

FORM 8 (OPD)

PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER
Rules 8.1 and 8.2 of the Takeover Code (the "Code")

1. KEY INFORMATION

(a) Full name of discloser:	NCC Group plc
(b) Owner or controller of interests and short positions disclosed, if different from 1(a): <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	N/A
(c) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each offeror/offeree</i>	NCC Group plc
(d) Is the discloser the offeror or the offeree?	OFFEREE
(e) Date position held: <i>The latest practicable date prior to the disclosure</i>	29 July 2025
(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer? <i>If it is a cash offer or possible cash offer, state "N/A"</i>	N/A

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2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates

Class of relevant security:				
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	Nil	Nil	Nil	Nil
(2) Cash-settled derivatives:	Nil	Nil	Nil	Nil
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	Nil	Nil	Nil	Nil
TOTAL:	Nil	Nil	Nil	Nil

All interests and all short positions should be disclosed.

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

(b) Rights to subscribe for new securities

Class of relevant security in relation to	None
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which subscription right exists:	
Details, including nature of the rights concerned and relevant percentages:	N/A

3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE

Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:

(a) Interests held by the directors of NCC Group plc, their close relatives, controlled companies and related trusts.

Name	Director and director's concert parties' current rights in or rights to subscribe for NCC shares	% of ordinary share capital
Chris Stone	756,195	0.2401
Mike Maddison	169,778	0.0539
Julie Chakraverty	63,914	0.0203
Mike Ettling	50,000	0.0159
Lynn Fordham	50,000	0.0159
Jennifer Duvalier	19,115	0.0061
Guy Ellis	1,472	0.00047

(b) Interests held as options or awards under the share plans of NCC Group plc and its subsidiaries by the directors of NCC Group plc and their close relatives and related trusts.

Name	Number of ordinary shares under option/award	Type of award/share plan	Grant date	Exercise price	Vesting date	Lapse date
Mike Maddison	1,140,954	Nil-cost options subject to performance	11 June 2024	Nil	1 October 2027	30 June 2034
Mike Maddison	822,368	Nil-cost options subject to performance	30 October 2023	Nil	1 October 2026	29 October 2033
Mike Maddison	436,408	Nil-cost options subject to performance	26 October 2022	Nil	1 October 2025	25 October 2032
Mike Maddison	59,493	Deferred bonus nil cost options	11 December 2024	Nil	11 December 2026	10 December 2034
Mike Maddison	117,983	Deferred bonus nil cost options	30 August 2024	Nil	30 August 2026	29 August 2034
Mike Maddison	12,207	Deferred bonus nil cost options	4 October 2023	Nil	4 October 2025	3 October 2033
Mike Maddison	18,699	Sharesave (SAYE)	9 April 2024	£0.992	1 June 2027	30 November 2027
Guy Ellis	563,685	Nil-cost options subject to performance	11 June 2024	Nil	1 October 2027	30 June 2034
Guy Ellis	281,954	Nil-cost options subject to performance	30 October 2023	Nil	1 October 2026	29 October 2033
Guy Ellis	33,066	Deferred bonus nil cost options	11 December 2024	Nil	11 December 2026	10 December 2034
Guy Ellis	56,451	Deferred bonus nil cost options	30 August 2024	Nil	30 August 2026	29 August 2034
Guy Ellis	9,450	Restricted	26	Nil	1 October 2027	31

		Share Plan nil-cost options	October 2022		2025	October 2032
Guy Ellis	9,668	Sharesave (SAYE)	21 July 2025	£1.1387	1 September 2028	28 February 2029

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it: <i>Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"</i>
None

(b) Agreements, arrangements or understandings relating to options or derivatives

Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to: (i) the voting rights of any relevant securities under any option; or (ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced: <i>If there are no such agreements, arrangements or understandings, state "none"</i>
None

(c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)	NO
Supplemental Form 8 (SBL)	NO

<i>Date of disclosure:</i>	29 July 2025
<i>Contact name:</i>	Elizabeth Duncan-Lee
<i>Telephone number:</i>	07500553454

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.

The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at www.thetakeoverpanel.org.uk.

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