

Attendance card

Management Consulting Group PLC (the “Company”) – Annual General Meeting (“AGM” or “Meeting”)

Notes

- 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. Whilst shareholders may appoint whomever they wish as proxy, shareholders are directed to note 5 below, and paragraph 1.2 and section 9 of Part 1 of the Circular accompanying the Notice of Annual General Meeting, each of which relate to the COVID-19 crisis.
- Unless otherwise indicated the proxy will vote as he/she thinks fit or, at his/her discretion, abstain from voting.
- The form of proxy below must arrive not later than 11.00 am on 21 May 2020 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.
- 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 21 May 2020
- The appointment of a proxy will not preclude a member from attending the Meeting and voting in person but if he or she does so this proxy appointment will terminate automatically. However, in view of the ongoing COVID-19 pandemic, the Company is strongly encouraging shareholders to vote on the resolutions being put to the Meeting by appointing the Chairman of the Meeting as proxy and giving your voting instructions in advance using this Form, and, not to attend the Meeting in person.
- A corporation must execute the form of proxy under either its common seal or the hand of a duly authorised officer or attorney.
- 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.
- 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.
- 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.
- To appoint more than one proxy you may photocopy this form, however, shareholders are directed to notes 1 and 5 above. 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.
- Each of the resolutions to be put to the Meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting.
- If the Board of Directors of the Company believe that it becomes necessary or appropriate to make alternative arrangements for the holding of the AGM due to COVID-19, they will ensure that shareholders are given as much notice as possible. Further information will be made available through an announcement to the London Stock Exchange and through an upload to the Company’s website mcgplc.com.

Signature of person attending

Number of shares:

Barcode

To be held at the offices of Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA at 11.00 am on 26 May 2020

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. Please refer to notes 5 and 12 in the notes section above in connection with the current COVID-19 crisis.

+ 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

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 26 May 2020 and at any adjournment thereof in relation to the resolutions specified in the notice of AGM (the “Resolutions”) and any other business (including adjournments and amendments to the Resolutions) which may properly come before the Meeting or any adjournment thereof. I/we have indicated with an ✖ how I/we wish my/our votes to be cast on the following resolutions:

Event Code

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 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. To re-appoint BDO 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 approve the Directors’ Remuneration Policy	<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 Mr M Capello 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 re-elect Ms F Czerniawska as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To authorise the Company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Ms P Hackett as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. 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"/>
7. To re-elect Mr E Di Spiezio Sardo as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. Authority to cancel the listing of the ordinary shares in the capital of the Company, and to remove such ordinary shares from trading on the London Stock Exchange	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Mr N S Stagg 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