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Management Consulting Group PLC

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## Management Consulting Group PLC (the "Company")

## Result of AGM

At the Annual General Meeting of the Company held on 20 June 2016 at Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA at 11.30am, all resolutions were passed on a show of hands.

The following is a summary of the Forms of Proxy received up to 48 hours before the time of the Annual General Meeting by the Registrars, appointing the Chairman of the Annual General Meeting as proxy:

No	Resolution	Votes For *	Votes Against	Votes Withheld **
1	To receive the accounts of the Company for the year ended 31 December 2015 together with the strategic report, the directors' report, the directors' remuneration report and the auditor's report on those accounts and on the auditable parts of the directors' remuneration report	347,759,474	8,622	206,600
2	To approve the annual remuneration report as set out in the report and accounts of the Company for the year ended 31 December 2015	326,347,148	20,632,574	994,974
3	To re-elect A J Barber as a director of the Company	347,606,834	347,595	20,267
4	To re-elect M Capello as a director of the Company	297,318,511	4,556,870	46,099,315
5	To re-elect N Halkes as a director of the Company	347,065,352	304,932	604,412
6	To re-elect C J Povey as a director of the Company	347,072,706	312,145	589,845
7	To re-elect E Di Spiezio Sardo as a director of the Company	301,550,411	324,970	46,099,315
8	To re-elect N S Stagg as a director of the Company	347,058,139	312,145	604,412
9	To re-elect J D Waldron as a director of the Company	347,065,352	304,932	604,412
10	To re-appoint Deloitte LLP as auditor to the Company, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the directors to determine the auditor's remuneration	343,486,127	4,443,307	45,262
11	To give the directors authority to allot shares up to an aggregate nominal value of £1,680,110, plus a further £1,680,110 in the case of a Rights Issue	347,286,671	297,156	390,869
12	To give the directors authority to disapply pre-emption rights ***	347,590,024	322,786	61,886
13	To authorise the Company to make market purchases of its own ordinary shares ***	347,882,447	59,634	32,615
14	To approve the holding of general meetings other than annual general meetings on 14 clear days' notice ***	347,806,021	166,175	2,500

The total issued ordinary share capital at 20 June 2016 was 508,318,391 shares

The total proportion of the issued ordinary share capital represented by proxy was 68.5%

- \* Includes those votes giving the Chairman discretion
- \*\* A 'Vote Withheld' is not a vote in law and is not counted towards the votes casts 'for' and 'against' a resolution.
- \*\*\* Passed as special resolutions

**Enquiries:** 

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