

Notice of Annual General Meeting 2019

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the action you should take, you should immediately consult your independent financial adviser authorised under the Financial Services and Markets Act 2000 or, if you are not in the United Kingdom, another appropriately authorised independent adviser.

If you have sold or otherwise transferred all your shares in Management Consulting Group PLC, please pass this document and the accompanying form of proxy to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Notice of the Annual General Meeting (the "AGM") of Management Consulting Group PLC (the "Company") to be held at 11.00 am on Tuesday 18 June 2019 at the offices of Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA is set out on pages 3 to 4 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 on the form, as soon as possible and, in any event, so as to reach the Company's registrars, Link Asset Services, by no later than 11.00 am on Friday 14 June 2019. The form of proxy can be delivered by post or by hand to Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF.** 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 and Chief Executive of Management Consulting Group PLC

Management Consulting Group PLC

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

12 April 2019

Dear Shareholder,

On behalf of the Directors of Management Consulting Group PLC (together the "Board" or the "Directors"), it gives me great pleasure to invite you to attend the 2019 Annual General Meeting ("AGM"), to be held at 11.00 am on Tuesday 18 June 2019 at the offices of Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA. The doors will open at 10.30 a.m.

Annual General Meeting 2019

The Notice of the AGM is set out on pages 3 and 4 of this document, detailing the resolutions that the shareholders are being asked to vote on, along with explanatory notes of the business to be conducted at the AGM.

Annual Report 2018

Also enclosed are the Company's annual report and accounts for the year ended 31 December 2018 ("Annual Report").

Voting

Voting on the business of the meeting will be conducted by way of a poll. The results of the voting on the resolutions will be posted on the Company's website as soon as practicable after the AGM.

Action to be taken

If you would like to vote on the resolutions but cannot come to the AGM, you can appoint a proxy to exercise all or any of your rights to attend, vote and speak at the AGM. Shareholders will find enclosed a form of proxy for use in relation to the AGM.

To be valid, the form of proxy should be completed, signed and returned in accordance with the instructions printed on the form so that they arrive at the Company's Registrars, Link Asset Services, or so that they are received electronically pursuant to the CREST electronic appointment service or via www.signalshares.com, as soon as possible and in any event no later than 11.00 am on Friday 14 June 2019. Completion and return of a form of proxy will not prevent shareholders from attending and voting at the AGM. You may also deliver the form of proxy by post or by hand to Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF. 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 Further Notes to the Notice of Annual General Meeting on pages 7 and 8.

Please note that to reduce environmental impact, for future meetings, we will be removing paper from the voting process in favour of a quicker and more secure method of voting online via our registrars' website. We will provide details of this at the appropriate time; you will however be able to request a paper proxy if you wish from our registrars.

Recommendation

The Directors consider that each of the resolutions to be considered at the AGM are in the best interests of the Company and its shareholders as a whole. The Directors therefore recommend that shareholders vote in favour of each of the resolutions, as they intend to do in respect of their own shareholdings in the Company.

I look forward to seeing you at the AGM.

Yours faithfully



Nick Stagg
Chairman and Chief Executive
12 April 2019

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Management Consulting Group PLC (the "Company") will be held at 11.00 am on Tuesday 18 June 2019 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 appropriate, pass the following Resolutions 1 to 10 as ordinary resolutions:

Report and accounts

1. To receive the annual report and the accounts of the Company for the year ended 31 December 2018.

Directors' remuneration

2. To approve the Directors' Remuneration Report for the year ended 31 December 2018, excluding the Directors' Remuneration Policy set out on pages 24 to 26 of the annual report.

Directors

3. To re-elect Mr M Capello as a director of the Company.
4. To re-elect Ms F Czerniawska as a director of the Company.
5. To elect Ms P Hackett as a director of the Company.
6. To re-elect Mr E Di Spiezio Sardo as a director of the Company.
7. To re-elect Mr N S Stagg as a director of the Company.
8. To re-elect Mr J D Waldron as a director of the Company.

Auditors

9. To re-appoint Deloitte LLP as auditor to the Company to hold office until the conclusion of the next AGM at which accounts are laid before the Company.
10. To authorise the Audit Committee of the Company to fix the remuneration of the auditor.

Special business

To consider and, if thought appropriate, pass the following resolutions. Resolutions 11 and 14 will be proposed as ordinary resolutions and Resolutions 12, 13 and 15 as special resolutions:

Directors' authority to allot

11. To generally and unconditionally authorise the directors pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares in the Company:
 - i. up to an aggregate nominal amount of £5,055,095; and
 - m. in addition to A above, comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further aggregate nominal amount of £5,055,095 in connection with an offer by way of a rights issue,

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the 2006 Act and to expire at the end

of the next AGM or on 30 June 2020, whichever is the earlier, but in each case so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.

For the purposes of this resolution, 'rights issue' means an offer to:

- i. ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- ii. holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

to subscribe for further 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 in both cases to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

Disapplication of pre-emption rights

12. That, subject to the passing of Resolution 11, the directors be authorised pursuant to sections 570 and 573 of the 2006 Act to allot equity securities (as defined in section 560(1) the 2006 Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be limited:
 - a. to allotments for rights issues and other pre-emptive issues; and
 - b. to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to an aggregate nominal amount of £758,264,

such authority to expire at the end of the next AGM of the Company or, if earlier, at the close of business on 30 June 2020 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

13. That, subject to the passing of Resolution 11, the directors be authorised pursuant to sections 570 and 573 of the 2006 Act and in addition to any authority granted under Resolution 12 to allot equity securities (as defined in the 2006 Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be:
 - a. limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £758,264; and
 - b. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the

Notice of Annual General Meeting (Continued)

Company determines to be an acquisition or other capital investment of a kind completed by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next AGM of the Company or, if earlier, at the close of business on 30 June 2020 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Authority to purchase own shares

14. 14. To unconditionally and generally authorise the Company for the purpose of Section 701 of the 2006 Act to make market purchases (as defined in Section 693(4) of the 2006 Act) of ordinary shares of £0.01 each in the capital of the Company provided that:
- a. the maximum aggregate number of ordinary shares which may be purchased is 151,652,842;
 - b. the minimum price which may be paid for each share is £0.01;
 - c. the maximum price which may be paid for an ordinary share is an amount equal to the higher of (i) 105% of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System;
 - d. this authority shall expire at the conclusion of the Company's next AGM or, if earlier, 30 June 2020 (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

Notice of general meetings

15. 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 15 until the conclusion of the next AGM of the Company.

By order of the Board

Prism Cosec
Company Secretary
12 April 2019

Registered office
St Paul's House 10 Warwick Lane
London EC4M 7BP
England

Explanatory Notes to the Notice of the Annual General Meeting

The following notes give an explanation of the proposed Resolutions.

Resolutions 1 to 11 and 14 will be proposed as ordinary resolutions and will be passed if a simple majority of shareholders' votes cast are in favour of the resolution. Resolutions 12, 13 and 15 will be proposed as special resolutions and will be passed if not less than 75% of shareholders' votes cast are in favour of the resolution.

Resolution 1 – Report and accounts

The first item of business is the receipt by the shareholders of the Directors' report and the accounts of the Company for the year ended 31 December 2018. The Directors' report, the strategic report, the accounts and the report of the Company's auditors on the accounts and on those parts of the Directors' Remuneration Report that are capable of being audited are contained within the Annual Report.

Resolution 2– Directors' Remuneration Report

This resolution seeks shareholder approval of the Directors' Remuneration Report, excluding the Directors' Remuneration Policy set out on pages 24 to 26 of the Annual Report, for the year ended 31 December 2018. The Directors' Remuneration Report gives details of the implementation of the Company's current remuneration policy in terms of the payments made to the directors in connection with their performance and that of the Company during the year ended 31 December 2018. This vote is advisory and will not affect the way in which the policy has been implemented.

Resolutions 3 to 8 – Election and re-election of directors

Resolutions 3 to 8 are individual resolutions for the election and re-election of directors. Pamela Hackett was appointed a director since the last Annual General Meeting and in accordance with the Company's Articles of Association ('the Articles') retires and offers herself for re-election. The Articles also require that one third of the directors shall retire by rotation at the AGM. However, the Board has agreed that, in accordance with best corporate governance practice, all directors should stand for re-election every year and, accordingly, all the directors will retire from the Board at the AGM and will offer themselves for re-election.

Biographical information for each of the directors is provided on pages 13 and 14 of the Annual Report.

The Listing Rules require companies that have a controlling shareholder or shareholders to put the election or re-election of independent directors to a dual vote of (a) the shareholders as a whole and (b) the independent shareholders, being any person entitled to vote on the election of directors who is not a controlling shareholder of the Company. As a result of BlueGem holding more than 30% of the Company's ordinary shares following the placing and open offer in July 2018, resolution 4 relating to the re-election of Fiona Czerniawska is therefore being proposed as an ordinary resolution which all shareholders may vote on but in addition the company will separately count the number of votes cast by independent shareholders in favour of the resolution (as a proportion of the total votes of independent shareholders cast on the resolution) to determine whether the second threshold referred to in (b) above has been met. The Company will announce the results of resolution 4 on this basis as well as announcing the results of the ordinary resolutions of all shareholders.

The Board has no hesitation in recommending the election or re-election of the directors to shareholders. The Board believes that each director

brings considerable and wide ranging skills and experience to the Board as a whole and continues to make an effective and valuable contribution to the deliberations of the Board. Each Director has continued to perform effectively and demonstrate commitment to their role.

Resolution 9 – Reappointment of the auditor

The Company's auditor is required to be reappointed at each AGM at which accounts are presented. This resolution proposes, on the recommendation of the Audit and Risk Committee, the reappointment of Deloitte LLP as auditor to the Company until the conclusion of the next AGM of the Company at which the accounts are laid.

Resolution 10 – Auditor's Remuneration

Resolution 10 seeks shareholder consent for the Audit and Risk Committee to set the auditor's remuneration.

Resolution 11 – Directors' authority to allot shares

The purpose of Resolution 11 is to authorise the Directors to allot shares. The authority in paragraph (A) will allow the directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to approximately one third (33.3%) of the total issued ordinary share capital of the Company (exclusive of treasury shares) which as at 22 March 2019, being the latest practicable date prior to publication of this notice of meeting, is equivalent to a nominal value of £5,055,095.

The authority in paragraph (B) will allow the directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a further nominal value of £5,055,095, which is equivalent to approximately one third (33.3%) of the total issued ordinary share capital of the Company (exclusive of treasury shares) as at 22 March 2019. As at 22 March, the Company held no treasury shares.

There are no present plans to undertake a rights issue or to allot new shares other than in connection with employee share plans. The directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

Resolution 12 and 13 – Disapplication of pre-emption rights

If the directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportions to their existing holdings.

Resolution 12 deals with the authority of the directors to allot new shares or other equity securities pursuant to the authority given by resolution 11, or sell treasury shares, for cash without the shares or other equity securities first being offered to shareholders in proportion to their existing holdings. Such authority shall only be used in connection with a pre-emptive offer, or otherwise, up to an aggregate nominal amount of £758,264 being approximately 5% of the total issued ordinary share capital of the Company as at 22 March 2019. As at 22 March 2019, the Company holds no treasury shares.

The Pre-emption Group Statement of Principles supports the annual disapplication of pre-emption rights in respect of allotments of shares

Explanatory Notes to the Notice of the Annual General Meeting (Continued)

and other equity securities (and sales of treasury shares for cash) representing no more than an additional 5% of issued ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment. The Pre-emption Group's Statement Principles defines 'specified capital investment' as meaning one or more specific capital investment related uses for the proceeds of an issuance of equity securities in respect of which sufficient information regarding the effect of the transaction on the Company the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, and in line with the template resolutions published by the Pre-emption Group, Resolution 13 seeks to authorise the directors to allot new shares and other equity securities pursuant to the authority given by Resolution 11, or sell treasury shares, for cash up to a further aggregate nominal amount of £758,264, being approximately 5% of the total issued ordinary share capital of the Company as at 22 March 2019, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

If these resolutions are passed, the authorities will expire at the end of the next AGM or on 30 June 2020, whichever is earlier.

The directors consider the authorities in Resolutions 12 and 13 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a rights issue or other pre-emptive offer without the need to comply with the strict requirements of the statutory pre-emption provisions.

The directors intend to adhere to the provision in the Pre-emption Group's Statement of Principles not to allot shares for cash on a non-pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company with a rolling three-year period other than (i) after prior consultation with shareholders or (ii) in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

Resolution 14 – Authority to purchase own ordinary shares

The effect of Resolution 14 is to renew the authority granted to the Company to purchase its own ordinary shares up to a maximum of 151,652,842 ordinary shares, until the AGM in 2020 or 30 June 2020, whichever is earlier. This represents 10% of the ordinary shares in issue (excluding shares held in treasury) as at 22 March 2019, being the latest practicable date prior to the publication of this notice. The Company's exercise of this authority is subject to the stated upper and lower limits on the price payable.

Pursuant to the Company Act 2006, the Company can hold shares which are repurchased as treasury shares and either re-sell them for cash, cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share schemes. Holding the repurchased shares as treasury shares will give the Company the ability to re-sell or transfer them in the future and will provide the Company with the additional flexibility in the management of its

capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares. Shares held as treasury shares will not automatically be cancelled and will not be taken in account in future calculation of earnings per share (unless they are subsequently re-sold or transferred out of treasury).

The directors consider it desirable and in the Company's interests for shareholders to grant this authority. The directors have no present intention to exercise this authority, and will only do so if and when conditions are favourable with a view to enhancing net asset value per share.

Resolution 15 – Notice for general meetings

Resolution 15 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 Companies Act 2006 a shareholder special resolution has to be passed to authorise such notice. Without the passing of this resolution, the minimum notice period under Section 307A of the Companies Act 2006 would be 21 days. The directors' intention is to call general meetings on less than 21 days' notice only 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. An electronic voting facility will be made available to all shareholders for any meeting held on such notice. Shareholder approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

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 AGM convened by this notice. A member may appoint more than one proxy in relation to the AGM 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 Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF or at the electronic address detailed below, in each case not less than 48 hours before the time appointed for holding the AGM (Saturdays, Sundays and public holidays excluded). Members may submit their proxy vote electronically via www.signalshares.com. From there the member can log in to their Link share portal account, or register for the Link 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 AGM in person if he/she so wishes.
3. A person who has been nominated under Section 146 of the 2006 Act 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 AGM. 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 AGM (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 AGM. 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 AGM (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 the close of business on Friday 14 June 2019 (or, in the event of any adjournment, at the close of business 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 AGM.
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 AGM and at the place of the meeting for 15 minutes prior to, and during, the AGM.
11. As at 6.00 pm on 22 March 2019 (being the last practical business day prior to publication of this notice), the Company's issued share capital comprised 1,516,528,424 ordinary shares carrying one vote each, of which none are held as treasury shares. Therefore, the total number of voting rights in the Company as at 22 March 2019 is 1,516,528,424. Options to subscribe for a total of 1,717,846 shares, being 0.11% of the issued ordinary share capital (excluding treasury shares), were outstanding at 22 March 2019 (being the latest practicable date prior to the publication of this notice).
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.
13. In the case of joint shareholders, the signature of any of them will suffice, but the names of all joint holders should be shown, and the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
14. Under Section 527 of the 2006 Act, 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 AGM; 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 of the 2006 Act.The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under Section 527 of the 2006 Act, 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 AGM includes any statement that the Company has been required under Section 527 of the 2006 Act to publish on a website.
15. A member attending the AGM 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.
16. A copy of this notice, and other information required by Section 311A of the 2006 Act, can be found at www.mcgcplc.com.