore create additional distributable reserves of £225,026,690.24 (subject to any arrangements required for the protection of creditors and any direction given by the Court in confirming the Reduction of Capital).

This reduction will create the required distributable reserves to facilitate the Tender Offer but do not affect the economic value of the Group and should not have any impact on the market value of the Ordinary Shares.

Consequently, the Board wishes to return up to £170 million to Shareholders by way of the Tender Offer.

### ***Benefits of the Reduction of Capital and Tender Offer***

Subject to certain conditions (including the passing of the Resolutions by the Shareholders at the General Meeting as special resolutions and the confirmation of the Reduction of Capital by the Court), the Directors will give Qualifying Shareholders the opportunity to tender their Ordinary Shares through the Tender Offer for cash. Each Qualifying Shareholder will be entitled to sell up to approximately 41.2 per cent. (41.2%) of the Ordinary Shares registered in their name on the Register as at the Tender Offer Record Date (the "**Guaranteed Entitlement**"), rounded down to the nearest whole number of Ordinary Shares under the Tender Offer. The

Tender Offer Resolution will give the Directors authority to return a maximum amount of up to approximately £170 million to Shareholders at a price of 145 pence per Ordinary Share.

The Board has considered, having taken independent advice, the various options for returning cash in excess of the Company's foreseeable future investment needs to Shareholders and the Board has determined that the Tender Offer would be the most appropriate method of returning capital to Shareholders in a quick and efficient manner, taking into account the relative costs, complexity and timeframes of the possible methods available, as well as the likely tax treatment for and equality of treatment of all Shareholders.

Further information on the UK tax treatment of the Tender Offer for Shareholders is contained in Part VI of the Circular.

The Board considers the Tender Offer to be beneficial to Shareholders as a whole, because, among other reasons:

- (i) the Tender Offer is available to all Qualifying Shareholders regardless of the size of their holding;
- (ii) the Tender Price represents a premium of 11 per cent. (11%) to the closing price of the Ordinary Shares of 130.6 pence on 6 July 2026, the Latest Practicable Date;
- (iii) the Tender Offer provides Qualifying Shareholders who wish to reduce their holdings of Ordinary Shares with an opportunity to do so at a market-driven price with a premium at the Latest Practicable Date;
- (iv) the Tender Offer enables Ordinary Shares to be sold free of commissions or charges that would otherwise be payable if Qualifying Shareholders were to sell their Ordinary Shares through their broker;
- (v) the Tender Offer permits Shareholders who wish to retain their current investment in the Company and their Ordinary Shares to do so, as no Shareholder is required to participate in the Tender Offer, and thus providing Shareholders with flexibility; and
- (vi) the Tender Offer will reduce the number of Ordinary Shares in issue, and, assuming earnings and net asset values of the Group's assets stay the same, should therefore have a positive impact on the Group's net asset value per share and earnings per share. All of the Ordinary Shares that the Company purchases from Investec will be cancelled. The Tender Offer results announcement will include a statement confirming the reduced total voting rights of the Company upon completion of the Tender Offer.

### ***Reduction of Capital Procedure***

If Shareholders approve the Reduction of Capital Resolution at the General Meeting, the Board intends to make an application to the Court to obtain its approval to the Reduction of Capital as soon as possible following the General Meeting.

The Court will be concerned to ensure that the Company's creditors are not prejudiced by the proposed Reduction of Capital. The Directors intend to take such steps to satisfy the Court in this regard as they consider appropriate.

Provisional dates have been obtained for the required Court hearings as set out in the Expected Timetable of Principal Events below. These dates are subject to change and dependent on the Court's timetable. If the hearings go ahead on the provisional dates, the present timetable provides that the Court Hearing, at which it is hoped that the Court will make an order confirming the Reduction of Capital, will take place on 25 August 2026.

The Reduction of Capital will not take effect until the Court Order confirming the Reduction of Capital is filed with and registered by the Registrar of Companies. The Board intends to file the required documentation with the Registrar of Companies on the Business Day following the Court Hearing and, subject to compliance with all procedural requirements, it is expected that the Registrar of Companies will register the documents on or before 28 August 2026. On the present timetable, which is subject to change and dependent on the Court's timetable, this would mean that the Reduction of Capital would take effect on or before 28 August 2026.

### ***Principal Terms of the Tender Offer***

Subject to certain conditions (including the passing of the Resolutions), Investec will implement the Tender Offer by way of acquiring, as principal (and not as agent, nominee or trustee), the successfully tendered Ordinary Shares at the Tender Price. Ordinary Shares purchased by Investec pursuant to the Tender Offer will be purchased by Investec as principal and such purchases will be market purchases in accordance with the provisions of the Act, the rules of the London Stock Exchange and the FCA.

Conditional upon the Tender Offer becoming unconditional and subject to the terms thereof, Investec has the right to require the Company to purchase from it (and the Company has the right to require Investec to sell to it) any Ordinary Shares acquired by Investec under the Tender Offer pursuant to the Repurchase Agreement at the Tender Price. If either the put option or call option under the Repurchase Agreement is exercised, Investec shall sell such Ordinary Shares to the Company, at a price per Ordinary Share equal to the Tender Price, pursuant to the Repurchase Agreement. Purchases of Ordinary Shares by the Company pursuant to the Repurchase Agreement will also be market purchases in accordance with the provisions of the Act, the rules of the London Stock Exchange and the FCA. All of the Ordinary Shares purchased by the Company pursuant to the Repurchase Agreement in connection with the Tender Offer will be cancelled. Further details on the Repurchase Agreement are set out in the Circular.

Qualifying Shareholders must consider carefully all of the information contained in the Circular as well as their personal circumstances when deciding whether to participate in the Tender Offer.

The maximum number of Ordinary Shares that may be purchased under the Tender Offer will equate to approximately 41.2 per cent. (41.2%) of the Issued Ordinary Share Capital at the Tender Offer Record Date. The Company does not hold any shares in treasury. As at the Latest Practicable Date, there are 284,486,939 Ordinary Shares in issue. The Tender Offer is conditional on, among other matters, the receipt of valid tenders in respect of at least 2,844,870 Ordinary Shares (representing approximately 1.0 per cent. (1%) of the Company's issued share capital as at the Latest Practicable Date).

Assuming the maximum number of Ordinary Shares is validly tendered, up to 117,241,379 Ordinary Shares may be purchased under the Tender Offer for a maximum aggregate consideration of up to approximately £170 million. Successfully tendered Ordinary Shares will be cancelled and will not rank for any future dividends.

### ***Guaranteed Entitlement***

Tenders in respect of up to approximately 41.2 per cent. (41.2%) of the Ordinary Shares held by each Qualifying Shareholder on the Tender Offer Record Date will be accepted in full at the Tender Price and will not be scaled down. This percentage is known as the "Guaranteed Entitlement". Qualifying Shareholders may tender such number of Ordinary Shares in excess of their Guaranteed Entitlement up to the total number of Ordinary Shares held by each Qualifying Shareholder on the Tender Offer Record Date ("**Excess Entitlement**") and, to the extent that other Qualifying Shareholders do not tender any of their Ordinary Shares or tender less than their Guaranteed Entitlement, those Qualifying Shareholders may be able to tender such Excess Entitlement through the Tender Offer. However, if the Tender Offer is oversubscribed, the tender of any such Excess Entitlement will only be successful to the extent that other Shareholders have tendered less than their Guaranteed Entitlement or tendered no Ordinary Shares and may be subject to scaling-down.

### ***Circumstances in which the Tender Offer may not proceed***

There is no guarantee that the Tender Offer will take place. The Tender Offer is conditional on the passing of the Resolutions as set out in the Notice of General Meeting and on the satisfaction of the other conditions specified in the Circular. In particular, the Tender Offer is conditional on the receipt by 1.00 p.m. on the Closing Date of valid tenders in respect of at least 2,844,870 Ordinary Shares (representing approximately 1.0 per cent. of the Company's issued share capital as at the Latest Practicable Date).

Investec has reserved the right at any time prior to the announcement of the results of the Tender Offer, in consultation with the Company, to extend the period during which the Tender Offer is open and/or vary the aggregate value of the Tender Offer, based on economic or market conditions and/or other factors, subject to compliance with applicable legal and regulatory requirements. The Company has also reserved the right, in

certain circumstances, to require Investec, not to proceed with the Tender Offer. Any such decision will be announced on the Company's website and delivered through a Regulatory Information Service.

To the extent that Qualifying Shareholders tender for significantly less than the total amount that may be returned to Shareholders pursuant to the Tender Offer, or where Investec (in consultation with the Company) decides not to proceed with the Tender Offer, the Company will consider alternative options regarding how best to deploy any such cash surplus or to return these funds to Shareholders, including by way of a share buyback programme or by way of a distribution of dividends, taking into consideration the then prevailing market conditions and other relevant factors at the relevant time.

### ***Results announcement and unconditional date***

As set out in the expected timetable contained in this announcement, it is expected that the results of the Tender Offer will be announced on or around 2 September 2026, at which time the Tender Offer is expected to become unconditional subject to the conditions described in the Circular having been satisfied. Until such time as the Tender Offer becomes unconditional, the Tender Offer will be subject to the Tender Conditions described in the Circular. Settlement is then expected to take place as set out in the timetable contained in this announcement and as provided for in the Circular. The decision of Investec (in consultation with the Company) as to the results of the Tender Offer (including, without limitation, the basis on which tenders in excess of the Guaranteed Entitlement are satisfied, scaled back or rounded down) shall be final and binding on all Shareholders.

### ***General Share Buyback Authority***

In addition to the Tender Offer, the Board intends to undertake a new Buyback Programme of up to £15 million following completion of the Tender Offer. The Buyback Programme will be conducted by way of on-market purchases through the London Stock Exchange.

The Company's existing authority to make market purchases of its own shares (granted pursuant to section 701 of the Act at the annual general meeting held on 3 March 2026) was partially utilised in connection with the share buyback programme announced on 21 January 2026. Pursuant to that share buyback programme a total of 31,000,000 Ordinary Shares were repurchased and cancelled, returning approximately £40 million to Shareholders, of which 18,108,728 Ordinary Shares were bought back under the current general buyback authority. This means only 13,413,972 Ordinary Shares remain as available for any general share buyback programme using the Company's existing authority. Accordingly, the Company is seeking a fresh general authority to make market purchases of its own Ordinary Shares, in addition to the specific authority being sought in connection with the Tender Offer in substitution for the general authority sought at the Company's last annual general meeting.

Resolution 3 in the Notice of General Meeting therefore seeks authority for the Company to make market purchases (within the meaning of section 693(4) of the Act) of up to 16,724,556 Ordinary Shares (representing approximately 10 per cent. of the expected issued ordinary share capital as at the completion of the Tender Offer and assuming that the Tender Offer is taken up in full by Qualifying Shareholders) at a minimum price of one pence per Ordinary Share (being the nominal value) and a maximum price per Ordinary Share of the higher of: (i) 105 per cent. of the average of the middle market quotations for the Ordinary Shares (as derived from the London Stock Exchange Daily Official List) for the five Business Days immediately preceding the day on which such Ordinary Share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out.

This authority will expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 23 October 2027. It is separate from, and in addition to, the authority sought under the Tender Offer Resolution.

The Board's current intention is to utilise this authority to implement the Buyback Programme of up to £15 million following completion of the Tender Offer, subject to prevailing market conditions and other relevant factors at the relevant time.

To the extent that Qualifying Shareholders tender for less than the total amount that may be returned to Shareholders pursuant to the Tender Offer, or where the Board decides not to proceed with the Tender Offer in accordance with the terms of the Circular, the Board will consider how best to deploy any such surplus, including by increasing the size of the Buyback Programme or by way of the distribution of a special dividend, taking into consideration the then prevailing market conditions and other relevant factors at the relevant time

### **General Meeting to approve the Resolutions**

The Reduction of Capital, the Tender Offer and the new Buyback Programme require the approval by Shareholders of the Resolutions at the General Meeting. For this purpose, the Company is convening the General Meeting for 11.30 a.m. on 23 July 2026 to consider and, if thought fit, pass the Resolutions and to authorise and approve the terms under which the Reduction of Capital, the Tender Offer and the new Buyback Programme will be effected.

The Resolutions must be passed on a poll by at least 75 per cent. of those Shareholders present in person or by proxy and entitled to vote at the General Meeting. If Shareholders do not approve the Reduction of Capital Resolution and/or the Tender Offer Resolution, then the Tender Offer cannot proceed. The Company will not therefore purchase Ordinary Shares pursuant to the Tender Offer unless the Resolutions are duly passed. A summary of action to be taken by Shareholders is set out in the Circular, together with the notes to the Notice of General Meeting as set out in the Circular.

### **Tax**

Shareholders should be aware that there will be tax considerations that they should take into account when deciding whether or not to participate in the Tender Offer. Summary details of certain UK taxation considerations are set out in the Circular.

Shareholders who are subject to tax in a jurisdiction other than the UK, or who are in any doubt as to the potential tax consequences of tendering their Ordinary Shares under the Tender Offer, are strongly recommended to consult their own independent professional advisers before tendering their Ordinary Shares under the Tender Offer.

### **Overseas Shareholders**

The attention of Shareholders who are not resident in, or nationals or citizens of the United Kingdom is drawn to the Circular.

In particular, the Tender Offer is not being made directly or indirectly in, into or from or by use of the mail or by any means or instrumentality (including, without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce, or of any facility of a national securities exchange, of any Restricted Jurisdiction and the Tender Offer cannot be accepted by any such use, means, instrumentality or facility or from within a Restricted Jurisdiction.

Accordingly, copies of the Tender Form are not being and must not be mailed or otherwise distributed or sent in, into, or from a Restricted Jurisdiction, including to Shareholders with registered addresses in a Restricted Jurisdiction, or to persons who are custodians, nominees or trustees holding Ordinary Shares for persons in a Restricted Jurisdiction.

### **Employee Share Plans and Share Options**

The Company operates employee incentive plans, namely the 2020 Long Term Incentive Plan, the 2020 Restricted Share Plan, the 2020 Deferred Annual Bonus Share Plan, the 2022 Save As You Earn Scheme, the 2022 International Save As You Earn Scheme, the 2018 Company Share Option Scheme, the 2022 Incentive Stock Option Scheme, the 2022 Employee Stock Purchase Plan and the 2019 Share Incentive Plan (together the “Plans”). Participants in the Plans who are also Qualifying Shareholders may participate in the Tender Offer in accordance with the terms and conditions of the Tender Offer set out in the Circular.

As at the Latest Practicable Date, options and other rights to acquire 16,237,791 Ordinary Shares granted pursuant to the Plans, excluding the Share Incentive Plan, remain outstanding, representing 5.71 per cent. of the Issued Ordinary Share Capital of the Company. To the extent that the Tender Offer is taken up in full and no participants in the Plans who are entitled to participate in the Tender Offer sell any of their Ordinary Shares to which they are entitled pursuant to any option or other right, 9.71 per cent. (9.71%) of the Company's Issued Ordinary Share Capital will remain subject to options and other rights to acquire Ordinary Shares in the Company.

The Company has no other share schemes or similar arrangements currently in operation under which rights to acquire Ordinary Shares in the Company are outstanding.

## **Actions to be taken**

### ***General Meeting***

Whether or not you intend to attend the General Meeting, you are urged to complete, sign and return the Form of Proxy in accordance with the instructions printed thereon and the notes to the Notice of General Meeting. To be valid, a proxy appointment must be received by post by the Company's Registrar, Equiniti Limited, Highdown House, Yeoman Way, Worthing, West Sussex, BN99 6DA, as soon as possible and, in any event, not later than 11.30 a.m. on 21 July 2026 (or, in the case of an adjournment of the General Meeting, not later than 48 hours (excluding non-Business Days) before the time fixed for the holding of the adjourned meeting).

If you hold Ordinary Shares in CREST, you may appoint a proxy or proxies by completing and transmitting a CREST Proxy Instruction (in accordance with the procedures set out in the CREST Manual which can be viewed at [www.euroclear.com](http://www.euroclear.com)) to the Registrar, under CREST participant ID number RA19, so as to be received by 11.30 a.m. on 21 July 2026 (or, in the case of an adjournment, not later than 48 hours (excluding non-Business Days) before the time fixed for the holding of the adjourned meeting).

Alternatively, you may appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be received no later than 11.30 a.m. on 21 July 2026 (or, in the case of an adjournment, not later than 48 hours (excluding non-Business Days) before the time fixed for the holding of the adjourned meeting). Before you can appoint a proxy via this process, you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Completion and return of a Form of Proxy by post, the giving of a CREST Proxy Instruction or appointing a proxy electronically via the Proxymity platform, will not preclude Shareholders from attending and voting in person at the General Meeting, or any adjournment thereof, (in each case, in substitution for their proxy vote) if they wish to do so and are so entitled.

### ***Participation in the Tender Offer***

If you are a Qualifying Shareholder and hold your Ordinary Shares in Certificated form and you wish to tender all or any of your Ordinary Shares, you should complete the Tender Form in accordance with the instructions printed on it and in the Circular and return it by post in the accompanying reply-paid envelope (for use in the UK only) to the Receiving Agent, Equiniti Limited, Highdown House, Yeoman Way, Worthing, West Sussex, BN99 6DA, together with your share certificate(s) in respect of the Ordinary Shares tendered.

If you are a Qualifying Shareholder and hold your Ordinary Shares in Uncertificated Form and you wish to tender all or any of your Ordinary Shares, you should arrange for the Ordinary Shares tendered to be transferred into escrow by not later than 1.00 p.m. on 1 September 2026 as described in the Circular or send the TTE Instruction through CREST so as to settle by no later than 1.00 p.m. on 1 September 2026.

If you have any questions about the procedure for tendering Ordinary Shares or making a TTE Instruction, you require copies of the Circular, the Form of Proxy and/ or of the Tender Form, or you want help filling in the Form of Proxy and/ or Tender Form, please telephone Equiniti Limited on +44 (0)371 384 2050. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 08.30 – 17.30 Monday to Friday excluding public holidays in England and Wales. Calls may be recorded and randomly monitored for security and training purposes. Calls regarding the procedure for tendering Ordinary Shares or making a TTE Instruction, or requesting extra copies of the Circular or the Tender Form or seeking help filling in the Tender Form originating from the United States will not be accepted. Please note that for legal reasons the Helpline will only be able to provide information contained in the Circular and the accompanying Form of Proxy and Tender Form and will be unable to give advice on the merits of the Tender Offer or to provide financial, investment or taxation advice.

**If you do not wish to sell any of your Ordinary Shares in the Tender Offer, do not complete and return the Tender Form or submit a TTE Instruction (as applicable).**

#### **Board intentions**

Each of the Directors has confirmed that neither they nor their closely associated persons are intending to tender any of their current individual beneficial holding of Ordinary Shares through the Tender Offer.

#### **Recommendation by the Board**

**The Directors consider that the Reduction of Capital, the Tender Offer and the Buyback Programme are in the best interests of the Shareholders as a whole. Accordingly, the Board unanimously recommends that you vote in favour of the Resolutions, as the Directors intend to do for their respective individual beneficial holdings of, in aggregate, 1,330,692 Ordinary Shares, representing approximately 0.468 per cent. (0.468%) of the Issued Ordinary Share Capital of the Company as at the Latest Practicable Date.**

The Board makes no recommendation to Qualifying Shareholders in relation to participation in the Tender Offer itself. Whether or not Qualifying Shareholders decide to tender all, or any, of their Ordinary Shares will depend on, among other things, their view of the Company's prospects and their own individual circumstances, including their own financial and tax position. Shareholders are required to take their own decision and are recommended to consult with their duly authorised independent financial or professional adviser.

If you are in any doubt as to the action you should take, you are recommended to seek your own independent advice. You are advised to read all of the information contained in the Circular before deciding on the course of action you will take in respect of the General Meeting and the Tender Offer.

Should the Reduction of Capital Resolution or the Tender Offer Resolution not be approved by the requisite majority of the Shareholders at the General Meeting, the Tender Offer will not occur.

The results of the General Meeting will be announced through a Regulatory Information Service and the Company's website as soon as possible once known. It is expected that this will be announced on 23 July 2026.

#### **IMPORTANT NOTICE**

This announcement does not constitute or form part of an offer or invitation, or a solicitation of any offer or invitation, to purchase any Ordinary Shares or other securities.

The full terms and conditions of the Tender Offer will be set out in the Circular, which Shareholders are advised to read in full. Any response to the Tender Offer should be made only on the basis of the information in the Circular.

Investec Bank plc, which is authorised in the United Kingdom by the Prudential Regulation Authority and regulated in the United Kingdom by the Prudential Regulation Authority and the FCA, is acting exclusively for the Company as financial adviser and broker and no one else in connection with the Tender Offer and none of

Investec, nor any of its affiliates, branches or subsidiaries will be responsible to anyone other than the Company for providing the protections afforded to clients of Investec, nor for providing advice in relation to any matter in this announcement or the Circular. Neither Investec nor any of its subsidiaries, branches or affiliates or any of its and their respective directors, officers, employees, representatives or agents owes or accepts any duty, liability or shall be held responsible in any way whatsoever for any direct, indirect or consequential losses (whether in contract, in tort, under statute or otherwise) arising in connection with, or from the use of, this announcement, the Circular or the contents of the Circular or reliance on the information contained herein, except to the extent this would be prohibited by law or regulation.

Apart from the responsibilities and liabilities, if any, which may be imposed on Investec under FSMA or the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, neither Investec nor any persons associated or affiliated with Investec nor any of Investec's branches or subsidiaries and its and their directors, officers, employees or advisers accepts any responsibility whatsoever for, or makes any representation or warranty, express or implied, as to the contents of this announcement, including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on behalf of it, the Company, the Directors or any other person, in connection with the Company or the Tender Offer, and nothing in this announcement should be relied upon as a promise or representation in this respect, whether or not to the past or future. Investec, any persons associated or affiliated with Investec and any of Investec's branches and subsidiaries, and its and their directors, officers, employees and advisers accordingly disclaims to the fullest extent permitted by law all and any responsibility or liability whatsoever, whether arising in tort, contract or otherwise (save as referred to above), which it might otherwise have in respect of this announcement or the Circular or any such statement.

### **Forward-looking statements**

This announcement includes statements that are, or may be deemed to be, forward-looking statements, beliefs or opinions. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will", or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this announcement and include statements regarding the Directors' current intentions, beliefs or expectations concerning, among other things, the Group's results of operations and financial condition and the Group's liquidity, prospects, growth, strategies and markets. These statements are made by the Directors in good faith based on the information available to them at the date of the Circular and reflect the Directors' beliefs and expectations.

By their nature, forward-looking statements involve risks, uncertainties and assumptions. They relate to events and/or depend on circumstances in the future which could cause actual results and outcomes to differ materially from those currently anticipated. The Company undertakes no obligation, or no duty is assumed (except as may be required by the UK Listing Rules, the Disclosure Guidance and Transparency Rules, the rules of the London Stock Exchange and by laws) to update any forward-looking statements, whether as a result of new information, future events or otherwise after the date of this announcement.

No person has been authorised to give any information or make any representations other than those contained in this announcement and, if given or made, such information or representations must not be relied on as having been so authorised. The delivery of this announcement shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this announcement or that the information in it is correct as of any subsequent time.

### **Overseas Shareholders**

The distribution of this announcement and/or the Circular and/or the Tender Form and/or the Form of Proxy in certain jurisdictions other than those within the United Kingdom may be restricted by law and therefore persons into whose possession these documents come should inform themselves about and observe any such restrictions. In particular, this announcement, the Circular and the accompanying documents should not be mailed or otherwise sent in, into or from the United States or any other Restricted Jurisdiction. Any failure to

comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This document has been prepared for the purposes of complying with English law and the UK Listing Rules, and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of England.

### **Expected Timetable of Principal Events**

|                                                                                                                                                                                |                               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| Announcement of the Tender Offer, publication of the Circular and Notice of General Meeting                                                                                    | 7 July 2026                   |
| Tender Offer opens                                                                                                                                                             | 8 July 2026                   |
| Latest time and date for receipt of Forms of Proxy and delivery of voting instructions                                                                                         | 11.30 a.m. on 21 July 2026    |
| General Meeting                                                                                                                                                                | 11.30 a.m. on 23 July 2026    |
| Announcement of results of the General Meeting                                                                                                                                 | 23 July 2026                  |
| Expected date for the directions hearing for the Court to consider the Reduction of Capital Application                                                                        | 10 August 2026                |
| Expected date for the Court Hearing to confirm the Reduction of Capital                                                                                                        | 25 August 2026                |
| Expected filing date of Court Order                                                                                                                                            | 26 August 2026                |
| Expected effective date of the Reduction of Capital                                                                                                                            | 28 August 2026                |
| Latest time and date for receipt of Tender Forms and share certificates for tendered Certificated Ordinary Shares in relation to the Tender Offer (i.e. close of Tender Offer) | 1.00 p.m. on 1 September 2026 |
| Latest time and date for receipt of TTE Instructions for tendered uncertificated Ordinary Shares in relation to the Tender Offer (i.e. close of Tender Offer)                  | 1.00 p.m. on 1 September 2026 |
| Tender Offer Record Date                                                                                                                                                       | 6.00 p.m. on 1 September 2026 |
| Announcement of results of the Tender Offer                                                                                                                                    | 7.00 am on 2 September 2026   |
| CREST accounts credited with unsuccessfully tendered uncertificated Shares                                                                                                     | by 3 September 2026           |
| Purchase of Ordinary Shares under the Tender Offer                                                                                                                             | 3 September 2026              |
| CREST accounts credited in respect of Tender Offer proceeds for uncertificated Shares                                                                                          | by 7 September 2026           |
| Cheques despatched in respect of Tender Offer proceeds for Certificated Ordinary shares                                                                                        | by 15 September 2026          |
| Return of share certificates in respect of unsuccessful tenders of Certificated Ordinary Shares                                                                                | by 15 September 2026          |

Despatch of balancing share certificates (in respect of Certificated Ordinary Shares) for revised holdings in the case of partially successful tenders by 15 September 2026

*All times are references to London (UK) times. Other than the date of the announcement of the Tender Offer, each of the above times and dates are indicative only and based on the Company's expectations as at the date of this announcement. If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by an announcement through a Regulatory Information Service.*

## Definitions

The following definitions apply throughout this announcement, unless stated otherwise:

|                                                                |                                                                                                                                                                                                                                                       |
|----------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Act</b>                                                     | the Companies Act 2006, as amended from time to time                                                                                                                                                                                                  |
| <b>Board or Board of Directors or Directors of the Company</b> | the directors of the Company as at the date of this announcement                                                                                                                                                                                      |
| <b>Business Day</b>                                            | any day other than a Saturday, Sunday or public holiday on which banks are open in the City of London for the transaction of general commercial business                                                                                              |
| <b>Buyback Programme</b>                                       | the £15 million share buyback programme which is expected to commence following completion of the Tender Offer                                                                                                                                        |
| <b>Certificated form or Certificated</b>                       | in relation to a share, a share, title to which is recorded in the relevant register of the share concerned as being held in certificated form (that is, not in CREST)                                                                                |
| <b>Circular</b>                                                | the Company's circular to Shareholders, to be published on 7 July 2026                                                                                                                                                                                |
| <b>Closing Date</b>                                            | 1 September 2026 or such other date as may be determined in accordance with paragraph 2.27 of Part V of the Circular in relation to the Tender Offer                                                                                                  |
| <b>Company or NCC</b>                                          | NCC Group PLC, a public limited company incorporated in England with registered number 04627044 and registered office at XYZ Building, 2 Hardman Boulevard, Spinningfields, Manchester M3 3AQ, United Kingdom, tel +44 (0) 1612095200                 |
| <b>Court</b>                                                   | the High Court of Justice in England and Wales                                                                                                                                                                                                        |
| <b>Court Hearing</b>                                           | the hearing at which it is expected that the Court will confirm the Reduction of Capital                                                                                                                                                              |
| <b>Court Order</b><br><b>CREST</b>                             | the order of the Court confirming the Reduction of Capital<br>the paperless settlement procedure operated by Euroclear enabling system securities to be evidenced otherwise than by certificates and transferred otherwise than by written instrument |
| <b>CREST Manual</b>                                            | the rules governing the operation of CREST as published by Euroclear                                                                                                                                                                                  |
| <b>CREST Member</b>                                            | a person who has been admitted by Euroclear as a system member (as defined in the CREST Regulations)                                                                                                                                                  |

|                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>CREST Participant</b>                | a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations)                                                                                                                                                                                                                                                                                                                                          |
| <b>CREST Proxy Instruction</b>          | a proxy appointment or instruction made via CREST authenticated in accordance with Euroclear's specifications and containing the information set out in the CREST manual                                                                                                                                                                                                                                                                   |
| <b>CREST Regulations</b>                | the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended from time to time                                                                                                                                                                                                                                                                                                                                            |
| <b>CREST Sponsor</b>                    | a CREST Participant admitted to CREST as a CREST sponsor, being a sponsoring system participant (as defined in the CREST Regulations)                                                                                                                                                                                                                                                                                                      |
| <b>CREST Sponsored Member</b>           | a CREST Member admitted to CREST as a sponsored member                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Equiniti Limited</b>                 | Equiniti Limited, Highdown House, Yeoman Way, Worthing, West Sussex, BN99 3HH, as Registrar and Receiving Agent                                                                                                                                                                                                                                                                                                                            |
| <b>Escode Disposal</b>                  | the disposal of the Escode business which completed 29th May 2026                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Euroclear</b>                        | Euroclear UK & International Limited, the operator of CREST                                                                                                                                                                                                                                                                                                                                                                                |
| <b>FCA<br/>Form of Proxy</b>            | the Financial Conduct Authority of the United Kingdom<br>(a) the hard copy proxy form accompanying the Circular; or (b) the electronic proxy form to appoint a proxy electronically by logging on to <a href="http://www.proxymity.io">www.proxymity.io</a> , to be used in connection with the General Meeting and to be completed and submitted in accordance with the instructions thereof and the terms and conditions of the Circular |
| <b>FSMA</b>                             | Financial Services and Markets Act 2000, as amended from time to time                                                                                                                                                                                                                                                                                                                                                                      |
| <b>General Meeting</b>                  | the general meeting of the Company to be held at the offices of Barclays Bank plc at 1 Churchill Place, London E14 5HP, at 11.30 a.m. on 23 July 2026, or any adjournment thereof, notice of which is set out in Part IX of the Circular                                                                                                                                                                                                   |
| <b>Group<br/>Guaranteed Entitlement</b> | the Company and its Subsidiaries and Subsidiary undertakings has the meaning given to that term in this announcement                                                                                                                                                                                                                                                                                                                       |
| <b>Helpline</b>                         | the helpline available to Shareholders in connection with the Tender Offer in respect of Ordinary Shares                                                                                                                                                                                                                                                                                                                                   |
| <b>Investec</b>                         | Investec Bank Plc of, 30 Gresham Street, London EC2V 7QP, United Kingdom                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Issued Ordinary Share Capital</b>    | the issued Ordinary Shares at the Tender Offer Record Date                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Latest Practicable Date</b>          | 6 July 2026, being the latest practicable date prior to the publication of the Circular                                                                                                                                                                                                                                                                                                                                                    |
| <b>London Stock Exchange</b>            | London Stock Exchange plc                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Notice of General Meeting</b>        | the notice of the General Meeting as it appears in the Circular                                                                                                                                                                                                                                                                                                                                                                            |

|                                        |                                                                                                                                                                                                                                                                                                                                                                                                          |
|----------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Official List</b>                   | the official list maintained by the FCA pursuant to Part 6 of FSMA                                                                                                                                                                                                                                                                                                                                       |
| <b>Ordinary Shares</b>                 | the ordinary shares of one pence each in the capital of the Company                                                                                                                                                                                                                                                                                                                                      |
| <b>Overseas Shareholders</b>           | a Shareholder who is a resident in, or a national or citizen of, a jurisdiction outside the United Kingdom                                                                                                                                                                                                                                                                                               |
| <b>Participant ID</b>                  | the identification code or membership number used in CREST to identify a particular CREST Member or other CREST Participant                                                                                                                                                                                                                                                                              |
| <b>Qualifying Shareholder</b>          | Shareholders who are entitled to participate in the Tender Offer, being those who are on the Register on the Tender Offer Record Date and excluding those with registered addresses in a Restricted Jurisdiction                                                                                                                                                                                         |
| <b>Reduction of Capital</b>            | the proposed cancellation of amounts standing to the credit of the Company's share premium account pursuant to section 641 of the Act, subject to confirmation by the Court, as described in the Circular                                                                                                                                                                                                |
| <b>Reduction of Capital Resolution</b> | the special resolution to approve the Reduction of Capital to be proposed at the General Meeting, as set out in the Notice of General Meeting                                                                                                                                                                                                                                                            |
| <b>Register</b>                        | the Company's register of members                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Registrar of Companies</b>          | the Registrar of Companies in England and Wales                                                                                                                                                                                                                                                                                                                                                          |
| <b>Registrar or Receiving Agent</b>    | Equiniti Limited, Highdown House, Yeoman Way, Worthing, West Sussex, BN99 3HH                                                                                                                                                                                                                                                                                                                            |
| <b>Regulatory Information Service</b>  | a service approved by the FCA for the distribution to the public of regulatory announcements and included within the list maintained on the FCA's website                                                                                                                                                                                                                                                |
| <b>Repurchase Agreement</b>            | the Repurchase Agreement dated 7 July 2026, between Investec and the Company, the terms of which are summarised in the Circular                                                                                                                                                                                                                                                                          |
| <b>Resolutions</b>                     | the special resolutions to be proposed at the General Meeting, as set out in the Notice of General Meeting                                                                                                                                                                                                                                                                                               |
| <b>Restricted Jurisdiction</b>         | each and any of the United States of America, Australia, Canada, Japan, New Zealand, Singapore, the Republic of South Africa and any other jurisdiction where the mailing of the Circular or the accompanying documents, or the extension of the Tender Offer, in the manner contemplated by the Circular into or inside such jurisdiction would constitute a violation of the laws of such jurisdiction |
| <b>Shareholders</b>                    | the holders of the Ordinary Shares from time to time                                                                                                                                                                                                                                                                                                                                                     |
| <b>Subsidiary</b>                      | a subsidiary as that term is defined in section 1159 of the Act                                                                                                                                                                                                                                                                                                                                          |
| <b>Tender Conditions</b>               | shall have the meaning given in the Circular                                                                                                                                                                                                                                                                                                                                                             |
| <b>Tender Form</b>                     | the form enclosed with the Circular for use by Shareholders who hold Ordinary Shares in Certificated form in connection with the Tender Offer                                                                                                                                                                                                                                                            |

|                                 |                                                                                                                                                                                                                                                                                                               |
|---------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Tender Offer</b>             | the invitation to Shareholders to tender Ordinary Shares on the terms and conditions set out in the Circular and also, in the case of Certificated Ordinary Shares only, the Tender Form (and, where the context so requires, the associated repurchase of such Ordinary Shares by the Company from Investec) |
| <b>Tender Offer Record Date</b> | close of business (6.00 p.m. UK time) on 1 September 2026 or such other time and date as may be determined by the Company in its sole discretion in the event that the Closing Date is altered in accordance with the Circular                                                                                |
| <b>Tender Offer Resolution</b>  | the special resolution to approve the Tender Offer to be proposed at the General Meeting, as set out in the Notice of General Meeting                                                                                                                                                                         |
| <b>Tender Price</b>             | 145 pence being the price per Ordinary Share at which Ordinary Shares will be purchased pursuant to the Tender Offer                                                                                                                                                                                          |
| <b>TTE Instruction</b>          | a transfer to escrow instruction (as defined by the CREST Manual)                                                                                                                                                                                                                                             |
| <b>UK Listing Rules</b>         | the UK Listing Rules sourcebook of the FCA                                                                                                                                                                                                                                                                    |
| <b>Uncertificated Form</b>      | recorded on the Register as being held in uncertificated form in CREST and title to which, by virtue of the Uncertified Securities Regulations, may be transferred by means of CREST                                                                                                                          |
| <b>United Kingdom or UK</b>     | United Kingdom of Great Britain and Northern Ireland, its territories and dependencies                                                                                                                                                                                                                        |
| <b>United States, US or USA</b> | United States of America, its territories, its possessions, any state of the United States and the District of Columbia                                                                                                                                                                                       |
| <b>£</b>                        | Pound sterling the lawful currency of the United Kingdom                                                                                                                                                                                                                                                      |