

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.



Management Consulting Group PLC

Notice of General Meeting

Notice of a General Meeting of Management Consulting Group PLC (the "Company") to be held immediately following the conclusion of the Annual General Meeting being held at 1.30pm on 19 April 2011 at the offices of Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA is set out in this document. Shareholders will also find enclosed with this document a form of proxy for use in connection with the General Meeting. **To be valid, the form of proxy should be completed, signed and returned in accordance with the instructions printed thereon, as soon as possible and, in any event, so as to reach the Company's registrars, Capita Registrars, by no later than 1.30pm on 17 April 2011. The form of proxy can be delivered by post or by hand to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.** Completion and return of a form of proxy will not preclude shareholders from attending and voting at the General Meeting should they choose to do so. Further instructions relating to the form of proxy are set out in the notice of the General Meeting.

Letter from the Chairman

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

30 March 2011

Dear Shareholder

General Meeting

The Notice convening the Annual General Meeting (the "AGM") of the Company to be held at 1.30pm on Tuesday 19 April 2011 at the offices of Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA inadvertently omitted the resolution needed to approve the final dividend proposed by the Directors. In order to correct this omission, we are convening a General Meeting of the Company to be held immediately following the conclusion of the AGM to consider this matter (the "General Meeting").

The Company is seeking your consideration and approval of the following matter:

Resolution – Approval of Final Dividend

This resolution proposes the declaration of a final dividend of 0.30p per ordinary share for the year ended 31 December 2010. The dividend is recommended by the Board and requires the approval of shareholders at the General Meeting. Subject to the passing of this resolution, the final dividend will be paid on 6 July 2011 to shareholders on the register as at 10 June 2011.

Action to be taken

Shareholders will find enclosed a form of proxy for use in relation to the General Meeting.

Forms of proxy should be completed and returned in accordance with the instructions printed on the forms so that they arrive at the Company's Registrars, Capita Registrars, or so that they are received electronically pursuant to the CREST electronic appointment service or via www.capitashareportal.com, as soon as possible and in any event no later than 48 hours before the General Meeting. Completion and return of a form of proxy will not prevent shareholders from attending and voting at the General Meeting. 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 notes to the Notice of General Meeting on page 3.

Recommendation

Your Directors consider that the resolution set out in the Notice of General Meeting is in the best interests of the Company and its shareholders as a whole and recommend that you vote in favour of the resolution, as they intend to do in respect of their own beneficial holdings.

Yours sincerely



Alan Barber
Chairman

Appendix – Notice of General Meeting

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held immediately following the conclusion of the Annual General Meeting being held at 1.30pm on Tuesday 19 April 2011 at the offices of Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA for the following purpose:

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

To declare and approve the final dividend for the year ended 31 December 2010 of 0.30p per ordinary share.

By order of the Board,



Charles Ansley
Company Secretary
30 March 2011

Registered office
10 Fleet Place
London EC4M 7RB
England

Notes

1. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the General Meeting convened by this notice. A member may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. 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 Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU or at the electronic address detailed below, in each case not less than 48 hours before the time appointed for holding the General Meeting. Members may submit their proxy vote electronically via www.capitashareportal.com. From there the member can log into their Capita share portal account or register for the Capita 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 General Meeting in person if he/she so wishes.
3. A person who has been nominated under Section 146 Companies Act 2006 (the "CA 2006") 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 General Meeting. 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.

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.

4. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the General Meeting (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 General Meeting. 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.

5. To be entitled to attend and vote at the General Meeting (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 6pm on 15 April 2011 (or, in the event of any adjournment, 6pm 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 General Meeting.
6. As at 6pm on 29 March 2011 (being the last business day prior to publication of this notice), the Company's issued share capital comprised 446,851,944 ordinary shares carrying one vote each. Therefore, the total number of voting rights in the Company as at 29 March 2011 is 446,851,944.
7. 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.
8. Any member attending the General Meeting 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.
9. A copy of this notice, and other information required by Section 311A of the CA 2006, can be found at www.mcgplc.com.



Management Consulting Group PLC

Management Consulting Group PLC
10 Fleet Place, London EC4M 7RB
United Kingdom

Tel: +44 20 7710 5000

Fax: +44 20 7710 5001

www.mcgplc.com