

## **Management Consulting Group PLC**

**Company number: 1000608**

At a general meeting of Management Consulting Group PLC duly convened and held on 21 October 2016 at 11.00 a.m. at Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA, the following resolutions were passed as ordinary resolutions, save for resolution 2 which was passed as a special resolution:

### **RESOLUTION 1:**

**THAT** the proposed disposal (the "Disposal") of the Target Business described in the Circular to the Shareholders of the Company dated 4 October 2016 (the "Circular") be and is hereby approved and the Directors of the Company are hereby authorised to do such things as they may in their absolute discretion consider necessary or desirable in order to implement and complete the Disposal in accordance with the terms set out in the Disposal Agreement (as defined in the Circular), subject to such immaterial amendments thereto as the Directors of the Company (or any duly authorised committee thereof) may in their absolute discretion see fit.

### **RESOLUTION 2:**

**THAT**, subject to and condition upon Resolution 1 set out in this notice of General Meeting being passed and the Disposal having completed:

- 2.1 the Share Premium Account of the Company be reduced by £75 million (or such lower amount as determined by Board (or a duly appointed committee thereof)) and the amount by which the Share Premium Account is so reduced be repaid to holders of Shares, as shown in the register of members of the Company at a record date and time to be determined by the Board (or a duly appointed committee thereof) pro rata to their holding of Shares; and
- 2.2 the Deferred Shares of the Company be cancelled and extinguished and the amount by which the share capital of the Company is so reduced be credited to a reserve.

### **RESOLUTION 3:**

**THAT** subject to and conditional on Resolution 1 set out in this notice of General Meeting being passed, the grant of a bonus to each of Nicholas Stagg (the Chief Executive) and Christopher Povey (the Finance Director) as described in the Circular, be and is hereby approved (including for the purposes of section 226B(1)(b) of the Companies Act 2006) and the Directors of the Company (or duly authorised committee of the Directors) are hereby authorised to do all acts and things as they consider necessary or desirable to grant such bonuses and make payments pursuant to the bonuses.

### **RESOLUTION 4:**

**THAT**, subject to and conditional on Resolution 1 set out in this notice of General Meeting being passed, the amendments to the rules of the Company's Restricted Share Plan and Restricted Share Plan 2, including their schedules, (together, the "Restricted Share Plans") to allow for awards granted under the Restricted Share Plans to be satisfied by the transfer of up to 2,427,620 Ordinary Shares held in treasury, described in the Circular and produced in draft to the General Meeting, be and are hereby approved and the Directors of the Company (or duly authorised committee of the Directors) are hereby authorised to adopt the amendments to the rules of Restricted Share Plans and to do all acts and things as they consider necessary or desirable to implement the amendments.



Charles Ansley  
Company Secretary