

Management Consulting Group PLC

22 April 2015

Management Consulting Group PLC (the "Company")

Result of AGM

At the Annual General Meeting of the Company held on 22 April 2015 at Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA at 10.00am, 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 2014 together with 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	358,171,223	1,075,157	-
2	To approve the annual remuneration report as set out in the report and accounts of the Company for the year ended 31 December 2014	254,369,905	7,008,305	97,868,170
3	To declare and approve the final dividend for the year ended 31 December 2014 of 0.595 pence per share	359,243,380	3,000	-
4	To re-elect A J Barber as a director of the Company	255,641,600	6,058,411	97,546,369
5	To re-elect M Capello as a	321,753,221	6,419,828	31,073,331

	director of the Company			
6	To re-elect S A Ferriss as a director of the Company	255,248,299	6,392,978	97,605,103
7	To re-elect C Mahjoub as a director of the Company	259,390,577	2,090,334	97,765,469
8	To re-elect C J Povey as a director of the Company	259,610,677	2,090,334	97,545,369
9	To re-elect E Di Spiezio Sardo as a director of the Company	322,106,084	6,067,965	31,072,331
10	To re-elect A H Simon as a director of the Company	255,439,782	6,201,495	97,605,103
11	To re-elect N S Stagg as a director of the Company	260,236,837	1,464,174	97,545,369
12	To re-elect J D Waldron as a director of the Company	255,668,305	6,032,706	97,545,369
13	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	335,227,682	22,531,753	1,486,945
14	To give the directors authority to allot shares up to an aggregate nominal value of £ 1,653,240, plus a further £ 1,653,240 in the case of a Rights Issue	357,744,493	1,500,687	1,200
15	To give the directors authority to disapply pre-emption rights ***	357,744,842	1,498,647	2,891
16	To authorise the Company to make market purchases of its own ordinary shares ***	358,378,314	867,566	500
17	To approve the holding of general meetings other than annual general meetings on 14 clear days' notice ***	354,519,639	4,726,241	500

The total issued ordinary share capital at 22 April 2015 was 498,400,995 shares

The total proportion of the issued ordinary share capital represented by proxy was 72.1 %

\* 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:**

**Management Consulting Group PLC    Tel: +44 20 7710 5000**

Chris Povey, Finance Director

Charles Ansley, Company Secretary

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