

Notice of Annual General Meeting 2022

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

The contents of this promotion have not been approved by an authorised person within the meaning of Financial Services and Markets Act 2000 (United Kingdom) ("FSMA"). Reliance on this promotion for the purpose of engaging in an investment activity may expose an individual to a significant risk of losing all monies invested.

If you are in any doubt about the contents of this letter or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who is authorised under FSMA if you are in the United Kingdom, or, if not, from another independent financial adviser who is appropriately authorised and who specialises in advising on the acquisition of shares and other securities.

The offer contemplated by this letter will only be made available by Management Consulting Group PLC to the public in accordance with the Financial Conduct Authority's Prospectus Rules, and, in a Member State of the European Economic Area, in each case under the following exemptions under the Prospectus Regulation ((EU) 2017/1129) (the "Prospectus Regulation"): (a) to any legal entity which is a qualified investor as defined under the Prospectus Regulation; (b) to fewer than 150 natural or legal persons (other than qualified investors as defined under the Prospectus Regulation); or (c) in any other circumstances falling within Article 1(4) of the Prospectus Regulation or as permitted under the Financial Services and Markets Act 2000. Accordingly, Management Consulting Group PLC will not be required to publish a prospectus in connection with the offer.

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 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 Thursday 30 June 2022 at the offices of Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA, is set out on page 7 of this document. You can appoint your proxy electronically by visiting www.signalshares.com where full details of the procedure can be found. You will need your investor code or IVC number which is printed on share certificates or can be obtained by contacting the Company's Registrar, Link Group. You may also request a hard copy proxy form directly from the Company's Registrar. Instructions on how to do this are provided on page 5 of this document. Your proxy appointment(s) and instructions whether submitted electronically or by hard copy must be received by Link Group, by no later than 11.00 am on Tuesday 28 June 2022. Any appointments and instructions received after this time, or sent to any address other than that provided, will not be valid.

Management Consulting Group PLC

To all holders of the ordinary shares of 1 penny each and holders of preference shares of 0.23 pence each in the capital of the Company

Dear Shareholder,

On behalf of the Directors of Management Consulting Group PLC (together the "**Board**" or the "**Directors**"), I can confirm that the 2022 Annual General Meeting ("**AGM**" or "**Meeting**") of the Company will be held at 11.00 am on Thursday 30 June 2022 at the offices of Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA.

Annual General Meeting 2022

The Notice of the AGM is set out in Appendix II on page 7 of this document, detailing the resolutions that the shareholders are being asked to vote on. Explanatory notes of the business to be conducted at the AGM are set out following the Notice of the AGM.

Issue of New Preference B Shares and Offer to Shareholders

Taking into account the difficult trading conditions imposed by COVID-19, the Board has now resolved to issue a new class of shares in the Company of 0.06 pence each (the "**New B Prefs**"). It is proposed that the New B Prefs will be non-redeemable preference shares, known as Preference B Shares, and will carry voting rights equivalent to those of the Ordinary Shares (one vote per share) and the Preference Shares issued in 2021 ("**Existing Prefs**"). The New B Prefs, alongside the Existing Prefs, will have a preferential right to receive dividends over the rights attaching to the Ordinary Shares until such time as dividends equal in value to the subscription value of the New B Prefs have been paid by the Company. Following such occurrence, the New B Prefs will rank equally with the Ordinary Shares with respect to dividend entitlements.

Full terms of the New B Prefs are set out in the amendments to the Company's Articles of Association. The proposed new Articles of Association are available, in full, along with a redline version against the existing Articles showing all proposed changes within the Investors section of the Company's website at <https://mcgplc.com/home.html>.

This letter is being sent to you to provide notice of the AGM which will also seek to grant authority to the Board to allot the New B Prefs and offer you the opportunity to subscribe for New B Prefs (the "**Offer**" or the "**Open Offer**").

The New B Prefs are not subject to statutory pre-emption rights for Shareholders. However, the Board has resolved to structure the Offer as a pre-emptive offer so that all Shareholders will be offered the opportunity to subscribe for New B Prefs on a pro rata basis to their existing holding of Ordinary Shares and/or Existing Prefs (the "**Open Offer Entitlement**"). Each existing Shareholder's Open Offer Entitlement shall be calculated on the basis of 1 Ordinary Share or Existing Pref (as applicable) held on the Record Date (being 6.00pm on 31 May 2022) being equal to 1 New B Pref.

The subscription price at which the New B Prefs are offered is 0.06 pence per New B Pref (the "**Offer Price**"). Subscription monies for the New B Prefs at the Offer Price will be payable on 29 June 2022, and on 5 July 2022 the New B Prefs taken up by Shareholders (representing up to 3,461,847,437 New B Shares, if all Shareholders take up their full entitlement) will be issued.

The Company's largest Shareholder, BlueGem Delta Sarl, has entered into an irrevocable undertaking to the Company to subscribe for up to 3,461,847,437 New B Prefs, constituting its Open Offer Entitlement and up to a further 1,682,976,866 New B Prefs in addition to its Open Offer Entitlement (to a total aggregate value of up to £2,077,108).

It will also be open to other Shareholders to apply for additional New B Prefs in excess of their Open Offer Entitlement ("**Excess Shares**"). In the event that the aggregate number of New B Prefs applied for exceeds the number of New B Prefs available under the Offer, the Board reserves the right to scale back individual applications for Excess Shares at the Board's discretion. For the avoidance of doubt, any scale back actions undertaken by the Board will not reduce the amount of New B Prefs allocated to you below your Open Offer Entitlement.

As set out below in the Notice of AGM, Shareholders are also being asked to approve four allotment authorities in addition to the allotment authority required for the Offer to proceed, being (i) to issue Ordinary Shares in the Company representing up to £6,537,355.67 in value pursuant to a general authority, (ii) to issue New B Prefs representing up to £2,077,108 in value in connection with the Offer, (iii) to issue New B Prefs representing up to £1,000,000 in value pursuant to a general authority, and (iv) to issue G Shares (see description below) up to an aggregate nominal amount of £20.00. The amounts in (i) and (iii) are being put forward to enable the Company to access funding if needed beyond the proceeds of the Offer. The Board is retaining this flexibility in case emergency funding is required between the completion of the Offer and the Company's 2023 Annual General Meeting.

Accordingly, the notice of the AGM is included in Appendix II at page 7. In addition to providing the authority to allot the New B Prefs, Shareholders will be asked to approve amendments to the rights attaching to Ordinary Shares and the Existing Prefs, as well as changes to the Company's Articles of Association in order to formally recognise the New B Prefs and the G Shares as a separate class of shares to the Ordinary Shares and Existing Prefs.

Shareholders should note that should Resolution 11 be approved and the amended Articles of Association of the Company be adopted, the rights of Ordinary Shares will be amended such that, as well as the amendments approved in 2021 in relation to the Existing Prefs (i) the New B Prefs will rank in priority to the Ordinary Shares until such time as a value equal to the subscription value of the New B Prefs has been distributed, and (ii) on a sale of all of the assets of the Company, or on a reduction of capital or repayment of capital in connection with a winding up of the Company, the priority of payments will be (1) the subscription value of the New B Prefs and the Existing Prefs will be repaid to holders of New B Prefs and the Existing Prefs (to the extent holders of New B Prefs and Existing Prefs have not received such amount through distributions), (2) an amount equal to that set out in (1) will be paid to holders of Ordinary Shares, (3) in the event that the net sale proceeds are equal to or exceed £30 million, 20 percent of the net sale proceeds, as described below, shall be paid to that holder of G Shares in proportion to the number of G Shares held by that holder out of the total number of 2,000 authorised G Shares, and (4) the balance will be paid to holders of New B Prefs, Existing Prefs, and holders of Ordinary Shares and G Shares on a *pari passu* basis.

Allotment and issue of G Shares

In order to incentivize employees, the Board has now resolved to allot and issue a new class of shares in the Company, known as G Shares of £0.01 each (the "**G Shares**"). It is proposed that the G Shares will be redeemable ordinary shares. The G Shares will carry no dividend or voting rights. The nominal value of the G Shares shall be £0.01 per G Share.

The G Shares will be acquired by employees of the Group as part of the Company's new Growth Share Scheme. G Shares will entitle the holders of G Shares to 20 percent of the net sale proceeds (less any transaction costs and other expenses) of an **Exit**, where such net sale proceeds pursuant to the Exit are equal to or exceed £30 million. The 20 percent of the net sale proceeds will be paid out to each holder of G Shares in proportion to the number of G Shares they hold in relation to the total number of G Shares that are authorised, which is 2000 G Shares. An **"Exit"** is defined as either a 90 percent share sale or a 90 percent asset sale of either Alexander Proudfoot (Europe) Limited ("**Proudfoot**") or the Company. If the Exit constitutes a sale of shares of the Company, the selling shareholders may exercise a drag along right in respect of the G Shares. In the event that the G Shares are not sold pursuant to an Exit, then the Company shall be entitled, following such Exit, to redeem the G Shares for their nominal value.

The G Shares shall vest at a rate of 6.25 percent at the end of each quarter over a 5 year period, or they shall vest in full immediately upon an Exit. If a participant's employment is terminated for any reason prior to their G Shares having vested in full, the consequences for vesting and forfeiture will depend on whether the participant is a 'Good Leaver' or a 'Bad Leaver'. The vested G Shares of Good Leavers will continue to be held by them and, subject to the stipulated qualification and participation criteria, participate in the distribution of the net sale proceeds in the event of an Exit. The unvested G Shares of Good Leavers will be acquired on Exit for the higher of (i) their subscription price; and (ii) their fair market value at the termination date (or such later date as determined by the Board). The unvested G Shares of Bad

Leavers will be acquired for the lower of (i) their subscription price; and (ii) their fair market value at the termination date (or such later date as determined by the Board). Fair market value will be as provided by a specialist valuation firm.

The first acquisition of G Shares will be made by Neil O'Brien (in connection with his recent employment with Proudfoot), who will acquire 1,000 G Shares, and Joost van de Meent, who will acquire 300 G Shares. Under the Growth Share Plan, employees may be loaned the subscription price for the G Shares.

Full terms of the G Shares are set out in the amendments to the Company's Articles of Association. The proposed new Articles of Association are available, in full, along with a redline version against the existing Articles showing all proposed changes within the Investors section of the Company's website at <https://mcgplc.com/home.html>.

BACKGROUND TO THE OFFER

The Global Management consulting industry was worth approximately \$206 billion in 2021 having contracted by around 4% in 2020, as a consequence of the pandemic. The industry bounced back with exceptionally high growth in 2021 with overall growth of 11% per annum compared to a pre-crisis norm of around 7%, the forecast for 2022 is almost as strong at 10%. Projections to 2025 suggest the industry will continue to grow ahead of pre-pandemic levels as structural changes which were apparent pre-pandemic have a growing impact.

From an industry perspective, the core asset-intensive market (energy, resources utilities and manufacturing) accounts for a quarter of the global consulting market. The energy resources and utility's subsector has been especially slow to recover growing only 7% in 2021, the picture in manufacturing is more positive with 12% growth going forward. Our core sectors should grow in excess of 10% in 2022 slowing slightly in future years. After the pandemic we have seen a sharp increase in consulting work as organisations start to re-plan for a different future. We are seeing very significant growth in demand from private equity firms initially in strategy work but as projects come forward the operations consulting elements are being activated. This is particularly shown as a desire by clients to execute actual improvements in performance rather than spending time in planning, hence operational consulting work will grow at a faster rate than other forms of consulting work.

The supply chain crisis created by the pandemic and the impact of the invasion by Russia of Ukraine have led to many clients wanting to build security into their supply chains and resilience into their operations. High energy and mineral prices caused by a global squeeze in this area has led natural resource companies to increase production to take advantage of these high prices. Proudfoot is well placed to provide services to these resource companies to meet their production ambitions and we have already seen a significant growth in potential projects in this area.

After many years within Proudfoot, Pam Hackett has decided to leave the business and pursue her focus on publishing her next book. The Board of MCG is very pleased to announce the appointment of Neil O'Brien as the new CEO for Proudfoot together with a new special advisor to the board, Joost van de Meent.

Neil brings a wealth of experience and knowledge to our business. He joins us from Accenture where he led the Energy, Chemicals and Natural Resources business in the UK & Ireland, as well as leading a number of global accounts with operations in Europe, Africa, and North & South America.

Neil has had significant success across a wide global client base by originating and delivering consulting work, building high performing collaborative teams and establishing trusted client relationships.

Prior to Accenture, Neil was CEO of Chaucer Consulting, successfully leading a MBO followed by multi-year growth across 30+ clients in Europe and North America.

Joost has already been working with the Board for a couple of months and we are delighted that he will join as special advisor to the Board. Joost is a seasoned international leader who worked as Accenture's lead for resources industries in EALA (Europe, Africa, Middle East, and Latin America) growing the business from US\$ 1.5bn to US\$ 2.5bn over a period of five years. Before that he was stationed in Japan and later in Australia to lead Accenture's resources practice.

Prior to Accenture he started his own company (eFactory) and was Managing Director in GE Capital. Currently, Joost also serves as the Chairman for an NGO called Max Foundation.

Joost will be joining with immediate effect and Neil after the summer.

Proudfoot is changing its sales model to that of a more traditional consulting business where business development and delivery are overseen by the same individual this will provide a better client service with a more integrated approach and also lead to a significantly lower cost of business development. A large proportion of this will be covered by time charged to projects.

The impact of the pandemic over the last two years has had a significant impact on liquidity within the group. We have produced a working capital model taking into account the change of sales model and the change of leadership and we will see the group returned to profit during the second half of this year with a substantially reduced cost base. We anticipate 2023 revenues returning to pre-pandemic levels of those achieved in 2019 next year and significant further growth as we focus on our core clients and rebuild the business to levels achieved five or six years ago.

Prior to launching this offer the Company's management team has explored alternative methods of funding such as issuing further ordinary shares or using traditional debt. These alternative options have proved unavailable or inadequate and therefore the Board considers the Offer to be necessary if the business is to continue throughout 2022 and beyond.

The fundamental rationale for seeking the above mentioned shareholder authority at the 2022 AGM remains the same however upon further deliberation the Board has resolved to structure the offer by way of a further issue of non-redeemable voting preference shares (referred to herein as the New B Prefs).

The Board has chosen to structure the Offer in this manner based on discussions with the Company's major shareholders and because it enables shareholders who support the Company through the offer to benefit from a priority return upon any future dividend payments.

As the revenue levels grow and we win further projects the working capital requirements of the group increase as our cost base flexes upwards to deliver projects whilst payments from clients lag by approximately two months. The significant growth we are projecting requires further funding in order to meet this demand.

PARTICIPATION IN THE OFFER

MCG is sending this letter to you on the understanding that you are an existing Shareholder in the Company as referred to in Article 43 of the FSMA (Financial Promotion) Order 2005 (an "**Eligible Participant**").

If you are an Eligible Participant based outside of the United Kingdom then you will need to take your own professional advice as to whether participating in the Offer would be lawful in your jurisdiction. The Company is not, by sending this letter, intending to make the Offer available in any jurisdiction where to do so would be unlawful.

If you are in any doubt as to whether you are an Eligible Participant then the Board recommends that you seek your own professional advice.

ACTION TO BE TAKEN TO ACCEPT THE OFFER

By sending you this letter, MCG is offering you the opportunity, subject to the Shareholders passing the resolutions set out in the notice of the AGM, to apply for your Open Offer Entitlement to New B Prefs on a pre-emptive basis.

The Offer is open from the date of this letter until 11.00 am on 29 June 2022.

Should you wish to accept the Offer, you may do this either through CREST (if you hold your Ordinary Shares or Existing Prefs in uncertificated form) or using the enclosed personalised Application Form (if you hold your Ordinary Shares or Existing Prefs in certificated form).

Those holding Ordinary Shares or Existing Prefs in certificated form should please complete and return the Application Form, including details of the aggregate amount in £ Sterling of New Shares in which you wish to subscribe for to Link Group ("**Link**", or the "**Receiving Agent**"). The Application Form contains clear instructions regarding payment.

If you wish to apply for Excess Shares (being New B Prefs in excess of your Open Offer Entitlement), you will be able to do so either through CREST (if you hold your Ordinary Shares or Existing Prefs in uncertificated form) or using the Application Form (if you hold your Ordinary Shares or Existing Prefs in certificated form). In the event that the aggregate number of New B Prefs applied for exceeds the number of New B Prefs available under the Offer, the Board reserves the right to scale back individual applications at the Board's discretion. For the avoidance of doubt, any scale back actions undertaken by the Board will not reduce the amount of New B Prefs allocated to you below your Open Offer entitlement.

As noted above, the Offer will settle on 29 June 2022. Therefore the application amounts in £ Sterling will need to be received by the Receiving Agent no later than 11.00 am 29 June 2022.

MCG shall be entitled to rely without investigation on the completeness and accuracy of the Application Form and expressly excludes any liability whatsoever for any errors or omissions therein. The action you take is for you alone to decide. Neither the Company nor any of its officers or employees can give any advice as to the action you should take. Before making a decision, you should read this letter (including the Appendices) carefully.

Full terms and conditions of the Offer (the "Terms and Conditions") are available within the 'Investors' section of the Company's website at <https://mcgplc.com/home.html>. If you would rather request a copy, you may do so by emailing enquiry@mcgplc.com and one will be sent to you.

The Terms and Conditions include specific instructions for how to accept the Offer either through CREST (if you hold your Ordinary Shares or Existing Prefs in uncertificated form) or using the Application Form (if you hold your Ordinary Shares or Existing Prefs in certificated form).

A committee of non-executive Board members will be formed to finally determine allocations of New B Prefs under the Offer and address any scale back as a may be required as a result of excess applications above Open Offer Entitlements for New B Prefs.

All enquiries in connection with the procedure for application and completion of the Application Form should be addressed to Link Group, Corporate Actions, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL or you can contact them on Link Group on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

FORWARD LOOKING STATEMENTS

This letter contains statements about MCG that are or may be "forward-looking statements". All statements, other than statements of historical facts, included in this letter may be forward-looking statements. Without limitation, any statements preceded or followed by, or that include, the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "should", "anticipates", "estimates", "projects", "would", "could", "continue", "potential" or words or terms of similar substance or the negative thereof, are forward-looking statements.

These forward-looking statements include matters which are not facts. They appear in a number of places throughout this letter and include (without limitation) statements regarding the Board's intentions, understanding, beliefs or current expectations concerning, among other things, the Company's results of operations, financial condition, liquidity, prospects, growth and strategies. These forward-looking statements are not guarantees of future performance and have not been reviewed by the auditors of the Company. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of any such person, or industry results, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements.

These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. Investors should not place undue reliance on such forward-looking statements and, save as is required by law or regulation, MCG does not undertake any obligation to update publicly or revise any forward-looking statements (including to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based). All subsequent oral or written forward-looking statements attributed to the Company or any persons acting on its behalf are expressly qualified in their entirety by the cautionary statement above. All forward-looking statements contained in this letter are based on information available to the Board at the date of this letter, unless some other time is specified in relation to them, and the posting or receipt of this letter shall not give rise to any implication that there has been no change in the facts set forth herein since such date.

Annual Report 2021

In 2021, the Company wrote to shareholders seeking their deemed consent to host documents electronically on the Company website, rather than needing to send each shareholder hard copies of all Company documents.

Therefore, the Annual Report 2021 is available within the Investors section of the Company's website at <https://mcgplc.com/home.html>.

For shareholders who did not consent to electronic communications, enclosed are the Company's annual report and accounts for the year ended 31 December 2021 ("**Annual Report**").

Action to be taken with regard to the 2022 Annual General Meeting

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 2022 AGM. To ensure that all shareholder views are represented at the meeting, we strongly encourage you to vote on all resolutions as soon as possible by appointing the chairman of the Meeting as your proxy (or, in the case of beneficial owners who hold their shares indirectly, by submitting appropriate proxy voting instructions) as described below.

If you would like to vote on the resolutions you can appoint a proxy to exercise all or any of your rights to attend, vote and speak at the Meeting.

You can vote by logging on to www.signalshares.com. From there you can log in to their Link share portal account or register for the Link share portal if you have not already done so, by following the on screen instructions. Alternatively, you can request a hard copy proxy form from Link Group on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.

If you do wish to attend in person, please contact the Company in advance at enquiry@mcgplc.com so that they can alert the venue and make appropriate arrangements. Requests for attendance will be addressed on a first come first served basis.

Recommendation and undertakings

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.

The Company has received undertakings to vote in favour of all resolutions proposed at the AGM from shareholders representing >75% of the Company's voting rights.

Yours faithfully,



Nick Stagg
Chairman and Chief Executive
7 June 2022

Appendix I

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Record Date for Entitlements under the Open Offer	6.00 pm 31 May 2022
Posting of Letter, Notice of Annual General Meeting and, to Qualifying non-CREST Shareholders, the Open Offer Application Form	7 June 2022
Period of acceptance for Offer opens	7 June 2022
Open Offer Entitlements and Excess Open Offer Entitlements credited to CREST stock accounts of Qualifying CREST Shareholders	8 June 2022
Latest time and date for requesting withdrawal of Open Offer Entitlements and Excess Open Offer Entitlements from CREST	4.30 pm 23 June 2022
Latest time and date for depositing Open Offer Entitlements and Excess Open Offer Entitlements in CREST	3.00 pm 24 June 2022
Latest time and date for splitting of Application Forms under the Offer	3.00 pm 27 June 2022
Last time and Date for receipt of Forms of Proxy and CREST voting instructions	11.00 am on 28 June 2022
Open Offer closes, last time and date for receipt of Open Offer Application Forms and payment in full and settlement of CREST instructions (as appropriate)	11.00 am 29 June 2022
Time and date of Annual General Meeting	11.00 am on 30 June 2022
Announcement of result of Annual General Meeting and results of Offer on Company website	1 July 2022
Allotment of New B Prefs arising from the settlement of the Offer in CREST	5 July 2022
Share certificates representing New B Prefs despatched for Settlement and credit in CREST for uncertificated shareholders	By 16 July 2022

The Terms and Conditions are available within the Investors section of the Company's website at <https://mcgplc.com/home.html>. If you would rather request a copy, you may do so by emailing enquiry@mcgplc.com and one will be sent to you.

Appendix II

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN of the Annual General Meeting of Management Consulting Group PLC (the “**Company**”), having company number 01000608, which will be held at 11.00 am on Thursday 30 June 2022 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 4 as ordinary resolutions:

Report and accounts

1. To receive the annual report and the accounts of the Company for the year ended 31 December 2021.

Directors

2. To re-elect Mr N Stagg as a director of the Company as stated in Article 120 of the Articles of Association.

Auditor

3. To re-appoint BDO LLP as auditor to the Company to hold office until the conclusion of the next AGM at which accounts are laid before the Company.
4. To authorise the Audit and Risk Committee of the Company to fix the remuneration of the auditor.

Special business

To consider and, if thought appropriate, pass the following resolutions. Resolutions 5, 6, 7 and 8 will be proposed as ordinary resolutions and Resolutions 9, 10, 11 and 12 as special resolutions. Shareholders should note that only ordinary shareholders will be able to vote on Resolution 9, and only holders of Existing Prefs will be able to vote on Resolution 10.

Directors’ authority to allot Ordinary Shares

5. That, in addition to the authority granted by Resolutions 6, 7 and 8 the directors are generally and unconditionally authorised for the purposes of section 551 Companies Act 2006 (the “CA 2006”) to exercise all the powers of the Company to allot Ordinary Shares in the Company and to grant rights to subscribe for or to convert any security into Ordinary Shares in the Company on and subject to such terms as the directors may determine up to an aggregate nominal amount of £6,537,355.67 provided that:
 - a. (unless previously revoked, varied or renewed by the Company) this authority will expire at the end of the 2023 Annual General Meeting of the Company (or, if earlier, at the close of business on 30 June 2023), save that the directors may, before this authority expires, make offers or agreements which would or might require Ordinary Shares in the Company to be allotted, or rights to subscribe for or convert securities into Ordinary Shares to be granted, after its expiry and the directors may allot Ordinary Shares or grant rights to subscribe for or convert securities into Ordinary Shares pursuant to such offers or agreements as if this authority had not expired and that the directors may impose any limits or restrictions and

make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- b. This authority, together with the authority detailed at Resolutions 6, 7, and 8, replaces all subsisting authorities previously granted to the directors for the purposes of section 551, which, to the extent unused at the date of this Resolution, are revoked with immediate effect, without prejudice to any allotment of Ordinary Shares or grant of rights already made, offered or agreed to be made under such authorities.

Authority to allot New B Prefs in connection with the Offer

6. Subject to the passing of Resolutions 7, 8, 9, 10 and 11 and in addition to the allotment authorities proposed at Resolutions 5, 7 and 8, THAT the directors be and are generally and unconditionally authorised for the purpose of section 551 of the CA 2006 to exercise all the powers of the Company to allot new preference B shares in the Company on the terms set out in the proposed new Articles of Association of the Company produced to the meeting and for the purposes of identification marked “A” and initialled by the Chairman of the meeting up to an aggregate nominal amount of £2,077,108 in connection with the Offer, provided that (unless previously revoked, varied or renewed by the Company) this authority will expire on 5 October 2022, being three months from the proposed settlement date, save that the directors may, before this authority expires, make offers or agreements which would or might require shares in the Company to be allotted, or rights to subscribe for or convert securities into shares to be granted, after its expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such offers or agreements as if this authority had not expired.

General authority to allot New B Prefs

7. Subject to the passing of Resolutions 6, 8, 9, 10 and 11, and in addition to the allotment authorities proposed at Resolutions 5, 6 and 8, THAT the directors be and are generally and unconditionally authorised for the purpose of section 551 of the CA 2006 to exercise all the powers of the Company to allot New B Prefs in the Company on the terms set out in the proposed new Articles of Association of the Company produced to the meeting and for the purposes of identification marked “A” and initialled by the Chairman of the meeting up to an aggregate nominal amount of £1,000,000, provided that (unless previously revoked, varied or renewed by the Company) this authority will expire on 30 June 2023, being 12 months from the date of this AGM, save that the directors may, before this authority expires, make offers or agreements which would or might require shares in the Company to be allotted, or rights to subscribe for or convert securities into shares to be granted, after its expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such offers or agreements as if this authority had not expired.

General authority to allot G Shares

8. Subject to the passing of Resolutions 6, 7, 9, 10 and 11, and in addition to the allotment authorities proposed at Resolutions 5, 6 and 7, THAT the directors be and are generally and unconditionally authorised for the purpose of section 551 of the CA 2006 to exercise all the powers of the Company to allot new redeemable G shares in the Company on the terms set out in the proposed new Articles of Association of the Company produced to the meeting and for the purposes of identification marked "A" and initialled by the Chairman of the meeting up to an aggregate nominal amount of £20.00, provided that (unless previously revoked, varied or renewed by the Company) this authority will expire on 30 June 2023, save that the directors may, before this authority expires, make offers or agreements which would or might require shares in the Company to be allotted, or rights to subscribe for or convert securities into shares to be granted, after its expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such offers or agreements as if this authority had not expired.

Amendment to rights attaching to Ordinary Shares

9. Subject to the passing of Resolutions 6, 7, 8, 10 and 11, THAT a majority representing not less than three quarters of the holders of the Ordinary Shares of one pence each in the capital of the Company hereby irrevocably consent to and sanction the variation and modification of the rights attaching to such Ordinary Shares as set out in the proposed new Articles of Association of the Company produced to the meeting and for the purposes of identification marked "A" and initialled by the Chairman of the meeting.

Amendment to rights attaching to existing Preference Shares

10. Subject to the passing of Resolutions 6, 7, 8, 9 and 11, THAT a majority representing not less than three quarters of the holders of the existing preference shares of 0.23 pence each in the capital of the Company hereby irrevocably consent to and sanction the variation and modification of the rights attaching to such preference shares as set out in the proposed new Articles of Association of the Company produced to the meeting and for the purposes of identification marked "A" and initialled by the Chairman of the meeting.

Amendment of the Articles of Association

11. Subject to the passing of Resolutions 6, 7, 8, 9 and 10 THAT, with effect from the conclusion of this meeting, the Articles of Association of the Company contained in the document produced to the meeting and for the purposes of identification marked "A" and initialled by the Chairman of the meeting be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles of Association of the Company.

Disapplication of pre-emption rights for Ordinary Shares

12. That, subject to the passing of Resolution 5, the directors are given power in accordance with section 570 of the CA 2006 to allot equity securities (as defined in section 560 of the CA 2006) of the Company relating to Ordinary Shares for cash pursuant to the authority conferred by that resolution as if section 561(1) of the CA 2006 did not apply to any such allotment up to an aggregate nominal amount of £758,264 provided that (unless previously revoked, varied or renewed by the Company) this power will expire at the end of the 2023 Annual General Meeting of the Company (or, if earlier, at the close of business on 30 June 2023), save that the directors may, before this power expires, make offers or agreements which would or might require equity securities relating to Ordinary Shares to be allotted after its expiry and the directors may allot equity securities pursuant to such offers or agreements as if this power had not expired.

By order of the Board

Prism Cosec Limited, Company Secretary

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

7 June 2022

Explanatory Notes to the Notice of the Annual General Meeting

The following notes give an explanation of the proposed Resolutions. Resolutions 1 to 8 will be proposed as ordinary resolutions and Resolutions 9, 10, 11 and 12 as special resolutions. Shareholders should note that only ordinary shareholders will be able to vote on Resolution 9, and only holders of Existing Prefs will be able to vote on Resolution 10.

Save for the votes in relation to Resolutions 9 and 10, voting at the AGM this year will comprise the aggregate votes cast by all Ordinary Shares and Existing Prefs and therefore the votes cast by holders of Ordinary Shares and Existing Prefs will not be counted separately.

Resolution 1 – Report and accounts

The first item of business is the receipt by the shareholders of the annual report and accounts of the Company for the year ended 31 December 2021. The Directors' report, the strategic report, and the accounts and the report of the Company's auditors on the accounts are contained within the Annual Report. The Annual Report is available on the Company's website <https://mcgplc.com/home.html>.

Resolutions 2 – Re-election of directors

Resolutions 2 is a resolutions for the re-election of directors. The Articles of Association require that one third of the directors shall retire by rotation at the AGM.

The Board has no hesitation in recommending the re-election of Mr N Stagg to shareholders. The Board believes that he 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 3 – Re-appointment 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 re-appointment of BDO LLP as auditor to the Company until the conclusion of the next AGM of the Company at which the accounts are laid.

Resolution 4 – Auditor's remuneration

Resolution 4 seeks shareholder consent for the Audit and Risk Committee to set the auditor's remuneration.

Resolution 5 – Directors' authority to allot Ordinary Shares

The purpose of Resolution 5 is to authorise the Directors to allot Ordinary Shares. The authority will allow the directors to allot new Ordinary Shares and grant rights to subscribe for, or convert other securities into, Ordinary Shares up to approximately one third (33.3%) of the total issued share capital of the Company (exclusive of treasury shares) which, as at 31 May 2022, being the latest practicable date prior to publication of this notice of meeting, is equivalent to a nominal value of £6,537,355.67.

There are no present plans to allot new Ordinary Shares other than in connection with employee share plans.

The directors consider it desirable to have the maximum flexibility permitted by corporate governance best practice guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

Resolutions 6, 7 and 8 - Authority to allot New B Prefs in connection with the Offer, General authority to allot New B Prefs and General Authority to allot G Shares

The explanatory notes with regard to Resolutions 6, 7 and 8 are contained in the Chairman's introductory letter, on page 3 of this notice.

Resolutions 9 & 10 – Amendment to rights attaching to Ordinary Shares and Existing Prefs

The explanatory notes with regard to Resolutions 9 and 10 are contained in the Chairman's introductory letter, on page 3 of this notice.

Resolution 11 - Amendment to Articles of Association

The proposed new Articles of Association of the Company are available, in full, along with a redline version against the existing Articles showing all proposed changes, within the Investors section of the Company's website at <https://mcgplc.com/home.html>.

Resolutions 12 – Disapplication of pre-emption rights

If the directors wish to allot new Ordinary 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 proportion to their existing holdings.

Resolutions 12 deals with the authority of the directors to allot new Ordinary Shares or other equity securities pursuant to the authority given by Resolution 5, or sell treasury shares, for cash without the Ordinary Shares or other equity securities first being offered to shareholders in proportion to their existing holdings. Such authority shall only apply up to an aggregate nominal amount of £981,584.94 being approximately 5% of the total issued ordinary share capital of the Company as at 31 May 2022. Any offer in excess of this amount would need to be made on a pre-emptive basis.

The disapplication of pre-emption rights for 5% of issued capital is in line with corporate governance best practice.

If Resolution 12 is passed, the authority will expire at the end of the 2023 Annual General Meeting of the Company (or, if earlier, at the close of business on 30 June 2023). The directors consider the authority in Resolution 12 to be appropriate in order to allow the Company flexibility to finance business opportunities without the need to comply with the strict requirements of the statutory pre-emption provisions.

Notes

1. A member is entitled to appoint another person as their proxy to exercise all or any of their rights to 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 them. A proxy need not also be a member of the Company.

If you do wish to attend in person, please contact the Company in advance at enquiry@mcgplc.com so that they can alert the venue and make appropriate arrangements.

2. A member can vote either:
 - by logging on to the Company's Registrar, Link Group's share portal www.signalshares.com and from there the member can log into their Link share portal account or register for the Link share portal if they have not already done so, following the on screen instructions. The member will need their investor code or IVC number which is printed on dividend stationery and share certificates or can be obtained by contacting the Company's Registrar, Link Group; or
 - via the registrar's app LinkVote+. The App is free to download via the App Store or Google Play and compatible with smartphones and tablets. In order for you to be able to vote in this way, you will need your Investor Code which can be found on your share certificate; or
 - by requesting a hard copy proxy form directly from Link Group.

Link Group can be contacted on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.

3. 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.

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.

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.

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.

4. To be entitled to 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 Tuesday 28 June 2022 (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.
5. As at 6.00 pm on 31 May 2022 (being the last practical business day prior to publication of this notice), the Company had 1,516,528,424 Ordinary Shares in issue and 1,945,319,013 Preference Shares in issue, all carrying one vote each, of which none are held as treasury shares. Therefore, the total number of voting rights in the Company as at 31 May 2022 is 3,461,847,437.
6. 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.
7. 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.

