

The information contained within this announcement is deemed by the Company to constitute inside information as stipulated by the Market Abuse Regulation (EU) No.596/2014, as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018 ("MAR"). Upon the publication of this announcement, this inside information is now considered to be in the public domain.

Friday 29 May 2026

NCC Group plc

Completion of the sale of Escode, and proposed return of £185m to shareholders

Further to the announcement on 21 January 2026, NCC Group plc (LSE: 'NCC' or 'the Company') is pleased to announce:

- That it has completed the sale of NCC's Escode business to TDR Capital LLP ('TDR') for total enterprise value of £275.0m, and an aggregate gross consideration of £309.1m. Estimated net proceeds of the transaction after transaction costs were approximately £253m;
- That the Company intends to return £185m to shareholders. The Board's decision on the method of return will be made upon finalisation of the Cyber review.

Completion of the sale of Escode

On 21 January 2026, the Company announced that it had reached agreement for the sale of its Escode business to TDR. The sale has now completed for a total enterprise value of £275.0m.

Following completion, NCC will provide certain services to Escode pursuant to a Transitional Services Agreement for a 12-month period, with the option of a six-month extension for IT services. The Transitional Services Agreement includes finance, HR, IT support and governance matters. The level of income NCC will receive for the 12-month period is £4.9m.

For the purposes of UK Listing Rule 7.3.3, NCC confirms that there has been no material change affecting any matter contained in the Company's announcement on 21 January 2026.

Return of capital

The Board has consulted with shareholders representing approximately 70% of the Company's issued share capital on a potential return of excess capital.

The Board has determined that £185m is the appropriate level of capital return, balancing shareholder distributions with the need to reimburse costs already incurred, maintain a resilient, debt-free balance sheet for the standalone Cyber business, and right-size the cost base, with phased cost rationalisation and associated cash costs following the Escode disposal and transitional arrangements.

No proceeds are being retained specifically for M&A. While this may change with time, the Board has no current plans to embark on any M&A activity and the focus is on organic growth and profit improvement of the retained Cyber business.

The method for the proposed return of capital remains subject to the Board's decision, which will be made upon finalisation of the Cyber review, and will be made in accordance with applicable laws and regulations.

Unaudited results for the six months ended 31 March 2026 will be announced on 11 June 2026.

The person responsible for the release of this announcement is Guy Ellis, Chief Financial Officer of NCC Group plc.

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About NCC

NCC Group is a people-powered, tech-enabled global cyber security and resilience business. Driven by a collective purpose to create a more secure digital future, c. 1,800 colleagues across Europe, North America, and Asia Pacific harness their collective insight, intelligence, and innovation to deliver cyber resilience solutions for both public and private sector clients globally. With decades of experience and a rich heritage, NCC Group is committed to developing sustainable solutions that continue to meet client's current and future cyber security challenges.