

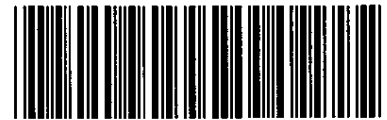
Company Number 04897584

MCG COMPANY NO 1 LTD

(the "Company")

MEMBERS' WRITTEN RESOLUTION

FRIDAY



LD1 *L6LB0Y2B* #63
15/12/2017
COMPANIES HOUSE

13 December 2017 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the "Special Resolution").

SPECIAL RESOLUTION

THAT the share capital of the Company be reduced by £146,235,615 by :

- cancelling and repaying paid up capital to the extent of £0.95 on each issued ordinary share of £1 and by reducing the nominal value of each ordinary share from £1 to £0.05 and
- cancelling the share premium account of the Company

AND THAT the amount by which the share capital is reduced be credited to a distributable reserve of the Company.

Please read the Notes at the end of this document before signifying your agreement to the Special Resolution.

BY ORDER OF THE BOARD

Director

AGREEMENT

WE THE UNDERSIGNED, being the members of the Company entitled to vote on the Special Resolution on the Circulation Date, HEREBY IRREVOCABLY AGREE to the Special Resolution.



Name: Nicholas Simon Stagg

Position: Director

Authorised signatory for and on behalf of
**MANAGEMENT CONSULTING
GROUP PLC**

Dated: 13 December 2017



Name: Nicholas Simon Stagg

Position: Director.

Authorised signatory for and on behalf of
**MANAGEMENT CONSULTING
GROUP OVERSEAS LIMITED**

Dated: 13 December 2017

NOTES

1. To signify your agreement to the Special Resolution you should sign and date this document where indicated above and return it to the Company by returning the signed copy by email to _____ and by post to _____ at MCG Company No 1 Ltd, St Pauls House 4th Floor, 10 Warwick Lane, London, EC4M 7BP, United Kingdom.
2. Once you have signified your agreement to the Special Resolution, you may not revoke your agreement.
3. Unless, by the date that is 28 days after the Circulation Date, sufficient agreement has been received for the Special Resolution to pass, it will lapse.
4. A copy of the solvency statement made by the directors of the Company in accordance with section 643 Companies Act 2006 for the purposes of the reduction of share capital to be effected by the passing of the Resolution is being sent or submitted to you at the same time as and together with this document.
5. A copy of this document was sent to the Company's auditors, Deloitte LLP, on the Circulation Date.