

**General Meeting**  
23 July 2026

**Shareholder Reference Number**

**Form of Proxy**

**Notice of Availability – important, please read carefully:** You can now access the Circular and Notice of General Meeting at:  
<https://www.nccgroup.com/ncc-tender-offer>

I/We, being a member/members of NCC Group plc, hereby appoint the Chair of the meeting or

to act as my/our proxy on my/our behalf. Indicate number of shares if not full voting entitlement (see Note 1).

At NCC Group plc's General Meeting to be held at 11.30 a.m. on 23 July 2026 at the offices of Barclays Bank plc at 1 Churchill Place, London E14 5HP and at any adjournment thereof, and to vote as indicated below.

Please tick here if this proxy appointment is one of multiple appointments being made:

For the appointment of more than one proxy, please refer to Note 1.

If you will not be attending the General Meeting, please complete, detach and return this Form of Proxy to the Company's Registrars, Equiniti Limited, Highdown House, Yeoman Way, Worthing, West Sussex, BN99 6DA by 11.30 a.m. on 21 July 2026.

Please indicate with an 'X' in the space below how you wish your votes to be cast.

Resolutions	For	Against	Discretionary	Vote withheld
1 To cancel the amount of £225,026,690.24 standing to the credit of the Share Premium Account of the Company.				
2 To authorise the Directors to make market purchases in connection with the Tender Offer.				
3 To authorise the Directors to make market purchases in connection with the new Buyback Programme.				

Signature(s) \_\_\_\_\_ 2026

## Notes on how to fill in this Form of Proxy

**We strongly encourage all shareholders to complete and return a form of proxy to ensure their votes are counted in the poll vote that will be conducted on all resolutions at the General Meeting.**

1. You can appoint the Chair of the meeting or anyone else to be your proxy at the General Meeting. You can also, if you wish, appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.  
  
To appoint more than one proxy, you should photocopy the Proxy Form (or additional Proxy Forms may be obtained by contacting the Company's Registrar). Please indicate in the box next to the proxy holder's name the number of shares in relation to which you authorise them to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Proxy Form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). Please also indicate by marking the box on the Proxy Form if the proxy instruction is one of multiple instructions being given. All Proxy Forms must be signed and should be returned together in the same envelope to the Company's Registrar, Equiniti limited, at RUJC-JSBU-LXXX, Highdown House, Yeoman Way, Worthing, West Sussex, BN99 4BQ.  
  
To appoint the Chair as your sole proxy in respect of all your shares, fill in any voting instructions and sign and date the Proxy Form, but leave all other proxy appointment details blank.
2. To appoint a single proxy in respect of all your shares other than the Chair, cross out only the words "the Chair of the meeting or" and write in the name of the person you want to be your proxy. A proxy need not be a member of the Company but must attend the meeting to represent you. Then complete the rest of the Proxy Form. Where you appoint a proxy other than the Chair, you are responsible for ensuring they are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chair and give them the relevant instructions directly. Please mark the appropriate box above "For," "Against," "Discretionary" or "Vote withheld" for each resolution in black ink with a tick or mark. The "Vote withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "Vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution. Your proxy will have discretion on any resolution where you have marked the "Discretionary" box or you have not given a specific instruction on how to vote or on any other business which may properly come before the meeting.
3. To be valid, your completed Proxy Form must be received by no later than 11.30 a.m. on Tuesday 21 July 2026.
4. The full text of the resolutions is set out in the notice calling the meeting.
5. Completion and return of the Proxy Form will not preclude you from attending and voting in person at the meeting should you subsequently decide to do so. In this case your proxy appointment will be terminated subject to receipt by the Company, at least 48 hours prior to the commencement of the General Meeting, of a notice in writing from you confirming that such proxy appointment has been revoked.
6. If the Proxy Form is signed by someone else on your behalf, evidence of their authority to sign the Proxy Form must be sent with the Proxy Form.
7. In the case of joint holders, any one holder may sign this form. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
8. In the case of member which is a corporation, the Proxy Form must be executed under its common seal or signed as a deed or be appropriately signed by a duly authorised official or officials whose capacity should be stated. The appropriate power of attorney or other authority must be sent with the Proxy Form.
9. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), shareholders must be entered on the Company's share register at 6.30 p.m. on 21 July 2026 in order to be entitled to attend and vote at the General Meeting or, if the General Meeting is adjourned, at 6.30 p.m. on the date that is two days before the day of the adjourned General Meeting (as the case may be). Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
10. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual which can be viewed at [www.euroclear.com](http://www.euroclear.com). To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Equiniti (ID RA19) by 11.30 a.m. on 21 July 2026. See the notes to the notice of meeting for further information on proxy appointment through CREST. If you are an institutional investor you may be able to 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 lodged by 11.30 a.m. on 21 July 2026 in order to be considered valid. 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.
11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
12. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.
13. Any alteration made in this form should be initialed.