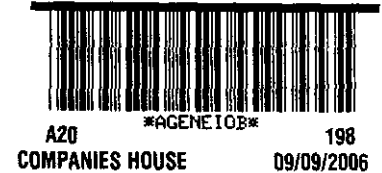


THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

1000608

**MEMORANDUM OF ASSOCIATION
OF
MANAGEMENT CONSULTING GROUP PLC**

1. The name of the Company is Management Consulting Group PLC.¹
2. The Company is to be a public company.
3. The registered office of the Company will be situate in England.
4. The objects for which the Company is established are:-
 - (A) (1) To investigate and advise on all manner of economic, financial, commercial, and industrial questions and on problems relating to the administration and organisation of industry and business and the training of personnel for industry and business and to advise on the means and methods for extending, developing and improving all types of businesses or industries in all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services.

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- (1) By a Special Resolution of the Company passed on 3rd December 1981, the name of the Company was changed from City and Foreign Investment Company Limited to City and Foreign Investment plc.
 - (2) By a Special Resolution of the Company passed on 9th February 1987, the name of the Company was changed from City and Foreign Investment plc to City and Foreign Holdings plc.
 - (3) By a Special Resolution of the Company passed on 7th December 1987, the name of the Company was changed from City and Foreign Holdings plc to Alexander Proudfoot PLC.
 - (4) By a Special Resolution of the Company passed on 4th June 1993, the name of the Company was changed from Alexander Proudfoot PLC to Proudfoot PLC.
 - (5) By a Special Resolution of the Company passed on 1 July 1999, the name of the Company was changed from Proudfoot PLC to Proudfoot Consulting Plc.
 - (6) By a Special Resolution of the Company passed on 29 December 2000, the name of the Company was changed from Proudfoot Consulting Plc to Management Consulting Group PLC.

- (2) To undertake the provision of secretarial, clerical, technical, directorial, managerial and other assistance and of offices and other accommodation for companies and others, and to undertake the direction and management of or any other work in relation to the affairs or businesses of any companies or others and to do all such things as aforesaid either solely or jointly with others and either gratuitously or otherwise.
- (3) To acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities and participations of any kind issued or guaranteed by or in any company or organisation whether incorporated or not and wherever situated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.
- (4) To carry on all or any of the businesses of language schools, translators, interpreters, providers of instructional training and conference facilities, consultants and advisers in all matters relating thereto, and the provision of services of all kinds in the management, administration, development and conduct of businesses, commerce and industry, whether associated with any of the foregoing or otherwise.
- (5) To acquire any such shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and other securities by original subscription, syndicate participation, tender, purchase, exchange or otherwise and to guarantee the subscription thereof.

(B) To carry on any other trade or business whatsoever which can in the opinion

of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

- (C) To purchase, take on lease or by other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and any buildings, workrooms, shops, warehouses, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock or things and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.
- (D) To purchase or by other means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any copyrights, patents, patent rights, trade marks, designs, rights of production, rights of publication or other rights, brevets d'invention and licences which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (E) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- (F) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on and

as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits or for co-operation or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures of securities so received.

- (G) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of the property or business of this Company and to pay all the expenses of or incidental to such promotion.
- (H) To manufacture, sell, treat and deal in all kinds of commodities, substances, materials, articles and things necessary or useful for carrying on any of the businesses of the Company or in or for any of the operations of the Company.
- (I) To sell or otherwise dispose of the whole or any part of the undertaking of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- (J) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (K) To lend money to persons or companies on such terms as may seem expedient and in particular to customers and others having dealings with the

Company and to act as surety for and guarantee the performance of contracts by any persons or companies.

- (L) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the repayment of any money borrowed or raised by mortgage, charge or lien upon the undertaking and the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any obligation or liability it may undertake.
- (M) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (N) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (O) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through, or by means of agents, brokers, sub-contractors or others.

- (Q) To remunerate any person, firm or company rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (R) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting shares, debentures or debenture stock.
- (S) To enter into any arrangement with any government or authority supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.
- (T) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences, calculated to benefit existing or former employees, Officers or Directors of the Company or the dependants or connections of such persons and to grant pensions and allowances and to make payments towards insurance and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (U) To distribute among the Members of the Company in kind any of the property of the Company and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (V) To carry out all or any of the foregoing objects as Principals or Agents or in partnership, co-operation or conjunction with any other person, firm, association or company and in any part of the world, and to procure the Company to be registered or recognised in any country or place.
- (W) To do all such other things as may be incidental or conducive to the

attainment of the above objects or any of them.

It is hereby expressly declared that each of the preceding sub-clauses shall be construed independently of and shall be in no way limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent of the Company.

5. The liability of the Members is limited.
6. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.²

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- (1) By an Ordinary Resolution passed 17th February, 1972, the 100 Shares of £1 each in the capital of the Company were sub-divided into and reclassified as 400 Ordinary Shares of 25p each and the capital of the Company was increased to £1,250,00 by the creation of a further 4,999,600 Ordinary Shares of 25p each.
- (2) By a Special Resolution passed 9th February, 1987, the Capital of the Company was increased to £2,700,000 by the creation of a further 5,800,000 Ordinary Shares of 25p each.
- (3) By an Ordinary Resolution passed 17th July, 1987, the Capital of the Company was increased to £3,500,000 by the creation of a further 3,200,000 Ordinary Shares of 25p each.
- (4) By an Ordinary Resolution passed 27th November, 1987, the Capital of the Company was increased to £22,744,000 by the creation of a further 76,976,000 Ordinary Shares of 25p each.
- (5) By an Ordinary Resolution passed 23rd May, 1994, the Capital of the Company was increased to £26,500,000 by the creation of a further 15,024,000 Ordinary Shares of 25p each.
- (6) By an Ordinary Resolution passed on 18 April 2000, the capital of the Company was increased to £26,500,000 by the creation of a further 94,000,000 Ordinary Shares of 25p each.
- (7) By an Ordinary Resolution passed on 29 May 2002, the capital of the Company was increased to £75,000,000 by the creation of a further 100,000,000 Ordinary Shares of 25p each.
- (8) By an Ordinary Resolution passed on 30 August 2006, the Capital of the Company was increased to £125,000,000 by the creation of a further 200,000,000 Ordinary Shares of 25p each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
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John A White	One
117 Old Broad Street	
London EC2	
Solicitors Articled Clerk	

Susan A Williams	One
117 Old Broad Street	
London EC2	
Secretary	

Dated this 6th day of January, 1971

Witness to the above Signatures:-

John R Sims Lazenby
117 Old Broad Street
London EC2
Solicitors Clerk