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*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 advisor 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.*

**Management Consulting Group PLC**  
St Paul's House 4th Floor  
10 Warwick Lane  
EC4M 7BP  
London

**22 January 2021**

To: The holders of the outstanding 1,516,528,424 ordinary shares ("Ordinary Shares") in Management Consulting Group PLC (each a "Shareholder" or "you" and together the "Shareholders")

Dear Shareholder

**OPEN OFFER FOR A NEW CLASS OF PREFERENCE SHARES IN MANAGEMENT  
CONSULTING GROUP PLC**

and

**NOTICE OF GENERAL MEETING**

**1. Introduction**

We write on behalf of the board of directors of Management Consulting Group PLC ("MCG" or the "Company").

As you will be aware, pursuant to the circular posted to all Shareholders on 30 April 2020 (the "Circular") the Company delisted from the premium segment of the London Stock Exchange's Main Market on 24 June 2020 (the "Delisting"). Following the Delisting, the Company has, like many other companies, had to adapt to the difficult trading conditions imposed by COVID-19.

Taking into account the difficult trading conditions imposed by COVID-19, the board of directors of the Company (the "**Board**") has now resolved to issue a new class of shares in the Company of £0.0023 each (the "**New Shares**"). It is proposed that the New Shares will be non-redeemable preference shares, and carry voting rights equivalent to those of the Ordinary Shares (one vote per share). The New Shares 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 Shares have been paid by the Company. Following such occurrence, the New Shares will rank equally with the Ordinary Shares with respect to dividend entitlements. Full terms of the New Shares are set out in the explanatory note 4 to the notice of 2021 General Meeting included at Appendix II to this letter.

This letter is being sent to you to provide notice of a general meeting (the "**2021 General Meeting**") to grant authority to the Board to allot the New Shares and offer you the opportunity to subscribe for New Shares (the "**Offer**" or the "**Open Offer**").

The New Shares 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 Shares on a pro rata basis to their existing holding of Ordinary Shares (the "**Open Offer Entitlement**"). Each existing Shareholder's Open Offer Entitlement shall be calculated on the basis of 1 Ordinary Share being equal to 1.433479 New Shares held on the Record Date (being 6:00 pm on 19 January 2021). The subscription price at which the New Shares are offered is £0.0023 per New Share (the "**Offer Price**"), with subscription monies being payable in full on acceptance.

The Company's largest Shareholder, BlueGem Delta Sarl, has entered into an irrevocable undertaking to the Company to subscribe for up to 489,757,555 New Shares, constituting its Open Offer Entitlement and up to a further 814,590,271 New Shares in addition to its Open Offer Entitlement (to a total aggregate value of up to £3 million. Nick Stagg, Pamela Hackett, and Jon Wylie, being members of the Company's management, have also entered into irrevocable undertakings to the Company to subscribe for their Open Offer Entitlement. It will also be open to other Shareholders to apply for additional New Shares in excess of their Open Offer Entitlement ("**Excess Shares**"). In the event that the aggregate number of New Shares applied for exceeds the number of New Shares 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 Shares allocated to you below your Open Offer Entitlement.

Separate to the Offer, a resolution is also being put forward at the 2021 General Meeting so that certain members of the Company's management who are not existing Shareholders can subscribe for New Shares.

As set out in the Circular, the Shareholders approved a resolution at the 2020 Annual General Meeting (the "**2020 AGM**") to issue ordinary shares in the Company representing up to £5,055,095 in value. This amount was put forward to enable the Company to access funding if needed. It is upon this principle that the Board now wishes to issue the New Shares. However, the resolutions approved by Shareholders at the 2020 AGM were in connection only with the issuance of Ordinary Shares. Therefore, the 2021 General Meeting is necessary because the Board does not currently have sufficient authorities in place to undertake the Offer and issue the New Shares. The authorities sought for the New Shares will be in addition to the existing authorities obtained at the 2020 AGM. The Board is retaining this flexibility in case emergency funding is required between the completion of the Offer and the Company's 2021 Annual General Meeting.

Accordingly, the notice of General Meeting for the 2021 General Meeting is included at Appendix II of this letter. In addition to providing the authority to allot the New Shares, as part of the 2021 General Meeting resolutions, Shareholders will be asked to approve amendments to the rights attaching to Ordinary Shares, as well as changes to the Company's Articles of Association in order to formally recognise the New Shares as a separate class of shares to the existing Ordinary Shares.

Shareholders should note that should resolution 4 be approved and the amended Articles of Association of the Company be adopted, the rights of Ordinary Shares will be amended such that (i) the New Shares will rank in priority to the Ordinary Shares until such time as a value equal to the subscription value of the New Shares 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 Shares will be repaid to holders of New Shares (to the extent holders of New Shares have not received such amount through distributions), (2) an amount equal to the subscription value of the New Shares (being £0.0023 per share) will be paid to holders of Ordinary Shares, and (3) the balance will be paid to holders of New Shares and holders of Ordinary Shares on a *parri passu* basis.

The explanatory notes to the resolutions set out in full the proposed new Article 5 (Distribution rights of Preference Shares and Ordinary Shares) and associated definitions. It is also noted that further consequential changes will be made to the other Articles. 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>.

Following the Delisting, the Company elected to not re-register as a private limited company and the Company's place of central management and control remains inside the UK. As described in the Circular, the Company remains subject to the City Code on Takeovers and Mergers (the "**City Code**") and therefore Shareholders are still afforded the protections of the City Code.

In particular, these protections include rules requiring any purchaser of either a controlling stake or a stake above 30% to make a mandatory offer to all shareholders of a company. Further details of how the application of the City Code impacts upon the Offer can be found at Section 6 below.

This letter and the proposed amendments to the Articles of Association required in connection with the issue of the New Shares can be viewed on MCG's website at <http://www.mcgplc.com/>.

## **2. BACKGROUND TO THE OFFER**

As detailed in the Circular in connection with the 2020 AGM, the Board sought from Shareholders the flexibility to seek funding on an expedited basis in order to further support the Proudfoot turnaround, and, as a contingency plan for the impact of COVID-19. The Board believes current consulting trends place Proudfoot in a favourable position for a post pandemic world, as businesses will be required to adapt their operating models to improve efficiency, reduce excess costs and change methodology of operations to cope with the requirements of COVID-19 production restrictions, as well support those businesses that in H2 may be forecasted to experience accelerated 'catch-up' growth. The Board remains confident that this business environment is one that Proudfoot can excel in. The switch to remote consulting during the pandemic has enabled a refreshed operating model for Proudfoot and the business continues to be recognized by The Financial Times and Forbes as a leading consulting company. For this reason the Board believes the raising of new funds through the Offer is necessary to facilitate the success of the MCG group (the "**Group**") in a post pandemic world.

The Board believes Proudfoot has made significant changes to the way it operates, which place the Group in a strong position in this new marketplace. First, the Group has been marketing large-scale transformation projects which are on the agenda for most executive teams at this time, but require significant upfront investment in order to deliver very large fees which are typically received at the end of the project, rather than consistently throughout. Although this approach brings certain benefits, a resulting increase in working capital needs (to fund the project prior to the receipt of revenue) is inevitable.

Secondly, due to COVID-19 related travel restrictions and the Group's wish to minimise non-utilised consultants, a shift to a contractor resource-heavy focus has taken place where customers, adapting to COVID-19 themselves, have moved to a "pay on results" model. As a result, the Group faces higher up front cost for each project. Although this higher upfront cost is offset by significantly lower non-utilised labour costs, the Group's contract payments backlog stands at £15 million and, whilst there has been an uplift in activity, the Group expects a shortfall in cash in the short term to cover the increased labour cost for the delivery of this backlog.

With regard to cost saving actions, significant steps have been undertaken over the last two years and this trend has accelerated as a result of COVID-19. Specifically, a 25% pay reduction across the workforce has been introduced, all variable pay halted and all non-essential expenditure has ceased. If you compare the annual cost base in 2019 to the annualised run rate of Q4 2020 there is an overall saving of £5.6 million.

In light of the above, the Group has produced a working capital model on the assumption that a return to a normal marketplace occurs in the second half of 2021, which will see the Group return to profit during the second half of 2021 due to its reduced cost base, without a significant uplift in revenues being required when compared to the Group's pre-pandemic performance in 2019.

Prior to launching the Offer, the Company's management team has explored alternative methods of funding the Group, such as the issuance of ordinary shares or using traditional debt or government structures. However, these alternative funding structures have proved either unavailable or inadequate. Therefore, the Board considers the Offer to be necessary if the business is to continue throughout 2021 and beyond.

The fundamental rationale for seeking the aforementioned Shareholder authority at the 2020 AGM remains the same, however upon further deliberation the Board have resolved to structure the Offer by way of non-redeemable, voting preference shares. 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 payment.

The Board intends to utilise the proceeds of the Offer to both fund the shortage of working capital created by the pay on results model and to mitigate the delayed turnaround of Proudfoot which has been impacted by the COVID-19 trading environment.

### **3. 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.

#### **4. 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 2021 General Meeting, to apply for your Open Offer Entitlement to New Shares on a pre-emptive basis.

**The Offer is open from the date of this letter until 11.00 am (UK) on 5 February 2021.**

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

Those holding Ordinary Shares 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 Shares in excess of your Open Offer Entitlement), you will be able to do so either through CREST (if you hold your Ordinary Shares in uncertificated form) or using the Application Form (if you hold your Ordinary Shares in certificated form). In the event that the aggregate number of New Shares applied for exceeds the number of New Shares 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 Shares allocated to you below your Open Offer entitlement.

**The application amounts in £ Sterling will need to be received by the Receiving Agent no later than 11.00 am (UK) on 5 February 2021.**

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](mailto: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 in uncertificated form) or using the Application Form (if you hold your Ordinary Shares in certificated form).

A committee of non-executive Board members will be formed to finally determine allocations of New Shares under the Offer and address any scale back as may be required as a result of excess applications above Open Offer Entitlements for New Shares. To the extent that the committee of non-executive members of the Board formed in connection with the Offer determine that insufficient applications for New Shares have been received and therefore the Offer will not have the desired effect as described in paragraph 2 of this letter, then the Company may decide not to proceed with the Offer. Should that eventuality occur, the Company will return the subscription monies received to all relevant Shareholders.

All enquiries in connection with the procedure for application and completion of the Application Form should be addressed to Link Group, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, 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.

## 5. GENERAL MEETING ACTIONS TO BE TAKEN

In order for the Board to issue the New Shares, Shareholders must first pass the resolutions set out in the ‘Notice of General Meeting’ included at Appendix II to this letter (the “**Resolutions**”). The Resolutions authorise the Directors of the Company to allot the New Shares.

Notice of the General Meeting to be held at St. Paul's House, 4th Floor 10 Warwick Lane, London, EC4M 7BP on 8 February 2021 at 11.00 am (UK) is set out in Appendix II to this letter.

Given the current guidance concerning the COVID-19 pandemic and the general uncertainty with respect to what additional and/or alternative measures may be put in place, the Board requests that Shareholders do not attend the General Meeting but instead appoint a proxy and provide voting instructions in advance of the General Meeting. The Board is strongly encouraging Shareholders to vote on the resolutions being put to the General Meeting by appointing the Chairman of the meeting as a proxy. You are therefore requested to complete the Form of Proxy in accordance with the instructions printed thereon and return it, duly signed, together with any power of attorney under which it is executed, as soon as possible but in any event so as to arrive not later than 11:00 am (UK) on 4 February 2021. Alternatively you may vote via the registrars website at [www.signalshares.com](http://www.signalshares.com)

If you hold shares in CREST, in order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear’s specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID RA10) by 11:00 am (UK) on 4 February 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application 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.

Shareholders are reminded that the Offer is conditional, *inter alia*, on the passing of the Resolutions to be proposed at the 2021 General Meeting. Should the Resolutions not be passed, the Offer will not proceed.

## 6. CITY CODE WAIVER

Given that the New Shares will carry voting rights equivalent to those of the existing Ordinary Shares, the Offer gives rise to certain considerations under the City Code.

The City Code is issued and administered by the Panel on Takeovers and Mergers (the “**Panel**”). The City Code applies to all takeover and merger transactions, however effected, where the offeree company is subject to the jurisdiction of the Panel. As detailed in the Circular, the Company remains subject to the jurisdiction of the Panel.

Under Rule 9 of the City Code, where any person acquires, whether by a series of transactions over a period of time or not, an interest in shares which (taken together with shares already held by that person

and an interest in shares held or acquired by persons acting in concert with him or her) carry 30 per cent. or more of the voting rights of a company which is subject to the City Code, that person is normally required to make a general offer to all the holders of any class of equity share capital or other class of transferable securities carrying voting rights in that company to acquire the balance of their interests in the Company (the "**First Mandatory Offer Rule**").

Rule 9 of the City Code also provides that, among other things, where any person who, together with persons acting in concert with him or her, is interested in shares which in aggregate carry not less than 30 per cent. but does not hold shares carrying more than 50 per cent. of the voting rights of a company which is subject to the City Code, and such person, or any person acting in concert with him or her, acquires an additional interest in shares which increases the percentage of shares carrying voting rights in which he or she is interested, then such person is normally required to make a general offer to all the holders of any class of equity share capital or other class of transferable securities carrying voting rights of that company to acquire the balance of their interests in the company (the "**Second Mandatory Offer Rule**", and together with the First Mandatory Offer Rule, the "**Mandatory Offer Rules**").

An offer under Rule 9 must be in cash (or accompanied by a cash alternative) and at the highest price paid within the preceding 12 months to acquire any interest in shares in the company by the person required to make the offer or any person acting in concert with him or her.

Rule 9 of the City Code further provides, among other things, that where any person who, together with persons acting in concert (as defined in the City Code) with him or her (the "**Concert Party**") holds over 50 per cent. of the voting rights of a company, acquires an interest in shares which carry additional voting rights, then they will not generally be required to make a general offer to the other Shareholders to acquire the balance of their shares, although individual members of the Concert Party will not be able to increase their percentage interest in shares through or between a Rule 9 threshold without Panel consent.

### **Application of Rule 9 to certain Company Shareholders**

The following Shareholders fall within either of these categories above:

- Lombard Odier Darier Hentsch & Cie ("**Lombard**") is currently the holder of 387,152,078 Ordinary Shares in the Company, equating to a 25.53 % ownership interest;
- Mr Richard Griffiths is currently the holder of 351,385,643 Ordinary Shares in the Company, equating to a 23.17% ownership interest; and
- BlueGem Delta Sarl ("**BlueGem**") is currently the holder of 474,522,745 Ordinary Shares in the Company, equating to a 31.29% ownership interest.

Following completion of the Offer, and assuming that not all Shareholders subscribe for their Open Offer Entitlement, it is possible that Lombard and Mr Richard Griffiths will own between 30% and 50% of the total cumulative voting rights in the Company (through ownership of both Ordinary Shares and New Shares) respectively, and that BlueGem will increase its stake in the Company, potentially to above 50% of the total cumulative voting rights in the Company. In each case, this would require Lombard, Mr Richard Griffiths and BlueGem to make a mandatory offer to all other Shareholders under the Mandatory Offer Rules, unless the Panel grants a waiver from those obligations.

### **Dispensation from General Offer**

Under Note 1 on the Notes on the Dispensations from Rule 9 of the City Code, the Panel will consider waiving the requirement for a general offer to be made to all other holders of Company shares under the Mandatory Offer Rules, if, inter alia, the shareholders of the Company who are independent of the person who would otherwise be required to make an offer and any person acting in concert with him or

her (the "Independent Shareholders") pass an ordinary resolution on a poll at a general meeting (a "Whitewash Resolution") approving the proposals giving rise to the obligation to make an offer and the waiver of it by the Panel.

Under Note 5 on the dispensations from Rule 9 of the City Code, the Panel may waive the requirement for a Whitewash Resolution to be considered at a general meeting (and for a circular to be prepared in accordance with Section 4 of Appendix 1 to the City Code) if Independent Shareholders holding more than 50 per cent. of the Company's shares capable of being voted on such a resolution confirm in writing that they would vote in favour of the Whitewash Resolution were such a resolution to be put to the Shareholders at a general meeting ("Accelerated Whitewash").

For the purposes of obtaining the Accelerated Whitewash, all Shareholders other than BlueGem, Lombard or Mr Richard Griffiths (as applicable) shall be considered Independent Shareholders. For the avoidance of doubt, when considering the Accelerated Whitewash as it concerns:

- BlueGem's interest in the Company, each of Lombard and Mr Richard Griffiths shall be considered Independent Shareholders;
- Lombard's interest in the Company, each of BlueGem and Mr Richard Griffiths shall be considered Independent Shareholders; and
- Mr Richard Griffiths' interest in the Company, each of BlueGem and Lombard shall be considered Independent Shareholders.

In connection with the Offer, each of BlueGem, Lombard and Mr Richard Griffiths have:

- consented to the Panel granting a waiver from the obligation which would otherwise arise on the others, respectively, to make a mandatory offer to Shareholders under the Mandatory Offer Rules as a result of the Offer;
- consented to the Panel dispensing with the requirement that the waiver from such obligation be conditional on a Whitewash Resolution being approved by Independent Shareholders of the Company at a general meeting; and
- confirmed in writing to the Panel that they would vote in favour of a Whitewash Resolution to waive the obligation for the others, respectively, to make a general offer to all other Shareholders under the Mandatory Offer Rules.

Accordingly, the Company has approached the Panel and successfully obtained its permission, having complied with the Accelerated Whitewash Procedure, to waive the requirement for a Whitewash Resolution to be considered at a general meeting (and for a circular to be prepared in accordance with Section 4 of Appendix 1 to the City Code).

## 7. 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.

You can ask any questions you may have regarding the Offer through Link. Please call 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.

Yours faithfully,

for and on behalf of  
**Management Consulting Group PLC**

**APPENDIX I**  
**EXPECTED TIMETABLE OF PRINCIPAL EVENTS**

Record Date for Entitlements under the Open Offer	6.00 pm (UK) on 19 January 2021
Posting of Letter, Notice of General Meeting and, to Qualifying non-CREST Shareholders, the Application Form	22 January 2021
Period of acceptance for Offer opens	22 January 2021
Open Offer Entitlements and Excess Open Offer Entitlements credited to CREST stock accounts of Qualifying CREST Shareholders	25 January 2021
Latest time and date for requesting withdrawal of Open Offer Entitlements and Excess Open Offer Entitlements from CREST	4:30 pm (UK) on 1 February 2021
Latest time and date for depositing Open Offer Entitlements and Excess Open Offer Entitlements in CREST	3:00 pm (UK) on 2 February 2021
Latest time and date for splitting of Application Forms under the Open Offer	3:00 pm (UK) on 3 February 2021
Last time and Date for receipt of Forms of Proxy and CREST voting instructions	11:00 am (UK) on 4 February 2021
Open Offer closes, last time and date for receipt of Application Forms and payment in full under the Open Offer and settlement of CREST instructions (as appropriate)	11:00 am (UK) on 5 February 2021
Time and date of General Meeting	11:00 am (UK) on 8 February 2021
Announcement of result of General Meeting and results of Offer on Company website	9 February 2021
Allotment of New Shares arising from the Open Offer in CREST	11 February 2021
Share certificates representing New Shares despatched	By 25 February 2021

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](mailto:enquiry@mcgplc.com) and one will be sent to you.

**APPENDIX II**  
**NOTICE OF GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the General Meeting of Management Consulting Group PLC (the "Company") will be held at St Paul's House, 4th Floor 10 Warwick Lane, London, EC4M 7BP on 8 February 2021 at 11.00 am to consider and, if thought fit, to pass the following resolutions:

Resolutions 1 and 2 will be proposed as ordinary resolutions. Resolutions 3 and 4 will be proposed as special resolutions. All 4 resolutions constitute special business for the purposes of the Company's articles.

**Authority to allot New Shares in connection with Offer**

1. Subject to the passing of resolutions 2, 3 and 4, and in addition to all existing allotment authorities available to the directors, THAT the directors be and are generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 ("CA 2006") to exercise all the powers of the Company to allot new preference shares in the Company on the terms set out in proposed new Articles of Association of the Company produced to the General Meeting and for the purposes of identification marked "A" and initialled by the Chairman of the General Meeting up to an aggregate nominal amount of £5,000,000 in connection with the Offer, provided that (unless previously revoked, varied or renewed by the Company) this authority will expire on 8 March 2021, being one month from the date of the General Meeting, 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.

**Authority to allot New Shares to certain members of Company management**

2. Subject to the passing of resolutions 1, 3 and 4, and in addition to all existing allotment authorities available to the directors, THAT the directors be and are generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 ("CA 2006") to exercise all the powers of the Company to allot new preference shares in the Company on the terms set out proposed new Articles of Association of the Company produced to the General Meeting and for the purposes of identification marked "A" and initialled by the Chairman of the General Meeting up to an aggregate nominal amount of £100,000 to certain members of the Company's management as further described in the letter to which this notice of general meeting is appended, provided that (unless previously revoked, varied or renewed by the Company) this authority will expire on 8 March 2021, being one month from the date of the General Meeting, 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**

3. Subject to the passing of resolutions 1, 2 and 4, THAT a majority representing not less than three quarters of the holders of the Ordinary Shares of one penny 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 General Meeting and for the purposes of identification marked "A" and initialled by the Chairman of the General Meeting.

**Amendment of the Articles of Association**

4. Subject to the passing of resolutions 1, 2 and 3 THAT, with effect from the conclusion of this General Meeting, the Articles of Association of the Company contained in the document produced to the General Meeting and for the purposes of identification marked "A" and initialled by the Chairman of the General 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.

## **Explanatory Notes**

### **Authority to allot New Shares in connection with the Offer: Resolution 1**

At the last Annual General Meeting of the Company held on 26 May 2020, the directors were given authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £5,055,095. The New Shares to be issued do not constitute Ordinary Shares and therefore a new shareholder authority is required to create a new class of shares in the Company. This authority and the authority sought under resolution 2 will be in addition to the existing allotment authority for ordinary shares sought at the 2020 Annual General Meeting.

The rationale behind seeking shareholder authority for this resolution remains the same as for the authority sought at the 2020 Annual General Meeting. Therefore, the Board is seeking this authority only having considered its impact upon all Shareholders. The Board believes the Offer and issuance of the New Shares is necessary in order to further support the Proudfoot turnaround, and, as a contingency plan for the impact of COVID-19. The Board concluded that having this flexibility is a better option for Shareholders as a whole than to propose the typical, more restrictive, resolutions and not have the opportunity to seek further shareholder funding on an expedited basis.

As set out at paragraph 6 of the letter, to the extent that Lombard, Mr Richard Griffiths and BlueGem subscribe for their Open Offer Entitlement under the Offer such allotment would typically be subject to a Whitewash Resolution approved by Independent Shareholders holding shares carrying more than 50% of the voting rights of the Company. However, a Whitewash Resolution is not required in this instance for the reasons described in paragraph 6 of the letter.

The authority sought under resolution 1 will expire one month from the date of the General Meeting,

### **Authority to allot further New Shares to certain members of Company management: Resolution 2**

As detailed in the letter to which this notice of General Meeting is appended, to support the Proudfoot turnaround, certain members of the Company's management who are not existing Shareholders will subscribe for New Shares provided that Shareholders approve the issue of such New Shares.

The authority sought under resolution 2 will expire one month from the date of the General Meeting,

### **Variation of rights attaching to Ordinary Shares: Resolution 3**

As a consequence of the passing of Resolution 4 and the adoption of the amended Articles of Association of the Company, the rights of Ordinary Shares will be amended such that (i) the New Shares will rank in priority to the Ordinary Shares until such time as a value equal to the subscription value of the New Shares 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 Shares will be repaid to holders of New Shares (to the extent holders of New Shares have not received such amount through distributions), (2) an amount equal to the subscription value of the New Shares (being £0.0023 per share) will be paid to holders of Ordinary Shares, and (3) the balance will be paid to holders of New Shares and holders of Ordinary Shares on a *parri passu* basis.

### **Amendment to the Articles of Association: Resolution 4**

As the New Shares are a new class of shares, their terms will need to be enshrined in the Company's Articles of Association. Accordingly, the Company is proposing that the following new article and associated definitions are included in the Company's articles (with further consequential amendments to be made elsewhere in the Company's articles, as shown in the redline version of the proposed new Articles which is available within the Investors section of the Company's website at <https://mcgplc.com/home.html>), subject to the approval by Shareholders at the 2021 General Meeting of such amendment by special resolution:

**"Issue Date"** means the date the relevant Preference Share is issued by the Company;

**"Ordinary Shares"** means the ordinary shares of one penny each in the capital of the Company;

**"Preference Shares"** means the preference shares of £0.0023 each in the capital of the company having the rights and entitlements set out in these Articles;

**"Preference Share Amount"** means the aggregate par value of all of the Preference Shares issued on the Issue Date;

**"Preference Share Subscription Amount"** means £0.0023, being equal to the par value of a Preference Share;

## **5. Distribution rights of Preference Shares and Ordinary Shares**

- (a) Until such time as the Company has made or paid dividends or distributions to the Preference Shares equal in value to the Preference Share Amount, the Preference Shares shall rank:
  - (i) in priority to Ordinary Shares; and
  - (ii) *parri passu* amongst all other Preference Shares,in respect of payment of any dividend or distribution made or paid by the Company, and, no dividend or distribution may be made or paid nor shall any profits or reserves be applied with respect to the Ordinary Shares, nor shall the Company implement any repurchase of its Ordinary Shares.
- (b) To the extent that the Company receives approval at a general meeting to repurchase Preference Shares and implements any such repurchase, this shall not reduce the portion of the outstanding Preference Share Amount on the remaining Preference Shares in issue. The outstanding Preference Share Amount shall be calculated by reference to the dividends or distributions made or paid with respect to the Preference Shares still in issue, and for the purposes of this Article, the Preference Share Amount shall be adjusted accordingly.
- (c) Subject to Article 5(d), following the date upon which the Company has made or paid dividends or distributions equal in value to the Preference Share Amount, the Preference Shares shall rank *parri passu* with the Ordinary Shares with respect to any payment of any dividend or distribution made or paid by the Company.
- (d) Following a sale of all or substantially all of the assets of the Company, the proceeds of such sale available for distribution, or, on a capital reduction or a return of capital (including on a liquidation or winding up) the assets of the Company (insofar as they remain, following the payment of any liabilities), shall be applied as follows:
  - (i) first, an amount equal to the Preference Share Amount minus the aggregate amount of any dividends or distributions made or paid in accordance with Article 5(a), shall first be paid to the holders of the Preference Shares;
  - (ii) secondly, an amount equal to the Preference Share Subscription Amount shall be paid to the holders of the Ordinary Shares in respect of each Ordinary Share they hold; and
  - (iii) finally, any remaining balance shall be paid on a pro rata basis to the Shareholders, with the Preference Shares ranking *parri passu* with the Ordinary Shares for such purposes.

## Notes

1. A member is entitled to appoint another person as their 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 them. A proxy need not also be a member of the Company. Given the current guidance concerning the COVID-19 pandemic and the general uncertainty with respect to what additional and/or alternative measures may be put in place, the Board requests that Shareholders do not attend the General Meeting but instead appoint a proxy and provide voting instructions in advance of the General Meeting.
2. A Form of Proxy is enclosed and to be valid it must be received at the offices of Link Group, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF or at the electronic address detailed below, in each case not less than 48 hours before the time appointed for holding the General Meeting (Saturdays, Sundays and public holidays excluded). Members may submit their proxy vote electronically via [www.signalshares.com](http://www.signalshares.com). From there, the member can log in to their Link share portal account, or register for the Link share portal if they have not already done so, by following the on screen instructions.
3. 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 the close of business on 4 February 2021 (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 General Meeting.
4. As at 6.00 p.m. on 19 January 2021 (being the last practical Business Day prior to publication of this notice), the Company's issued share capital comprised 1,516,528,424 ordinary shares carrying one vote each, of which none are held as treasury shares. Therefore, the total number of voting rights in the Company as at 6.00 pm on 19 January 2021 is 1,516,528,424. Options to subscribe for a total of 1,000,000 shares, being less than 0.01% of the issued ordinary share capital (excluding treasury shares), were outstanding at 19 January 2021 (being the latest practicable date prior to the publication of this notice).
5. 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.
6. 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.

7. Under Section 527 of the 2006 Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the General Meeting; or any circumstances connected with the auditor of the Company ceasing to hold office since the previous meeting at which the annual accounts and reports were laid in accordance with Section 437 of the 2006 Act.
8. The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under Section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the General Meeting includes any statement that the Company has been required under Section 527 of the 2006 Act to publish on a website.
9. A 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.