

Management Consulting Group PLC

30 June 2022

Management Consulting Group PLC (the "Company")

Proxy Voting

Annual General Meeting of the Company held on 30 June 2022 at Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA at 11.00am.

Following its Annual General Meeting ("AGM") held today, Management Consulting Group plc (the "Company") announces that all resolutions proposed to shareholders as set out in the Notice of AGM dated 7 June 2022 were carried by the required majority on a poll.

Resolutions 1 to 8 were passed as ordinary resolutions and resolutions 9 to 12 were passed as special resolutions.

The following table shows the results of the poll for each resolution:

No	Resolution	Votes For	% of votes cast	Votes Against	% of votes cast	% of issued share capital voted	Votes Withheld
1	To receive the annual report and accounts of the Company for the year ended 31 December 2021	2,556,749,684	100.00%	98,838	0.00%	2,556,848,522	2,185
2	To re-elect Mr N Stagg as a director of the Company	2,555,077,235	99.93%	1,720,616	0.07%	2,556,797,851	52,856
3	To re-appoint BDO LLP as auditor	2,555,998,703	99.97%	849,819	0.03%	2,556,848,522	2,185
4	To authorise the Audit and Risk Committee of the Company to fix the remuneration of the auditor	2,555,951,826	99.97%	849,819	0.03%	2,556,801,645	49,062

5	To authorise the Directors to allot Ordinary Shares	2,555,966,001	99.97%	882,521	0.03%	2,556,848,522	2,185
6	To authorise the Directors to allot New B Preference Shares in connection with the Offer	2,553,547,829	99.96%	929,398	0.04%	2,554,477,227	2,373,480
7	General authority to allot New B Preference Shares	2,553,547,829	99.96%	929,398	0.04%	2,554,477,227	2,373,480
8	General authority to allot G Shares	2,553,497,158	99.96%	980,069	0.04%	2,554,477,227	2,373,480
9	Amendment to rights attaching to Ordinary Shares*	1,003,056,372	99.91%	882,521	0.09%	1,003,938,893	2,424,151
10	Amendment to rights attaching to existing Preference Shares*	1,550,440,786	100.00%	46,877	0.00%	1,550,487,663	0
11	Amendment of the Articles of Association*	2,553,544,035	99.97%	849,819	0.03%	2,554,393,854	2,456,853
12	Disapplication of pre-emption rights for Ordinary Shares*	2,553,509,531	99.96%	967,696	0.04%	2,554,477,227	2,373,480

*indicates a special resolution requiring 75% of votes cast to be carried.

The total number of issued share capital entitling the holders to attend and vote on all the resolutions at the AGM was 1,516,424 ordinary shares and 1,945,319,013 preference shares giving a total number of issued shares of 3,461,847,437.

The total proportion of the issued ordinary and preference share capital represented by proxy was approximately 74.0%.

Notes:

1. Votes "For" and "Against" are expressed as a percentage of votes cast.
2. Votes "For" include discretionary votes.
3. A 'Vote Withheld' is not a vote in law and therefore is not counted in the calculation of the votes "For" or "Against" a resolution.
4. Link Asset Services, the Company's registrar, acted as scrutineer of the poll on all resolutions.
5. To view the full wording of the resolutions, please refer to the Notice of Annual General Meeting 2022 on the Company's website.

Enquiries:

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