Attendance card

Management Consulting Group PLC – General Meeting

Notes:

1. To appoint as a proxy a person other than the Chairman of the meeting insert the full name in the space provided below and return the lower half of this form to the address shown overleaf. A proxy need not be a member of the Company.
2. Unless otherwise indicated the proxy will vote as he/she thinks fit or, at his/her discretion, abstain from voting.
3. The Form of proxy below must arrive not later than 48 hours before the time set for the meeting at Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF. You may also deliver the form by hand to Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
4. A corporation must execute the Form of proxy under either its common seal or the hand of a duly authorised officer or attorney.
5. The Form of proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
6. The "Withheld" option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes "For" and "Against" a resolution.
7. Shares held in uncertified form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
8. As an alternative to completing this form, you can appoint a proxy electronically at www.capitashareportal.com. For an electronic proxy appointment to be valid, your appointment must be received by no later than 10.00 am on 15 December 2015.
9. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

Barcode:

Signature of person attending

Investor Code:

To be held at the offices of Baker & McKenzie LLP, 100 New Bridge Street, London, EC4V 6JA at 10.00 am on 17 December 2015.

If you wish to attend this meeting in your capacity as a holder of ordinary shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Form of Proxy

Management Consulting Group PLC – General Meeting

Barcode:

Investor Code:

Event Code: **H291G56053**

I/We being a member of the Company hereby appoint the Chairman of the meeting or (see note 1)

Number of Shares

as my/our proxy to vote on my/our behalf at the General Meeting of the Company to be held at 10.00 am on 17 December 2015 and at any adjournment thereof. I have indicated with an **x** how I/we wish my/our votes to be cast on the following resolutions:

Resolutions

Please mark **x** to indicate how you wish to vote

Resolution	For	Against	Withheld
1. To approve the disposal of the Target Business, as described in the circular to shareholders dated 30 November 2015 (the **"Circular"**).	X	X	X
2. To approve certain amendments to the Restricted Share Plans, as described in the Circular.	X	X	X
3. To authorise the payment of the Transaction Incentive Bonuses, as described in the Circular.	X	X	X

To assist with arrangements, if you intend to attend the meeting in person, please place an **x** in the box opposite. ☐

Signature

Date

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC

1

PXS 1
34 Beckenham Road
BECKENHAM
BR3 4ZF