

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

MANAGEMENT CONSULTING GROUP PLC (the "Company")

Passed on 26 April 2007

WEDNESDAY



A04 *AQJ29P7Q* 02/05/2007 242
COMPANIES HOUSE

At the Annual General Meeting of the Company duly convened and held at 10 00 am on 26 April 2007 the following resolutions were duly passed as special resolutions of the Company

- (1) THAT the Company's Articles of Association be amended by deleting Article 164 and replacing it with the following

"Subject to and to the fullest extent permitted by the Statutes, but without prejudice to any indemnity to which he may be otherwise entitled

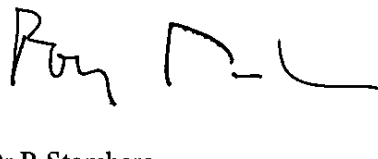
- (a) every Director and alternate Director shall be entitled to be indemnified out of the assets of the Company against all costs and liabilities incurred by him in relation to any proceedings (whether civil or criminal) which relate to anything done or omitted or alleged to have been done or omitted by him as a Director or alternate Director save that no Director or alternate Director shall be entitled to be indemnified
- (i) for any liability incurred by him to the Company or any associated company of the Company (as defined by the Statutes for these purposes),
 - (ii) for any fine imposed in criminal proceedings which have become final,
 - (iii) for any sum payable to a regulatory authority by way of a penalty in respect of non compliance with any requirement of a regulatory nature howsoever arising,
 - (iv) for any costs for which he has become liable in defending any criminal proceedings in which he is convicted and such conviction has become final,
 - (v) for any costs for which he has become liable in defending any civil proceedings brought by the Company or an associated company in which a final judgment has been given against him, and
 - (vi) for any costs for which he has become liable in connection with any application under sections 144(3) or (4) or 727 of the Statutes in which the court refuses to grant him relief and such refusal has become final

(b) every Director and alternate Director shall be entitled to have funds provided to him by the Company to meet expenditure incurred or to be incurred in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a Director or alternate Director, provided that he will be obliged to repay such amounts no later than

- (i) in the event he is convicted in proceedings, the date when the conviction becomes final,
- (ii) in the event of judgment being given against him in proceedings, the date when the judgment becomes final, or
- (iii) in the event of the court refusing to grant him relief on any application under sections 144(3) or (4) or 727 of the Statutes, the date when the refusal becomes final "

(2) 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 25 pence 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 27,094,014,
- (ii) the minimum price which may be paid for an ordinary share shall be an amount equal to the nominal value of an ordinary share from time to time (exclusive of expenses),
- (iii) the maximum price which may be paid for an ordinary share is the higher of the amount equal to 105 per cent 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 Buy-back and Stabilisation Regulation 2003 (in each case exclusive of expenses), and
- (iv) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or 24 July 2008, 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



Dr R Stomberg

Chairman