

The Director  
**Management Consulting Group Overseas Limited**  
St Pauls House, 4<sup>th</sup> Floor  
10 Warwick Lane  
London  
EC4M 7BP

Dear Sir

**Agreement of the Members of Management Consulting Group Overseas Limited (Registered No. 02170154) (the 'Company') to the audit exemption under section 479A of the Companies Act 2006 (the 'Agreement')**

We,

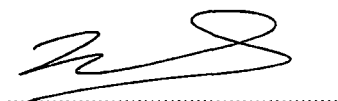
Member Name	Entity Number	Ownership of Company
Management Consulting Group PLC	01000608	85.95%
MCG Company No 1 Ltd	04897584	14.05%

being all the members of the Company, hereby agree, for the purposes of section 479A(2)(a) of the Companies Act 2006, to the Company adopting the exemption from audit under section 479A of the Companies Act 2006 for the financial period ended 31 December 2021.

All members agree to the filing of the accounts for the year ending 2021 to be submitted under this exemption.

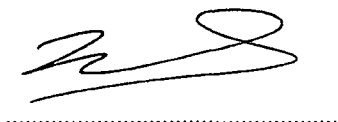
A Form AA06 (Statement of guarantee by a parent company of a subsidiary undertaking) under section 479C of the Companies Act 2006 has been provided by Management Consulting Group PLC for filing at Companies House along with this Agreement, and a copy of the MCG consolidated accounts.

Signed by Nick Stagg  
for and on behalf of  
**Management Consulting Group PLC**



Date: 9/11/22

Signed by Nick Stagg  
for and on behalf of  
**MCG Company No 1 Ltd**



Date: 9/11/22

