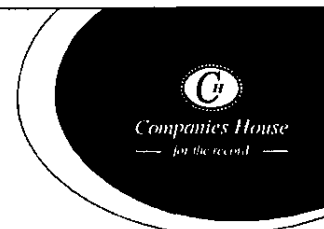


SH01

Return of allotment of shares



You can use the WebFiling service to file this form online
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation

☐ **What this form is NOT for**
You cannot use this form to
give notice of shares taken by
subsequent formation of the company
for an allotment of a new class of
shares by an unlimited company

SATURDAY



A23 *A15DOKAY* #58
24/03/2012
COMPANIES HOUSE

1 Company details

Company number 01000608
Company name in full MANAGEMENT CONSULTING GROUP PLC

→ **Filing in this form**
Please complete in typescript or in
bold black capitals
All fields are mandatory unless
specified or indicated by *

2 Allotment dates

From Date d 0 d 6 m 0 m 6 y 2 y 0 y 1 y 1
To Date d 2 d 9 m 0 m 6 y 2 y 0 y 1 y 1

① **Allotment date**
If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes

3 Shares allotted

Please give details of the shares allotted, including bonus shares
(Please use a continuation page if necessary)

② **Currency**
If currency details are not
completed we will assume currency
is in pound sterling

Class of shares (E.g. Ordinary/Preference etc.)	Currency ②	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
ORDINARY	£ STG	1,679,673	0 01	0 22	0 00
ORDINARY	£ STG	4,273	0 01	0 3097	0 00
ORDINARY	£ STG	21,488	0 01	0 25	0 00

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted

Continuation page
Please use a continuation page if
necessary

Details of non-cash
consideration
If a PLC, please attach
valuation report (if
appropriate)

SH01

Return of allotment of shares

Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY	0 120137520	£0 00	451,628,344	£ 4,516,283 44
DEFERRED	0 313901676	£0 00	331,390,961	£ 79,533,830 64
				£
				£
Totals			783,019,305	£ 84,050,114 08

5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary / Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate
nominal value ④

④ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example £100 + €100 + \$10 etc

① Including both the nominal value and any
share premium

② E g Number of shares issued multiplied by
nominal value of each share

③ Total number of issued shares in this class

Continuation Pages

Please use a Statement of Capital continuation
page if necessary

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Return of allotment of shares

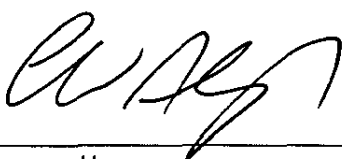
7

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 4 and Section 5		① Prescribed particulars of rights attached to shares The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share Continuation page Please use a Statement of Capital continuation page if necessary
Class of share	ORDINARY	
Prescribed particulars ①	a) On a show of hands every ordinary shareholder shall have one vote and on a poll every ordinary shareholder shall have one vote for every share of which they are the holder b) The company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors (see continuation sheet)	
Class of share	DEFERRED	
Prescribed particulars ①	a) No right to receive notice of or to attend or vote at any general meeting of the company unless a resolution to wind up the company or to vary or abrogate the rights attaching to the deferred share is proposed Any cancellations of the deferred shares for no consideration by way of reduction of capital shall not involve a variation or abrogation of the rights attaching hereto (see continuation sheet)	
Class of share		
Prescribed particulars ①		

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Signature

I am signing this form on behalf of the company		② Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership ③ Person authorised Under either section 270 or 274 of the Companies Act 2006
Signature	Signature 	
This form may be signed by Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager		

SH01 - continuation page

Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	ORDINARY	
Prescribed particulars	<p>Each ordinary shareholder is entitled to receive payment of dividend in proportion to the amount paid up on his shares</p> <p>c) If the company is wound up, the liquidator may divide among the members in specie the whole or any part of the assets of the company</p> <p>d) The ordinary shares are not issued as redeemable, and are not redeemable (other than pursuant to Chapter 5 of Part 18 of the Companies Act 2006)</p>	

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Return of allotment of shares

7 - Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	DEFERRED	
Prescribed particulars	<p>b) no entitlement to any dividend or any other distribution or return of capital and no right of participation in the assets of the company (other than as set out in c) below)</p> <p>c) On a winding up or return of capital, entitlement is limited to the repayment of the amount paid up or credited as paid on the deferred shares to a maximum of 24p per share and only payable after ordinary shareholders have received payment of such amount as is paid up or credited as paid up on those ordinary shares held by them at that time plus the payment in cash or specie of £10,000,000 for every 1p paid up or credited as paid up on those ordinary shares</p> <p>d) The deferred shares are not issued as redeemable, and are not redeemable (other than pursuant to Chapter 5 of Part 18 of the Companies Act 2006)</p>	

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Return of allotment of shares

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Catherine Evans**

Company name **Management Consulting Group PLC**

Address **10 Fleet Place**

Post town **London**

County/Region

Postcode **E C 4 M 7 R B**

Country **UNITED KINGDOM**

DX

Telephone **020 7710 5000**

**Checklist**

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have shown the date(s) of allotment in section 2
- ☐ You have completed all appropriate share details in section 3
- ☐ You have completed the appropriate sections of the Statement of Capital
- ☐ You have signed the form

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

**Further information**

For further information please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk