

A28

A8W7OLB5
01/07/2010
COMPANIES HOUSE

426

THE COMPANIES ACT 2006

Company Limited by Shares

MANAGEMENT CONSULTING GROUP PLC ("the Company")

Registered No 01000608

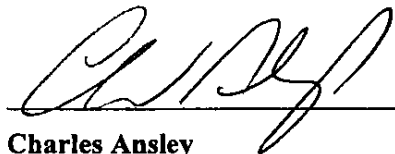
CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL
Baker & McKenzie LLP
BAKER & MCKENZIE LLP
SOLICITORS
100 NEW BRIDGE STREET
LONDON EC4V 6JA

At a General Meeting of the Company, duly convened and held on 17 June 2010 at Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA, the following resolutions were passed as ordinary resolutions (as regards resolutions 1, 2 and 4) and as a special resolution (as regards resolution 3)

- 1 THAT, subject to and conditional upon Resolutions 2, 3 and 4 being passed, the issue of ordinary shares of 1 pence each in the capital of the Company (ranking pari passu in all respects with the existing ordinary shares of 1 pence each in the capital of the Company) at a price of 22 pence per share, which represents a discount of greater than 10 per cent to the Closing Price of 25 5 pence per Ordinary Share on 13 May 2010 (being the latest practicable date before the announcement of the terms of the Capital Raising) (as such terms are defined in the prospectus of the Company dated 1 June 2010 (the "Prospectus")), and otherwise on the terms set out in the Prospectus be and is hereby approved
- 2 THAT, subject to and conditional upon Resolutions 1, 3, and 4 being passed, the directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006, in substitution for any existing authority under that section, to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £3,152,079, including, but not limited to, the issue of shares under the Capital Raising (as defined in the Prospectus), provided that this authority shall (unless previously renewed, varied or revoked) expire at 11 59 p m on 31 December 2011, save that the Company may before such expiry make any offers or agreements which would or might require shares to be allotted after such expiry and the directors of the Company may allot shares in pursuance of any such offers or agreements as if this authority had not expired
- 3 THAT, subject to and conditional upon Resolutions 1, 2 and 4 being passed, the directors of the Company be generally and unconditionally authorised pursuant to section 571 of the Companies Act 2006, in substitution for any existing authority under that section, to allot equity securities (within the meaning of section 560(1) of the Companies Act 2006) wholly for cash under the authority given by Resolution 2 as if section 561 of the Companies Act 2006 did not apply to the allotment, provided that this power shall be limited to the allotment

of equity securities up to an aggregate nominal amount of £1,890,915 provided that the power conferred by this Resolution shall include, but not be limited to, the issue of equity securities pursuant to the Capital Raising and provided that this power shall expire (unless previously renewed, varied or revoked) at 11.59 p m on 31 December 2011, save that the Company may before such expiry make any offers or agreements which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such offers or agreements as if the power conferred had not expired

- 4 THAT, subject to and conditional upon Resolutions 1, 2, and 3 being passed, the terms of the Capital Raising (as defined in the Prospectus) be approved and the directors of the Company be directed to implement the Capital Raising and are generally and unconditionally authorised to exercise all the powers of the Company as necessary in connection with the implementation of the Capital Raising



Charles Ansley

Company Secretary

Dated 17 Jun 2010

Registered Office:

10 Fleet Place
London
EC4M 7RB