



Management Consulting Group PLC

Registered number 01000608

Registered office St Paul's House 4th Floor, 10 Warwick Lane, London, EC4M 7BP

Registered in England and Wales

Notice of Annual General Meeting 2024

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 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 Wednesday 26 June 2024 at the Company's registered office, St Paul's House 4th Floor, 10 Warwick Lane, London, EC4M 7BP, is set out on page 3 of this document.

You can vote online by visiting www.signalshares.com where full details of the procedure can be found. You will need your investor code or IVC number which are printed on dividend stationery and share certificates or can be obtained by contacting the Company's Registrar, Link Group. Alternatively, you can vote via CREST (refer to the notes to the Notice of AGM). You may also request a hard copy proxy form directly from Link Group. 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 Monday 24 June 2024. Any appointments and instructions received after this time, or sent to any address other than that provided, will not be valid.

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.

Letter from the Chairman and Chief Executive

of Management Consulting Group PLC

Registered number 01000608

Registered office St Paul's House 4th Floor 10, Warwick Lane, London, EC4M 7BP

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Management Consulting Group PLC

To all holders of the ordinary shares of 1 penny each, holders of preference shares of 0.0023 pence each, holders of preference B shares of 0.0006 pence each and holders of preference C shares of 0.0001 each, in the capital of the Company

Dear Shareholder,

On behalf of the Directors of the Company (together the "Board" or the "Directors"), I can confirm that the 2024 Annual General Meeting ("AGM" or "Meeting") of the Company will be held at 11.00 am on Wednesday 26 June 2024 at the Company's registered office, St Paul's House 4th Floor, 10 Warwick Lane, London, EC4M 7BP.

Annual General Meeting 2024

The Notice of the AGM is set out on page 3 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 AGM.

Annual Report 2023

The annual report and accounts for the year ended 31 December 2023 is not yet available, due to waiting on significant post balance sheet events not yet confirmed. Therefore we have not included resolutions to receive the annual report and accounts of the Company at the AGM, or to re-appoint the auditor and fix the auditor's remuneration. We expect the annual report and accounts to be available by early September and will convene a general meeting in due course for the purpose of laying the accounts before the shareholders and the re-appointment of the auditor and fixing the auditor's remuneration.

Action to be taken with regard to the 2024 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 2024 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 but cannot attend the AGM in person, 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 vote via CREST (refer to the notes to the Notice of AGM). You can also request a hard copy proxy form from Link Group via email at shareholderenquiries@linkgroup.co.uk or on 0371 664 0300 or, if calling from overseas, on +44 (0) 371 664 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 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales.

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.

Yours faithfully

Neil O'Brien

Chairman and Chief Executive

31 May 2024

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2024 Annual General Meeting of Management Consulting Group PLC (the "Company"), having company number 01000608, will be held at 11.00 am on Wednesday 26 June 2024 at the Company's registered office St Paul's House 4th Floor, 10 Warwick Lane, London, EC4M 7BP for the following purposes:

Ordinary business

To consider and, if thought appropriate, pass the following Resolutions 1 to 4 as ordinary resolutions:

Directors

1. To elect Graham Thomas as a director of the Company.
2. To elect Trevor Jamieson as a director of the Company.
3. To elect Charles Reinighaus as a director of the Company.
4. To re-elect Marco Capello as a director of the Company.

By order of the Board

Prism Cosec Limited, Company Secretary
Registered office: St Paul's House, 4th Floor, 10 Warwick Lane, London
EC4M 7BP England
Registered in England and Wales
31 May 2024

Explanatory Notes to the Notice of the Annual General Meeting

As explained in the letter from the Chairman and Chief Executive, there has been a delay in finalising the accounts for the year ended 31 December 2023. These accounts will be presented to the members at a separate general meeting to be held in September. At this separate general meeting, resolutions to re-appoint the auditor and approve the auditor's remuneration will also be proposed.

The following notes give an explanation of the proposed Resolutions. Resolutions 1 to 4 will be proposed as ordinary resolutions and will be passed if a simple majority of shareholders' votes cast are in favour of the resolution.

Voting at the Meeting this year will comprise the aggregate votes cast by all Ordinary Shares and Preference Shares and therefore the votes cast by holders of Ordinary Shares and Preference Shares will not be counted separately.

Resolutions 1- 4 – Directors

Resolutions 1 to 4 are individual resolutions for the election and re-election of directors. Nick Stagg, Emilio Sardo and Fiona Czemiawska have each resigned from the Board. The Articles of Association require that one third of the Directors shall retire by rotation at the AGM. In addition, any directors appointed to the Board since the last AGM need to be elected. The Board has no hesitation in recommending the election as directors of Graham Thomas, Trevor Jamieson and Charles Reinighaus who were appointed to the Board on 21 May 2024. In addition, the Board recommends the re-election of Marco Capello as a director who is offering himself for re-election in accordance with the Articles of Association, having last been re-appointed to the Board at the 2021 AGM. The Board believes that each director brings considerable, wide-ranging skills and experience to the Board as a whole, makes an effective and valuable contribution to the deliberations of the Board and performs effectively, demonstrating commitment to their role.

Notes

1. A member is entitled to appoint another person as his/her proxy to exercise all or any of his/her 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 him/her. A proxy need not also be a member of the Company.
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;
 - via CREST (see below);or
 - by requesting a hard copy proxy form directly from Link Group.

Link Group can be contacted via email at shareholderenquiries@linkgroup.co.uk or on Tel: 0371 664 0300 or, if calling from overseas, on +44 (0) 371 664 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 9.00 am – 5.30 pm Monday to Friday excluding public holidays in England and Wales.

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 Monday 24 June 2024.

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 & International Limited 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 & International 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.

Unless otherwise indicated on the Form of Proxy, CREST or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion withhold from voting.

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 Monday 24 June 2024 (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 24 May 2024 (being the last practical business day prior to publication of this notice), the Company had 1,516,528,424 Ordinary Shares in issue and 17,504,066,927 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 24 May 2024 is 19,020,595,351.
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.