

Management Consulting Group PLC

29 July 2021

Management Consulting Group PLC (the "Company")

Proxy Voting

Annual General Meeting of the Company held on 29 July 2021 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 18 June 2021 were carried by the required majority on a poll.

Resolutions 1 to 7 were passed as ordinary resolutions and resolutions 8 and 9 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 2020	2,521,544,969	100.00%	0	0.00%	2,521,544,969	2,185
2	To re-elect Mr M Capello as a director of the Company	2,520,608,920	99.97%	856,470	0.03%	2,521,465,390	81,764
3	To re-elect Ms F Czerniawska as a director of the Company*	2,520,688,499	99.97%	856,470	0.03%	2,521,544,969	2,185
4	To re-appoint BDO LLP as auditor	2,520,756,839	99.97%	788,130	0.03%	2,521,544,969	2,185
5	To authorise the Audit and Risk Committee of the Company to fix the auditor's remuneration	2,520,710,922	99.97%	834,047	0.03%	2,521,544,969	2,185
6	To authorise the Directors to allot Ordinary Shares	2,520,673,600	99.97%	870,409	0.03%	2,521,544,009	3,145

7	To authorise the Directors to allot Preference Shares	2,520,673,600	99.97%	870,409	0.03%	2,521,544,009	3,145
8	Authority to disapply statutory pre-emption rights for Ordinary Shares**	2,520,016,592	99.94%	1,528,377	0.06%	2,521,544,969	2,185
9	Authority to disapply statutory pre-emption rights for Preference Shares**	2,520,016,592	99.94%	1,528,377	0.06%	2,521,544,969	2,185

* indicates an independent director.

** 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 3,458,447,759 shares.

The total proportion of the issued ordinary and preference share capital represented by proxy was approximately 73%.

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 2021 on the Company's website.

Enquiries:

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