



Companies House
for the record

88(2)

Return of Allotment of Shares

Please complete in typescript, or
in bold black capitals.

CHWP000

Company Number

1000608

Company name in full

MANAGEMENT CONSULTING GROUP PLC

Shares allotted (including bonus shares):

Date or period during which
shares were allotted

(If shares were allotted on one date
enter that date in the "from" box)

From

Day Month Year

1 6 0 6 2 0 0 3

To

Day Month Year

Class of shares

(ordinary or preference etc)

(1) ORDINARY

(2) ORDINARY

Number allotted

1,967,237

194,184

Nominal value of each share

£0.25p

£0.25p

Amount (if any) paid or due on each
share (including any share premium)

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

100%

100%

Consideration for which
the shares were allotted

(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)

(1) TRANSFER OF SHARES IN CZIPIN & PARTNER MANAGEMENTBERATUNG GmbH

(2) TRANSFER OF MANAGEMENT INTEREST IN PARSON GROUP LLC

When you have completed and signed the form send it to
the Registrar of Companies at:

Companies House, Crown Way, Cardiff CF14 3UZ
For companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
For companies registered in Scotland

DX 235
Edinburgh



A48
COMPANIES HOUSE

0775
10/07/03

Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name ALOIS CZIPIN Address KOCHGASSE 14/3 A-1080 VIENNA, AUSTRIA UK Postcode _ _ _ _ _	Class of shares allotted ORDINARY	Number allotted 327,339
Name AXEL HAUSBRANDT Address PAUSINGERSTRABE 17, A-5020, SALZBURG, AUSTRIA UK Postcode _ _ _ _ _	Class of shares allotted ORDINARY	Number allotted 303,685
Name MS URSULA STOCKER Address NEUWALDEGGER STRASSE 39/1/3 A-1170 VIENNA, AUSTRIA UK Postcode _ _ _ _ _	Class of shares allotted ORDINARY	Number allotted 303,685
Name DUANE LEE MCALLISTER Address LOBROECKEN 5, B-3191 HEVER, BELGIUM UK Postcode _ _ _ _ _	Class of shares allotted ORDINARY	Number allotted 303,685
Name MR KLAUS HARRER Address A STIFTER-STRABE 6, A-4910. RIED II, AUSTRIA UK Postcode _ _ _ _ _	Class of shares allotted ORDINARY	Number allotted 303,685

Please enter the number of continuation sheets (if any) attached to this form

1

Signed _____

Date _____

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Tel	
DX number	DX exchange

Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name <u>MR RICHARD BELCREDI</u> <hr/> Address <u>SUTTINGERGASSE 12,</u> <u>A-1190, VIENNA, AUSTRIA</u> <hr/> <div style="text-align: right;">UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u></div>		Class of shares allotted <hr/> ORDINARY <hr/> <hr/>	Number allotted <hr/> 303,685 <hr/> <hr/>
Name <u>MR MARKUS TREIBER</u> <hr/> Address <u>SCHONLEINTERWEG 30,</u> <u>D-94036, PASSAU, GERMANY</u> <hr/> <div style="text-align: right;">UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u></div>		Class of shares allotted <hr/> ORDINARY <hr/> <hr/>	Number allotted <hr/> 40,491 <hr/> <hr/>
Name <u>MR MANFRED STANEK</u> <hr/> Address <u>PROUDFOOT CONSULTING, 11621 KEW GARDENS AVENUE,</u> <u>SUITE 2C, PALM BEACH GARDENS, FLORIDA 33410, USA</u> <hr/> <div style="text-align: right;">UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u></div>		Class of shares allotted <hr/> ORDINARY <hr/> <hr/>	Number allotted <hr/> 40,491 <hr/> <hr/>
Name <u>ULRIKE FLICKER</u> <hr/> Address <u>RITTERSBACHERSTRABE 40,</u> <u>D-74834, ELZTAL, GERMANY</u> <hr/> <div style="text-align: right;">UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u></div>		Class of shares allotted <hr/> ORDINARY <hr/> <hr/>	Number allotted <hr/> 40,491 <hr/> <hr/>
Name <u>MR HENRY FUMO</u> <hr/> Address <u>1212 NORTH LAKE SHORE DRIVE,</u> <u>12CN, CHICAGO, IL 60610, USA</u> <hr/> <div style="text-align: right;">UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u></div>		Class of shares allotted <hr/> ORDINARY <hr/> <hr/>	Number allotted <hr/> 83,222 <hr/> <hr/>

Please enter the number of continuation sheets (if any) attached to this form

1

Signed _____

Date _____

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

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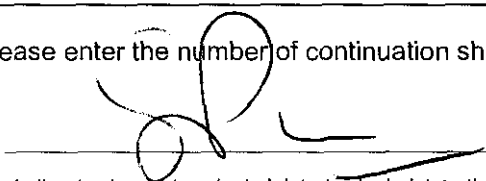
Tel _____	
DX number _____	DX exchange _____

Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name MR GORDON STEELE <hr/> Address 2323 HIDDEN LAKE DRIVE, <hr/> WEST BLOOMFIELD, MI 48324, U S A <hr/> <div style="text-align: right;">UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u></div>		Class of shares allotted <hr/> ORDINARY <hr/> <hr/>	Number allotted <hr/> 55,481 <hr/> <hr/>
Name MR NELSON HEAD <hr/> Address 2440 BENNETT AVENUE, <hr/> EVANSTON, IL 60201, U S A <hr/> <div style="text-align: right;">UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u></div>		Class of shares allotted <hr/> ORDINARY <hr/> <hr/>	Number allotted <hr/> 55,481 <hr/> <hr/>
Name <hr/> Address <hr/> <hr/> <div style="text-align: right;">UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u></div>		Class of shares allotted <hr/> <hr/> <hr/>	Number allotted <hr/> <hr/> <hr/>
Name <hr/> Address <hr/> <hr/> <div style="text-align: right;">UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u></div>		Class of shares allotted <hr/> <hr/> <hr/>	Number allotted <hr/> <hr/> <hr/>
Name <hr/> Address <hr/> <hr/> <div style="text-align: right;">UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u></div>		Class of shares allotted <hr/> <hr/> <hr/>	Number allotted <hr/> <hr/> <hr/>

Please enter the number of continuation sheets (if any) attached to this form

Signed



Date

26/6/03

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

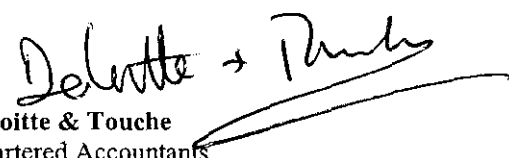
Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Tel	
DX number	DX exchange

The Directors
Management Consulting Group PLC
21 New Fetter Lane
London
EC4A 1AW

Independent Accountants' Report to Management Consulting Group PLC for the purposes of Section 103(1) of the Companies Act 1985

- We report on the value of the consideration as determined on 2 May 2002 for the proposed allotment, pursuant to clause 2.2 of a Sale and Purchase Agreement dated 2 May 2002 (the "Sale and Purchase Agreement"), to Mr Henry Furno, Mr Gordon Steele and Mr Nelson Head of Consideration Shares (as such term is defined in the Sale and Purchase Agreement) comprising 194,184 Ordinary Shares in Management Consulting Group PLC (the "Company"), having a nominal value of 25 pence each and to be issued at a premium of 13.28 pence per share (the "Second Tranche of Consideration Shares"). The whole of the nominal value and share premium is to be treated as fully paid up by the Consideration (as defined below).
- In addition to the allotment of the Initial Consideration Shares and proposed allotment of the Second Tranche of Consideration shares and further Ordinary Shares as referred to below, the Company paid \$53,000,000 as part payment for the Consideration to be valued (the "Cash").
- The consideration as determined on 2 May 2002 for the allotment of the Initial Consideration Shares and the Second Tranche of Consideration Shares and the proposed subsequent allotment of further Ordinary Shares in accordance with the provisions of Schedule 2.2 of the Sale and Purchase Agreement and the Cash is the transfer to the Company pursuant to the terms of the Sale and Purchase Agreement dated 2 May 2002 of the entire ownership interest in Parson Group, LLC, a limited liability company organized under the laws of the State of Delaware, United States of America. The consideration consists of the issued and outstanding units of the membership interest of Parson Group, LLC (the "Consideration").
- No part of the Consideration for the allotment is to be paid in cash.
- The value of the consideration attributable to the Second Tranche of Consideration Shares was determined by us as at 30 April 2002 on a capitalisation of earnings basis having reference to forecasts supplied by the Directors of the Company.
- There appears to us to have been no material change in the value of the Consideration since the date of our valuation (30 April 2002) and the date of which the Company entered into the agreement requiring it to issue the Second Tranche of Consideration Shares (2 May 2002). After taking into account the financial forecasts supplied by the Directors of the Company at our valuation date, we are of the opinion that the value of the Consideration that is properly attributable to the payment up of the nominal value and premium of the Second Tranche of Consideration Shares is not less than £74,333. This amount is the aggregate of:
 - (a) the nominal value of the Second Tranche of Consideration Shares to be allotted; and
 - (b) the whole of the premium on the Second Tranche of Consideration Shares.


Deloitte & Touche
Chartered Accountants
16 June 2003.