

# Attendance card

## Management Consulting Group PLC – Annual General Meeting

### Notes

1. To appoint as a proxy a person other than the Chairman of the Meeting insert the full name in the space provided below and return the lower half of this form to the address shown overleaf. A proxy need not be a member of the Company.
2. Unless otherwise indicated the proxy will vote as he/she thinks fit or, at his/her discretion, abstain from voting.
3. The form of proxy below must arrive not later than 10.00 am on 25 May 2017 at Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF. You may also deliver the form by hand to Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
4. A corporation must execute the form of proxy under either its common seal or the hand of a duly authorised officer or attorney.
5. The form of proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
6. The "withheld" option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes "for" and "against" a resolution.
7. Shares held in uncertified form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual.
8. As an alternative to completing this form, you can appoint a proxy electronically at [www.capitashareportal.com](http://www.capitashareportal.com). For an electronic proxy appointment to be valid, your appointment must be received by no later than 10.00 am on 25 May 2017.
9. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

Signature of person attending

Barcode:

Investor code:

To be held at the offices of Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA at 10.00 am on 30 May 2017.

If you wish to attend this Meeting in your capacity as a holder of ordinary shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the Meeting.

# Form of proxy

## Management Consulting Group PLC – Annual General Meeting

Barcode:

Investor code:

I/we, being a member of the Company, hereby appoint the Chairman of the Meeting or (see note 1)

Number of shares:

Event code:

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 10.00 am on 30 May 2017 and at any adjournment thereof. I/we have indicated with an ✕ how I/we wish my/our votes to be cast on the following resolutions:

### Resolutions

Please mark ✕ to indicate how you wish to vote

	For	Against	Withheld		For	Against	Withheld
1. To receive and adopt the accounts and the reports of the directors and auditor thereon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. To re-elect J D Waldron as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. To reappoint Deloitte LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Annual Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To authorise the directors to fix the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect M Capello as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To give the directors authority to allot securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect F Czerniawska as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To permit the directors to allot securities disapplying the pre-emption rights in Section 561 of the Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect E Di Spiezio Sardo as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To authorise the directors to make market purchases of the Company's own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect N S Stagg as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To permit the Company to hold general meetings on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

To assist with arrangements, if you intend to attend the Meeting in person please place an ✕ in the box opposite

☐

Signature

Date

Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



PXS 1  
34 Beckenham Road  
BECKENHAM  
BR3 4ZF