

Management Consulting Group PLC (“the Company”)

Company number: 1000608

At the Annual General Meeting of the Company duly convened and held on 30 May 2017 at 10.00 a.m. at Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA, the following resolutions were passed as ordinary resolutions, save for resolutions 12 and 14 which were passed as special resolutions:

Resolution 11

11. That, in substitution for all existing authorities, the directors be and are generally and unconditionally authorised for the purpose of Section 551 Companies Act 2006 (“CA 2006”) to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company (“Rights”):

- (a) up to an aggregate nominal amount of £1,703,780; and
- (b) in addition to the amount referred to in paragraph (a) above, up to an aggregate nominal amount of £1,703,780, in relation to an allotment of equity securities (within the meaning of Section 560(1) CA 2006) in connection with a Rights Issue,

for a period expiring at the Company’s next Annual General Meeting save that the Company may before the expiry of this authority make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired. For the purpose of this resolution 11, a “Rights Issue” means an offer to:

- (i) holders of ordinary shares made in proportion (as nearly as practicable) to their respective existing holdings of ordinary shares; and
- (ii) holders of other equity securities of any class if this is required by the rights attaching to those securities or, if the directors consider it necessary, as permitted by the rights attaching to those securities,

to subscribe for further equity securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject to the directors having a right to make such exclusions or other arrangements as they consider necessary or expedient to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems arising in, or under the laws of, any territory or any other matter.

Resolution 12

12. That, subject to the passing of resolution 11 set out in the Notice of Annual General Meeting of which this resolution forms part:

- (a) directors be and are empowered pursuant to Section 570 CA 2006 to allot equity securities (within the meaning of Section 560(1) CA 2006) for cash pursuant to the authority conferred by paragraph (a) of resolution 11 set out in the Notice of Annual General Meeting of which this resolution forms part as if Section 561 CA 2006 did not apply to the allotment, provided that the power conferred by this paragraph of this resolution is limited to:
 - (i) an allotment of equity securities in connection with a Pre-emptive Offer. For the purpose of this resolution 12, a “Pre-emptive Offer” means an offer of securities, open for acceptance for a period fixed by the directors, to (i) holders of ordinary shares made in proportion (as nearly as practicable) to their respective existing holdings of ordinary shares and (ii) holders of other equity securities of any class if this is required by the rights attaching to these securities or, if the directors consider it necessary, as permitted by the rights attaching to those securities but subject to the directors having a right to make such exclusions or other arrangements as they consider necessary or expedient to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems arising in, or under the laws of, any territory or any other matter; and

- (ii) the allotment (otherwise than pursuant to (i) above) of equity securities for cash having, in the case of ordinary shares, a nominal amount or, in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having a nominal amount not exceeding in aggregate £255,560;
- (b) the directors be and are empowered pursuant to Section 570 CA 2006 to allot equity securities (within the meaning of Section 560(1) CA 2006) for cash pursuant to the authority conferred by paragraph (b) of resolution 11 set out in the Notice of Annual General Meeting of which this resolution forms part as if Section 561 CA 2006 did not apply to the allotment, provided that the power conferred by this paragraph of this resolution is limited to an allotment of equity securities in connection with a Rights Issue (as defined in resolution 11 set out in the Notice of Annual General Meeting of which this resolution forms part);
- (c) the powers conferred by this resolution 12 shall also apply to a sale of treasury shares, which is an allotment of equity securities by virtue of Section 560(3) CA 2006, but with the omission of the words “pursuant to the authority conferred by paragraph (a) of resolution 11 set out in the Notice of Annual General Meeting of which this resolution forms part”; and
- (d) the powers conferred by this resolution 12 will expire at the Company’s next Annual General Meeting save that the Company may before the expiry of such powers make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the powers conferred by this resolution had not expired.

Resolution 13

13. That the Company be and is generally and unconditionally authorised to make one or more market purchases (within the meaning of Section 693(4) CA 2006) of ordinary shares in the capital of the Company provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 51,113,000 (representing less than 10% of the issued ordinary share capital of the Company, excluding treasury shares, as at 31 March 2017);
- (b) the minimum price (exclusive of all stamp duty and expenses) which may be paid for an ordinary share is 1p;
- (c) the maximum price (exclusive of all stamp duty and expenses) which may be paid for an ordinary share is an amount equal to the higher of:
 - (i) 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System;
- (d) the authority conferred by this resolution shall, unless varied, revoked or renewed prior to such time, expire at the conclusion of the next Annual General Meeting of the Company save that the Company may before the expiry of this authority make a contract to purchase ordinary shares which will or might be executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of such contract as if the authority conferred by this resolution had not expired; and
- (e) all ordinary shares purchased pursuant to the said authority shall either:
 - (i) be cancelled immediately upon completion of purchase; or
 - (ii) be held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Companies Act 2006.

Resolution 14

14. That the Company may call general meetings other than Annual General Meetings on not less than 14 clear days' notice during the period from the date of the passing of this resolution 14 until the conclusion of the next Annual General Meeting of the Company.

Charles Ansley
Company Secretary

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