## Management Consulting Group PLC

19 April 2011

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

## Result of AGM and General Meeting

At the Annual General Meeting of the Company held on 19 April 2011 at Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA at 1.30 pm, 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<br>Withheld ** |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|---------------|----------------------|
| 1  | To receive the accounts of the Company for<br>the year ended 31 December 2010 together<br>with the directors' report, the directors'<br>remuneration report and the auditor's report<br>on those accounts and on the auditable parts<br>of the directors' remuneration report | 298,010,309 | -             | -                    |
| 2  | To approve the directors' remuneration report as set out in the report and accounts of the Company for the year ended 31 December 2010                                                                                                                                        | 271,333,290 | 18,768,919    | 7,908,100            |
| 3  | To re-elect M Capello as a director of the Company                                                                                                                                                                                                                            | 288,732,235 | 3,466,506     | 5,811,568            |
| 4  | To re-elect E Di Spiezio Sardo as a director of the Company                                                                                                                                                                                                                   | 296,321,548 | 1,688,761     | -                    |
| 5  | To re-elect C J Povey as a director of the Company                                                                                                                                                                                                                            | 297,814,878 | 192,807       | 2,624                |
| 6  | To re-elect L H Carvalho as a director of the Company                                                                                                                                                                                                                         | 297,815,407 | 193,807       | 1,095                |
| 7  | To re-elect S A Ferriss as a director of the Company                                                                                                                                                                                                                          | 297,856,014 | 145,701       | 8,594                |
| 8  | To re-elect C Mahjoub as a director of the Company                                                                                                                                                                                                                            | 297,462,600 | 547,709       | -                    |
| 9  | To re-elect A H Simon as a director of the Company                                                                                                                                                                                                                            | 297,855,229 | 152,456       | 2,624                |
| 10 | To re-elect N S Stagg as a director of the Company                                                                                                                                                                                                                            | 297,807,308 | 203,001       | -                    |

| 11 | To re-elect J D Waldron as a director of the Company                                                                                                                                                                | 297,849,354 | 152,361   | 8,594     |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-----------|-----------|
| 12 | To re-elect M Wietecha as a director of the Company                                                                                                                                                                 | 297,814,783 | 194,526   | 1,000     |
| 13 | To re-elect A J Barber as a director of the Company                                                                                                                                                                 | 297,109,217 | 901,092   | -         |
| 14 | To re-appoint Deloitte LLP as auditors 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 auditors' remuneration | 296,921,665 | 637,966   | 450,678   |
| 15 | To give the directors authority to allot shares up to an aggregate nominal value of £1,489,340, plus a further £1,489,340 in the case of a Rights Issue                                                             | 289,614,721 | 73,783    | 8,321,805 |
| 16 | To give the directors authority to disapply pre-emption rights ***                                                                                                                                                  | 296,108,370 | 59,395    | 1,842,544 |
| 17 | To authorise the Company to make market purchases of its own ordinary shares ***                                                                                                                                    | 297,514,200 | 50,830    | 445,279   |
| 18 | To approve the holding of general meetings other than annual general meetings on 14 clear days' notice***                                                                                                           | 296,729,981 | 1,280,328 | -         |

The total issued ordinary share capital at 19 April 2011 was 449,434,003 shares

The total proportion of the issued ordinary share capital represented by proxy was 66.3%

<sup>\*</sup> Includes those votes giving the Chairman discretion

<sup>\*\*</sup> A 'Vote Withheld' is not a vote in law and is not counted towards the votes casts 'for' and 'against' a resolution.

<sup>\*\*\*</sup> Passed as special resolutions

At the General Meeting of the Company held on 19 April 2011 at Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA immediately following the conclusion of the Annual General Meeting, the resolution was 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 General Meeting by the Registrars, appointing the Chairman of the General Meeting as proxy:

| No | Resolution                                                                                                  | Votes For * | Votes Against | Votes<br>Withheld ** |
|----|-------------------------------------------------------------------------------------------------------------|-------------|---------------|----------------------|
| 1  | To declare and approve the final dividend for<br>the year ended 31 December 2010 of<br>0.30 pence per share | 212,892,082 | -             | -                    |

The total proportion of the issued ordinary share capital represented by proxy was 47.4%

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**Enquiries:** 

Management Consulting Group PLC Chris Povey, Finance Director

Charles Ansley, Company Secretary

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