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# Management Consulting Group PLC

## Notice of Annual General Meeting



Notice of the Annual General Meeting (the "AGM") of Management Consulting Group PLC (the "Company") to be held at 2.30 pm on 23 April 2014 at the offices of Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA is set out at the end of this document. Shareholders will also find enclosed with this document a form of proxy for use in connection with the AGM. **To be valid, the form of proxy should be completed, signed and returned in accordance with the instructions printed thereon, as soon as possible and, in any event, so as to reach the Company's registrars, Capita Asset Services, by no later than 2.30 pm on 21 April 2014. The form of proxy can be delivered by post or by hand to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.** Completion and return of a form of proxy will not preclude shareholders from attending and voting at the AGM should they choose to do so. Further instructions relating to the form of proxy are set out in the notice of the AGM.

# Letter from the Chairman of Management Consulting Group PLC

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## Management Consulting Group PLC

To all holders of the ordinary shares of 1p each in the capital of the Company

19 March 2014

Dear Shareholder

### Annual General Meeting

You will find set out in the Appendix a Notice convening the Annual General Meeting of the Company to be held at 2.30 pm on 23 April 2014 at the offices of Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA. Also enclosed is the Company's annual report and accounts for the year ended 31 December 2013.

This letter sets out to explain the Resolutions to be proposed at the meeting. The Company is seeking your consideration and approval of the following matters:

### Ordinary business

#### Resolution 1 – Approval of the annual report and accounts

This Resolution proposes the adoption of the annual report and accounts for the year ended 31 December 2013.

#### Resolutions 2 and 3 – Approval of Directors' Remuneration Policy and Approval of Annual Remuneration Report

New regulations came into force on 1 October 2013 which require the Company to offer shareholders: (i) a binding vote on the Company's forward-looking remuneration policy (i.e. the Directors' Remuneration Policy) at least every three years; and (ii) a separate annual advisory vote on the implementation of the Company's existing remuneration policy in terms of the payments and share awards made to directors during the year (i.e. the Annual Remuneration Report).

Resolution 2 proposes that shareholders approve the Directors' Remuneration Policy, the full text of which is set out on pages 37 to 43 of the annual report and accounts for the year ended 31 December 2013. Once the Directors' Remuneration Policy is approved, the Company will not be able to make a remuneration payment to a current or prospective director, or a payment for loss of office to a current or past director, unless that payment is consistent with the policy or has been approved by a resolution of the members of the Company.

Resolution 3 proposes that shareholders approve the Annual Remuneration Report for the year ended 31 December 2013, the full text of which is set out on pages 36 and 37 and 44 to 52 of the annual report and accounts for the year ended 31 December 2013. The Annual Remuneration Report gives details of the implementation of the Company's current remuneration policy in terms of the payments and share awards made to the directors in connection with their performance and that of the Company during the year ended 31 December 2013. This vote is advisory and will not affect the way in which the pay policy has been implemented.

#### Resolution 4 – Approval of final dividend

This Resolution proposes the declaration of a final dividend of 0.595p per ordinary share for the year ended 31 December 2013. The dividend is recommended by the Board and requires the approval of shareholders at the Annual General Meeting. Subject to the passing of this Resolution, the final dividend will be paid on 2 July 2014 to shareholders on the register as at 16 May 2014.

#### Resolutions 5 to 13 – Re-election of directors

Resolutions 5 to 13 are individual Resolutions for the re-election of directors. The Articles require that one third of the directors shall retire by rotation at the Annual General Meeting. However, the Board has agreed that directors should stand for re-election every year and, accordingly, all the directors will retire from the Board at the forthcoming Annual General Meeting and will offer themselves for re-election. The Nomination Committee, having reviewed their performance and credentials, recommends their re-election.

#### Resolution 14 – Reappointment of the auditor

This Resolution relates to the proposed reappointment of Deloitte LLP as auditor to the Company and proposes that the directors be authorised to determine the auditor's remuneration. The Company's auditor is required to be appointed at each Annual General Meeting at which accounts are presented.

### Special business

As well as the ordinary business of the meeting, there are certain special matters to be dealt with.

Resolution 15 will be proposed as an Ordinary Resolution and will be passed if more than 50% of shareholders' votes cast are in favour. Resolutions 16, 17 and 18 will be proposed as Special Resolutions and will be passed if not less than 75% of shareholders' votes cast are in favour.

**Resolution 15 – Authority to allot shares**

Under the Companies Act 2006 (the “Act”), directors of a company may only allot unissued shares (or grant rights over shares) if authorised to do so by shareholders.

The directors note the revised guidelines published by the Association of British Insurers (the “ABI”) on 30 December 2008 (as amended on 30 November 2009) regarding the expectations of institutional investors when companies seek shareholder approval for the general allotment of new shares under Section 551 of the Act and in connection with the disapplication of statutory pre-emption rights under Section 570 of the Act (see Resolution 16 below). Under the revised guidelines, in addition to the general authority to allot an amount of up to one third of a company’s existing ordinary issued share capital or the amount of its unissued ordinary share capital (whichever is less), the ABI has confirmed that its members will now also regard as routine an additional request from the Company to authorise the allotment of a further amount of up to one third of the Company’s existing ordinary issued share capital or the amount of its unissued ordinary share capital (whichever is less), provided that the additional authority is only used for fully pre-emptive rights issues and that both the general and additional authorities expire on the date of the next Annual General Meeting.

In order to take advantage of the flexibility afforded to the Company under the ABI’s revised guidelines, shareholders will be asked to approve Resolution 15 which (i) renews the directors’ authority to issue relevant securities up to an aggregate nominal value not exceeding £1,648,740 representing 164,874,000 ordinary shares, being approximately one third of the Company’s existing issued ordinary share capital (excluding treasury shares) as at 18 March 2014, and (ii) authorises the directors to allot relevant securities, in addition to the amount referred to in (i) above, up to a nominal value not exceeding £1,648,740, representing 164,874,000 ordinary shares, being approximately one third of the Company’s existing issued ordinary share capital (excluding treasury shares) as at 18 March 2014, in connection with a Rights Issue (as defined in Resolution 15 below). The authority will remain valid until the conclusion of the Annual General Meeting in 2015. The limits set out in Resolution 15 accord with the revised institutional investor guidelines.

As at 18 March 2014, the Company holds 2,427,620 of its ordinary shares in treasury which represents approximately 0.49% of the Company’s issued ordinary share capital (excluding treasury shares) at that date.

**Resolution 16 – Authority to disapply pre-emption rights**

Resolution 16 renews the directors’ authority to allot shares for cash or by way of sale of treasury shares, without first offering them to existing shareholders on a pro-rata basis, until the conclusion of the Annual General Meeting in 2015. The authority sought is limited to an allotment of equity securities in connection with a Pre-emptive Offer (as defined in Resolution 16 below) and the allotment (otherwise than pursuant to a Pre-emptive Offer) of equity securities for cash for a nominal value of up to £247,310 representing 24,731,000 ordinary shares, being just under 5% of the issued ordinary share capital (excluding treasury shares) as at 18 March 2014.

The directors have no present intention of making any issue of shares under the authorities that would be granted by Resolutions 15 and 16, other than pursuant to existing employee share schemes to the extent required by applicable law. The directors believe that it is in the Company’s best interests that they have the flexibility which Resolutions 15 and 16 would confer.

**Resolution 17 – Authority to make market purchases**

This is a Special Resolution to provide the directors with the flexibility to be able to make market purchases of the Company’s own shares. The authority, if granted, would be in respect of up to 49,462,000 ordinary shares (approximately 10% of the Company’s issued share capital excluding treasury shares as at 18 March 2014) and would run until the conclusion of the 2015 Annual General Meeting. The maximum price at which purchases could be made would be the higher of the amount equal to 105% of the average of the middle market quotations for an ordinary share derived from the London Stock Exchange Daily Official List for the five business days before each purchase and the amount stipulated by Article 5 (1) of the Buy-back and Stabilisation Regulation 2003 and would not be lower than 5p (exclusive of stamp duty and expenses). The directors will only exercise the authority for remuneration schemes or if an improvement in earnings per share is expected to result and if they consider that the purchase would be in the best interests of shareholders generally.

Shares purchased under this authority from distributable profits will become treasury shares, which the Company can cancel or hold for sale for cash or transfer for the purposes of, or pursuant to, an employee share scheme. In considering any proposed transfer of treasury shares for the purposes of or pursuant to an employee share scheme, the Company will have regard to the limits relating to such schemes on the use of unissued shares as if the proposed transfer of treasury shares was an issue of unissued shares.

As at 18 March 2014, there were options and awards over approximately 23.0 million ordinary shares that may be satisfied by the issue of new ordinary shares in the capital of the Company which represent 4.65% of the Company’s issued ordinary share capital (excluding treasury shares) at that date. If the authority to purchase the Company’s ordinary shares was exercised in full, these options and awards would represent 5.16% of the Company’s issued ordinary share capital (excluding treasury shares).

## Letter from the Chairman continued

### *of Management Consulting Group PLC*

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#### **Special business continued**

#### **Resolution 18 – Notice for general meetings**

Resolution 18 is a Special Resolution to approve the holding of general meetings, other than Annual General Meetings, on 14 clear days' notice. Although the Company's Articles of Association currently permit this, under the Shareholders' Rights Regulations a shareholder Special Resolution has to be passed to authorise such notice. Without the passing of this Resolution, the minimum notice period under the Shareholders' Rights Regulations would be 21 days. The directors' intention is to only call general meetings on less than 21 days' notice where such shorter notice period would be to the advantage of shareholders as a whole and, generally, only where the matters to be proposed at the general meeting are time sensitive.

#### **Action to be taken**

Shareholders will find enclosed a form of proxy for use in relation to the Annual General Meeting.

Forms of proxy should be completed and returned in accordance with the instructions printed on the forms so that they arrive at the Company's Registrars, Capita Asset Services, or so that they are received electronically pursuant to the CREST electronic appointment service or via [www.capitashareportal.com](http://www.capitashareportal.com), as soon as possible and in any event no later than 48 hours before the Annual General Meeting. Completion and return of a form of proxy will not prevent shareholders from attending and voting at the Annual General Meeting. Alternatively, you may appoint a proxy or proxies and record your vote electronically either by utilising the web-based voting facility or the CREST electronic appointment service. Full details of how to do so are set out in the notes to the Notice of Annual General Meeting on pages 7 and 8.

#### **Recommendation**

Your directors consider that the Resolutions set out in the Notice of Annual General Meeting are in the best interests of the Company and its shareholders and recommend that you vote in favour of all the Resolutions, as they intend to do in respect of their own beneficial holdings.

Yours sincerely



Alan Barber  
Chairman

# Appendix – Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Management Consulting Group PLC will be held at 2.30 pm on Wednesday 23 April 2014 at the offices of Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA for the following purposes:

## Ordinary business

To consider and, if thought fit, pass the following Resolutions 1 to 14 (inclusive) as Ordinary Resolutions:

1. To receive the accounts of the Company for the year ended 31 December 2013 together with the Directors' Report, the Directors' Remuneration Report and the auditor's report on those accounts and the auditable parts of the Directors' Remuneration Report.
2. To approve the Directors' Remuneration Policy.
3. To approve the Annual Remuneration Report for the year ended 31 December 2013.
4. To declare and approve a final dividend for the year ended 31 December 2013 of 0.595p per ordinary share, as recommended by the directors.
5. To re-elect A J Barber as a director of the Company.
6. To re-elect M Capello as a director of the Company.
7. To re-elect S A Ferriss as a director of the Company.
8. To re-elect C Mahjoub as a director of the Company.
9. To re-elect C J Povey as a director of the Company.
10. To re-elect E Di Spiezio Sardo as a director of the Company.
11. To re-elect A H Simon as a director of the Company.
12. To re-elect N S Stagg as a director of the Company.
13. To re-elect J D Waldron as a director of the Company.
14. To reappoint Deloitte LLP as auditor to the Company, to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company, and to authorise the directors to determine the auditor's remuneration.

## Special business

To consider and, if thought fit, pass the following Resolutions. Resolution 15 will be proposed as an Ordinary Resolution and Resolutions 16, 17 and 18 as Special Resolutions:

15. That, in substitution for all existing authorities, the directors be and are generally and unconditionally authorised for the purpose of Section 551 Companies Act 2006 ("CA 2006") to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company ("Rights"):

(a) up to an aggregate nominal amount of £1,648,740; and

(b) in addition to the amount referred to in paragraph (a) above, up to an aggregate nominal amount of £1,648,740, in relation to an allotment of equity securities (within the meaning of Section 560(1) CA 2006) in connection with a Rights Issue,

for a period expiring at the Company's next Annual General Meeting save that the Company may before the expiry of this authority make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights in pursuance of such offer or agreement as if the authority conferred by this Resolution had not expired. For the purpose of this Resolution 15, a "Rights Issue" means an offer to:

(i) holders of ordinary shares made in proportion (as nearly as practicable) to their respective existing holdings of ordinary shares; and

(ii) holders of other equity securities of any class if this is required by the rights attaching to those securities or, if the directors consider it necessary, as permitted by the rights attaching to those securities,

to subscribe for further equity securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject to the directors having a right to make such exclusions or other arrangements as they consider necessary or expedient to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems arising in, or under the laws of, any territory or any other matter.

16. That, subject to the passing of Resolution 15 set out in the notice of Annual General Meeting of which this Resolution forms part:

(a) the directors be and are empowered pursuant to Section 570 CA 2006 to allot equity securities (within the meaning of Section 560(1) CA 2006) for cash pursuant to the authority conferred by paragraph (a) of Resolution 15 set out in the notice of Annual General Meeting of which this Resolution forms part as if Section 561 CA 2006 did not apply to the allotment, provided that the power conferred by this paragraph of this Resolution is limited to:

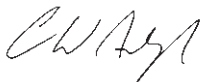
# Appendix – Notice of Annual General Meeting

## continued

### Special business continued

- (i) an allotment of equity securities in connection with a Pre-emptive Offer. For the purpose of this Resolution 16, a "Pre-emptive Offer" means an offer of securities, open for acceptance for a period fixed by the directors, to (i) holders of ordinary shares made in proportion (as nearly as practicable) to their respective existing holdings of ordinary shares and (ii) holders of other equity securities of any class if this is required by the rights attaching to these securities or, if the directors consider it necessary, as permitted by the rights attaching to those securities but subject to the directors having a right to make such exclusions or other arrangements as they consider necessary or expedient to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems arising in, or under the laws of, any territory or any other matter; and
  - (ii) the allotment (otherwise than pursuant to (i) above) of equity securities for cash having, in the case of ordinary shares, a nominal amount or, in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having a nominal amount not exceeding in aggregate £247,310;
- (b) the directors be and are empowered pursuant to Section 570 CA 2006 to allot equity securities (within the meaning of Section 560(1) CA 2006) for cash pursuant to the authority conferred by paragraph (b) of Resolution 15 set out in the notice of Annual General Meeting of which this Resolution forms part as if Section 561 CA 2006 did not apply to the allotment, provided that the power conferred by this paragraph of this Resolution is limited to an allotment of equity securities in connection with a Rights Issue (as defined in Resolution 15 set out in the notice of Annual General Meeting of which this Resolution forms part);
- (c) the powers conferred by this Resolution 16 shall also apply to a sale of treasury shares, which is an allotment of equity securities by virtue of Section 560(3) CA 2006, but with the omission of the words "pursuant to the authority conferred by paragraph (a) of Resolution 15 set out in the notice of Annual General Meeting of which this Resolution forms part"; and
- (d) the powers conferred by this Resolution 16 will expire at the Company's next Annual General Meeting save that the Company may before the expiry of such powers make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the powers conferred by this Resolution had not expired.
17. That the Company be and is generally and unconditionally authorised to make one or more market purchases (within the meaning of Section 693(4) CA 2006) of ordinary shares in the capital of the Company provided that:
- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 49,462,000 (representing less than 10% of the issued ordinary share capital of the Company, excluding treasury shares, as at 18 March 2014);
  - (b) the minimum price (exclusive of all stamp duty and expenses) which may be paid for an ordinary share is 5p;
  - (c) the maximum price (exclusive of all stamp duty and expenses) which may be paid for an ordinary share is an amount equal to the higher of:
    - (i) 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is purchased; and
    - (ii) the amount stipulated by Article 5(1) of the Buy-Back and Stabilisation Regulation 2003;
  - (d) the authority conferred by this Resolution shall, unless varied, revoked or renewed prior to such time, expire at the conclusion of the next Annual General Meeting of the Company save that the Company may before the expiry of this authority make a contract to purchase ordinary shares which will or might be executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of such contract as if the authority conferred by this Resolution had not expired; and
  - (e) all ordinary shares purchased pursuant to the said authority shall either:
    - (i) be cancelled immediately upon completion of purchase; or
    - (ii) be held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of CA 2006.
18. 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 18 until the conclusion of the next Annual General Meeting of the Company.

By order of the Board,



Charles Ansley  
Company Secretary  
19 March 2014

Registered office  
10 Fleet Place  
London EC4M 7RB  
England

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**Notes**

1. A member is entitled to appoint another person as his/her proxy to exercise all or any of his rights to attend and to speak and vote at the Annual General Meeting convened by this notice. A member may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/her. A proxy need not also be a member of the Company.
2. A form of proxy is enclosed and to be valid it must be received at the offices of Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU or at the electronic address detailed below, in each case not less than 48 hours before the time appointed for holding the Annual General Meeting. Members may submit their proxy vote electronically via [www.capitashareportal.com](http://www.capitashareportal.com). From there the member can log into their Capita share portal account, or register for the Capita share portal if they have not already done so, by following the on screen instructions. Completion and return of a form of proxy whether in hard copy or electronically will not prevent a member from attending and voting at the Annual General Meeting in person if he/she so wishes.
3. A person who has been nominated under Section 146 Companies Act 2006 (the "CA 2006") to enjoy information rights (a "Nominated Person") may have a right under an agreement between him/her and the member by whom he/she was nominated to be appointed, or to have someone else appointed, as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
4. The statement of the rights of members to appoint proxies in note 1 above does not apply to Nominated Persons. The rights described in note 1 can only be exercised by members.
5. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting (and any adjournment thereof) by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
6. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instructions, as described in the CREST manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to an instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the Company's agent (ID number RA 10) by the latest time(s) for receipt of proxy appointments specified in the notice of Annual General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
7. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
8. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company at 6.00 pm on 17 April 2014 (or, in the event of any adjournment, 6.00 pm on the date which is two days before the time of the adjourned meeting). Changes to entries on the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.
10. Copies of the letters of appointment of the non-executive directors will be available for inspection at the registered office of the Company during normal business hours on any weekday (public holidays excepted) from the date of this notice until the conclusion of the Annual General Meeting and at the place of the meeting for 15 minutes prior to, and during, the Annual General Meeting.
11. As at 6.00pm on 18 March 2014 (being the last business day prior to publication of this notice), the Company's issued share capital comprised 497,050,995 ordinary shares carrying one vote each of which 2,427,620 are held as treasury shares. Therefore, the total number of voting rights in the Company as at 18 March 2014 is 494,623,375.
12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all its powers as a member provided that they do not do so in relation to the same shares.



## Appendix – Notice of Annual General Meeting continued

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### Notes continued

13. Under Section 527 CA 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:
- (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or
  - (b) any circumstances connected with the auditor of the Company ceasing to hold office since the previous meeting at which the annual accounts and reports were laid in accordance with Section 437 CA 2006.
- The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 CA 2006. Where the Company is required to place a statement on a website under Section 527 CA 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under Section 527 CA 2006 to publish on a website.
14. A member attending the Annual General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
15. A copy of this notice, and other information required by Section 311A of the CA 2006, can be found at [www.mcgplc.com](http://www.mcgplc.com).



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[www.mcgplc.com](http://www.mcgplc.com)