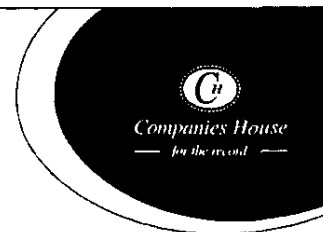


# SH01

## Return of allotment of shares



You can use the WebFiling service to file this form online.  
Please go to [www.companieshouse.gov.uk](http://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 subscrip  
on formation of the company or  
for an allotment of a new class o  
shares by an unlimited company

SATURDAY



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24/03/2012

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COMPANIES HOUSE

### 1 Company details

Company number 0 1 0 0 0 6 0 8

Company name in full MANAGEMENT CONSULTING GROUP PLC

#### → Filling in this form

Please complete in typescript or in  
bold black capitals

All fields are mandatory unless  
specified or indicated by \*

### 2 Allotment dates ①

From Date d 0 d 3 m 0 m 1 y 2 y 0 y 1 y 2

To Date d 1 d 0 m 0 m 1 y 2 y 0 y 1 y 2

#### 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	2,657,652	0 01	0 22	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)

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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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
ORDINARY	0 129273374	£0 00	497,050,995	£ 4,970,509 95
DEFERRED	0 313901676	£0 00	331,390,961	£ 79,533,830 64
				£
				£
<b>Totals</b>			828,441,956	£ 84,504,340 59

**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
<b>Totals</b>				

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
<b>Totals</b>				

**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 ❹

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

❶ Including both the nominal value and any  
share premium

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

❸ 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

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**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**

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**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

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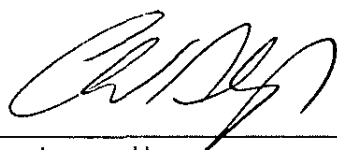
**Signature**

I am signing this form on behalf of the company

Signature

Signature

X



X

This form may be signed by  
Director ②, Secretary, Person authorised ②, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager

**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

# 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>	

# SH01 - continuation page

## 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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)