

Attendance card

Management Consulting Group PLC – Annual General Meeting 2019

Signature of person attending

To be held at the offices of
Baker & McKenzie LLP, 100
New Bridge Street, London
EC4V 6JA at 11.00 am on
Tuesday 18 June 2019.

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.

Number of shares:

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 11.00 am on Friday 14 June 2019 at Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF. You may also deliver the form by hand to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
4. As an alternative to completing this form, you can appoint a proxy electronically at www.signalshares.com. For an electronic proxy appointment to be valid, your appointment must be received by no later than 11.00 am on Friday 14 June 2019.
5. A corporation must execute the form of proxy under either its common seal or the hand of a duly authorised officer or attorney.
6. 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.
7. 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.
8. 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.
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.

+ Form of proxy

Management Consulting Group PLC – Annual General Meeting

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

Barcode:



Event code:

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 11.00 am on Tuesday 18 June 2019 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 the annual report and the accounts for the year ended 31 December 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. To re-appoint Deloitte LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To authorise the Audit Committee of the Company to fix the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Mr M Capello as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Ms F Czerniawska as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Authority to disapply statutory pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Ms P Hackett as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. Additional authority to disapply statutory pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Mr E Di Spizio Sardo as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To authorise the Company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Mr N S Stagg as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. Authority to call a general meeting (other than an AGM) on not less than 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Mr J D Waldron as a director of the Company	<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