



Management Consulting Group plc
Registered office:
St Paul's House
10 Warwick Lane
London
EC4M 7BP

Company Number: 01000608

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

**RESOLUTIONS OF MANAGEMENT CONSULTING GROUP PLC (THE "COMPANY")
(Passed 26 May 2020)**

At the Annual General Meeting ("AGM") of the members of the Company convened and held on 26 May 2020, the following resolutions were duly passed:

As Ordinary Resolutions:

Resolution 11 - Directors' authority to allot shares

To generally and unconditionally authorise the directors pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company on and subject to such terms as the directors may determine up to an aggregate nominal amount of £5,055,094.74 provided that:

- a. (unless previously revoked, varied or renewed by the Company) this authority will expire on 26 June 2020, being 12 months from the date of the AGM, save that the directors may, before this authority expires, make offers or agreements which would or might require shares in the Company to be allotted, or rights to subscribe for or convert securities into shares to be granted, after its expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such offers or agreements as if this authority had not expired; and
- b. this authority replaces all subsisting authorities previously granted to the directors for the purposes of Section 551, which, to the extent unused at the date of this resolution, are revoked with immediate effect, without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made under such authorities.

Resolution 13 – Authority to purchase own shares

To unconditionally and generally authorise the Company for the purpose of Section 701 of the 2006 Act to make market purchases (as defined in Section 693(4) of the 2006 Act) of ordinary shares of £0.01 each in the capital of the Company provided that:

- a. the maximum aggregate number of ordinary shares which may be purchased is 1,516,528;
- b. the minimum price which may be paid for each share is £0.01;
- c. the maximum price which may be paid for an ordinary share is an amount equal to the higher of (i) 105% of the average of the closing price of the Company's ordinary

shares as derived from the London Stock Exchange Daily Official List for the five Business Days immediately preceding the day on which such ordinary share is contracted to be 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. this authority shall expire at the conclusion of the Company's next AGM or, if earlier, 30 June 2021 (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

As Special Resolutions:

Resolution 12 - Disapplication of pre-emption rights

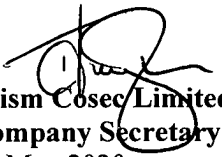
That, subject to the passing of Resolution 11, the directors are given power in accordance with Section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company for cash pursuant to the authority conferred by that resolution as if s 561(1) CA 2006 did not apply to any such allotment up to an aggregate nominal amount of £5,055,095, provided that (unless previously revoked, varied or renewed by the Company) this power will expire on 30 June 2021, save that the directors may, before this power expires, make offers or agreements which would or might require equity securities to be allotted after its expiry and the directors may allot equity securities pursuant to such offers or agreements as if this power had not expired.

Resolution 14 – Notice of general meetings

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 AGM of the Company.

Resolution 15 – Delisting of the Company

That the Board of the Company be and are hereby authorised to cancel the listing of the ordinary shares in the capital of the Company on the premium segment of the Official List of the Financial Conduct Authority and to remove such ordinary shares from trading on London Stock Exchange plc's Main Market for listed securities.


Prism Cosec Limited
Company Secretary
26 May 2020