

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Management Consulting Group PLC will be held at 2.00 pm on 21 April 2009 at the offices of Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA for the undermentioned purposes:

Ordinary business

To consider and, if thought fit, pass the following Resolutions 1 to 9 (inclusive) as Ordinary Resolutions.

1. To receive and adopt the directors' report and annual accounts of the Company for the year ended 31 December 2008 together with the auditors' report on those accounts and on the auditable parts of the directors' remuneration report.
2. To receive and approve the directors' remuneration report as set out in the annual report and accounts of the Company for the year ended 31 December 2008.
3. To declare and approve the final dividend for the year ended 31 December 2008 of 0.90p per share.
4. To re-appoint Mr A J Barber as a director of the Company, who is retiring by rotation.
5. To re-appoint Baroness Cohen as a director of the Company, who is retiring by rotation.
6. To re-appoint Mr A H Simon OBE as a director of the Company, who is retiring by rotation.
7. To re-appoint Mr J P Bolduc as a director of the Company, who is retiring by rotation.
8. To re-appoint Mr J D Waldron as a director of the Company who, having been appointed since the last Annual General Meeting, is required to stand down and offer himself for re-appointment.
9. To re-appoint Deloitte LLP as auditors to the Company, to hold office from the conclusion of the meeting until the conclusion of the next Annual General Meeting and to authorise the directors to determine the auditors' remuneration.

Special business


10. To consider and, if thought fit, pass the following Resolutions. Resolution 10(a) will be proposed as an Ordinary Resolution and Resolutions 10(b) and 10(c) and 11 as Special Resolutions:
 - (a) THAT the directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all powers of the Company to allot relevant securities (within the meaning of that Section) up to an aggregate nominal amount of £27,605,813 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in General Meeting) on the earlier of the fifth anniversary of the passing of this resolution and the Annual General Meeting of the Company to be held in 2014, save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority hereby conferred had not expired and such authority shall be in substitution for all previous authorities pursuant to the said Section 80, which are hereby revoked, without prejudice to any allotment of relevant securities pursuant thereto.
 - (b) THAT, subject to the passing of Resolution 10(a) in the notice of meeting, the directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the said Act as from time to time amended) wholly for cash pursuant to the authority conferred by such resolution as if subsection (1) of Section 89 of the said Act did not apply to such allotment provided that this power shall be limited:
 - (i) to the allotment of equity securities where the securities have been offered (whether by way of rights issue, open offer or otherwise) to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, of the requirements of any recognised regulatory body or any stock exchange in, any territory);
 - (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal value of £4,140,871; and shall expire (unless previously renewed, varied or revoked by the Company in General Meeting) on the earlier of the fifth anniversary of the passing of this Resolution and the Annual General Meeting to be held in 2014, save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired and such authority shall be in substitution for all previous disapplications of Section 89(1) of the Companies Act 1985, which are hereby revoked, without prejudice to any allotment of securities pursuant thereto.

Notice of Annual General Meeting continued

Special business continued

- (c) THAT the Company be and is hereby generally and unconditionally authorised for the purposes of Section 166 of the Companies Act 1985 to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of ordinary shares of 25p each in the capital of the Company ('ordinary shares') on such terms and in such manner as the Directors may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes set out in Section 162D of the Companies Act 1985, including for the purpose of its employee share schemes provided that:
- (i) the maximum number of ordinary shares hereby authorised to be purchased shall be 33,126,975;
 - (ii) the minimum price (exclusive of stamp duty and expenses) which may be paid for an ordinary share shall be 10p;
 - (iii) the maximum price which may be paid for an ordinary share is the higher of the amount equal to 105% of the average of the middle market quotations for an ordinary share derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and the amount stipulated by article 5(1) of the Buyback and Stabilisation Regulation 2003 (in each case exclusive of stamp duty and expenses); and
 - (iv) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or 21 July 2010, whichever is earlier, unless such authority is renewed or revoked prior to such time, save that the Company may enter into contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contracts will or may be executed wholly or partly after the expiry of such authority, and may make purchases of ordinary shares pursuant to any such contracts.
11. THAT the Company be and is hereby generally and unconditionally authorised to hold General Meetings other than Annual General Meetings on 14 clear days' notice from the date of the passing of this Resolution 11 until the conclusion of the next Annual General Meeting of the Company.

By order of the Board,



Charles Ansley
Company Secretary
9 March 2009