

APPENDIX II

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN of a General Meeting of Management Consulting Group PLC (the “Company”), having company number 01000608, which will be held at 11.00 am on Friday 12 April 2024 at the offices of DLA Piper UK LLP, 160 Aldersgate Street, London EC1A 4HT for the following purposes:

Special business

To consider and, if thought appropriate, pass the following resolutions. Resolutions 1, 2 and 3 will be proposed as Ordinary Resolutions and Resolution 4 as a Special Resolution. Shareholders should note that the holders of G Shares will not vote on any resolution. Voting on all resolutions will be by way of a poll.

ORDINARY RESOLUTIONS

1. Authority to allot New C Prefs in connection with the Offer

Subject to the passing of Resolutions 2, 3, and 4, and in addition to the allotment authority proposed at Resolution 2, Resolution 3, and the allotment authority with respect to Ordinary Shares passed as resolution 7 at the Annual General Meeting on 29 June 2023, 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 C Shares in the Company on the terms set out in the proposed new Articles of Association of the Company produced to the meeting and for the purposes of identification marked “A” and initialled by the Chairman of the meeting up to an aggregate nominal amount of £1,249,990.05 to be allotted in connection with the Offer, provided that (unless previously revoked, varied or renewed by the Company) this authority will expire on 12 July 2024, 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.

2. Authority to allot New M Prefs

Subject to the passing of Resolutions 1, 3, and 4, and in addition to the allotment authority proposed at Resolution 1, Resolution 3, and the allotment authority with respect to Ordinary Shares passed as resolution 7 at the Annual General Meeting on 29 June 2023, THAT the directors be and are generally and unconditionally authorised for the purpose of section 551 of the CA 2006 to exercise all the powers of the Company to allot new Preference M Shares in the Company on the terms set out in the proposed new Articles of Association of the Company produced to the meeting and for the purposes of identification marked “A” and initialled by the Chairman of the meeting up to an aggregate nominal amount of £647,454.18 provided that (unless previously revoked, varied or renewed by the Company) this authority will expire on 12 July 2024, 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.

3. Authority to allot G Shares

Subject to the passing of Resolutions 1, 2, and 4, and in addition to the allotment authority proposed at Resolution 1, Resolution 2 and the allotment authority with respect to Ordinary Shares passed as resolution 7 at the Annual General Meeting on 29 June 2023, THAT the directors be and are generally and unconditionally authorised for the purpose of section 551 of the CA 2006 to exercise all the powers of the Company to allot New G Shares in the Company on the terms set out in the proposed new Articles of Association of the Company produced to the meeting and for the purposes of identification marked “A” and initialled by the Chairman of the meeting up to an aggregate nominal amount of £5.90, provided that (unless previously revoked, varied or renewed by the Company) this authority will expire on 12 July 2024, 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.

SPECIAL RESOLUTION

4. Amendment of the Articles of Association

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

By order of the Board

Prism Cosec Limited, Company Secretary

Registered office: St Paul's House, 10 Warwick Lane, London EC4M 7BP England

27 March 2024

Explanatory Notes to the Notice of the General Meeting

The following notes give an explanation of the proposed Resolutions. Resolutions 1, 2, and 3 will be proposed as Ordinary Resolutions and Resolution 4 as a Special Resolution. Shareholders should note the holders of G Shares will not vote on any resolution.

With respect to the votes in relation to Resolutions 1, 2, 3, and 4, voting at the GM will comprise the aggregate votes cast by all Ordinary Shares and Existing Prefs and therefore the votes cast by holders of Ordinary Shares and Existing Prefs will not be counted separately.

Resolution 1 - Authority to allot New C Prefs in connection with the Offer

The explanatory notes with regard to Resolution 1 are contained in the Chairman's introductory letter, on page 2 of this notice.

Resolutions 2 and 3 - Authority to allot New M Prefs and G Shares

The explanatory notes with regard to Resolutions 2 and 3 are contained in the Chairman's introductory letter, on page 2 of this notice.

Resolution 4 - Amendment to Articles of Association

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>.

Notes

1. A member is entitled to appoint another person as their proxy to exercise all or any of their rights to vote at the GM convened by this notice. A member may appoint more than one proxy in relation to the GM 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.

If you do wish to attend in person, please contact the Company in advance at enquiry@mcgplc.com so that they can alert the venue and make appropriate arrangements.

2. A member can vote either:

- by logging on to the Company's Registrar, Link Group's share portal www.signalshares.com and from there the member can log into their Link share portal account or register for the Link share portal if they have not already done so, following the on screen instructions. The member will need their investor code or IVC number which is printed on dividend stationery and share certificates or can be obtained by contacting the Company's Registrar, Link Group; or
- by requesting a hard copy proxy form directly from Link Group.

Link Group can be contacted on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09.00 a.m. - 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.

3. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the GM (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 & International'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 GM. 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 & International 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.

4. To be entitled to vote at the GM (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 11.00 am on 10 April 2024 (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 AGM.

5. As at 11 am on 10 April 2024 (being the 48 hours before the GM), the Company is expected to have 1,516,528,424 Ordinary Shares in issue and 1,945,319,013 Preference Shares in issue and 3,461,847,437 Preference B Shares in issue, all carrying one vote each, of which none are held as treasury shares. Therefore, the total number of voting rights in the Company as at Wednesday 10 April is expected to be 6,923,694,874.
6. 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.
7. 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.