

Management Consulting Group PLC
Half-year report 2014



Management Consulting Group plc provides management expertise, guidance and professional services to many of the world's leading companies.

MCG operates through two independently managed practices, Alexander Proudfoot and Kurt Salmon, which are leaders in their fields and operate globally.

Alexander Proudfoot

Alexander Proudfoot helps clients to better execute their plans and strategies by improving management effectiveness and embedding sustainable change, delivering substantial improvements in operational performance and increased profitability.

Kurt Salmon

Kurt Salmon is a management consultancy business that partners with its clients to drive strategies and solutions that make a lasting and meaningful impact, working from its deep knowledge in industry verticals and its functional expertise.

Read more about
Alexander Proudfoot



Read more about
Kurt Salmon



“We have delivered an improved performance on both the top and bottom line on an underlying basis. Kurt Salmon has performed well, both in revenue and margin terms, reflecting improved market conditions and a lower cost base. As expected our first half results reflect a slow start in Alexander Proudfoot and the margin impact of the changes we have been making to build a more flexible business model focused on profitable growth. Our reported results have been significantly impacted by currency translation, with underlying revenue and profit growth in Euros and US Dollars in particular masked by the considerable strengthening of Sterling, a currency which represents only 7% of our revenue. Both businesses are well placed at this stage of the year for an improved second half in terms of underlying performance in line with our expectations, although we remain exposed to the risk that currency headwinds will affect year on year comparisons.”

Nick Stagg, Chief Executive

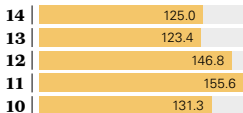
The first six months in brief

- Reported revenue 1% higher at £125.0m (H1 2013: £123.4m), 8% higher on a constant currency basis
- Underlying* operating profit 3% higher at £7.2m (H1 2013: £7.0m)
- Underlying* operating profit margin steady at 5.8% (H1 2013: 5.7%)
- Profit for the half-year of £1.4m (H1 2013: £1.9m)
- As expected Alexander Proudfoot underlying* operating profit margin lower at 0.4% (H1 2013: 3.1%) reflecting planned change initiatives
- Kurt Salmon underlying* operating profit margin higher at 7.5% (H1 2013: 6.4%)
- Net debt decreased to £48.0m (H1 2013: £51.7m)
- Underlying* basic earnings per share decreased to 0.4p (H1 2013: 0.7p)
- Interim dividend unchanged at 0.23p per share (H1 2013: 0.23p)

* Throughout this half-year report the term "underlying" is defined as "before non-recurring items and amortisation of acquired intangible assets".

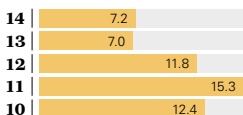
Revenue (£m)

125.0



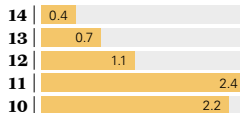
Underlying operating profit (£m)

7.2



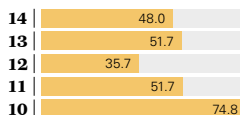
Underlying basic earnings per share (p)*

0.4



Net debt (£m)

48.0



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Chairman's statement with Alan Barber

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Operating and financial review with Nick Stagg and Chris Povey

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Chairman's statement

with Alan Barber



Alan Barber, Chairman



“In the first six months of 2014 we saw a generally encouraging performance for the Group. Proudfoot had a slow start to the year with good progress being made with the implementation of the change initiatives announced earlier in the year. Kurt Salmon delivered a good performance with positive underlying revenue trends in North America and some European markets.”

Highlights

- Reported results have been affected by significant strengthening of Sterling
- The Group continues to be in a strong financial position, is profitable and is cash generative
- The Board is proposing to maintain an interim dividend of 0.23p per share

The performance of the Group in the first six months of 2014 has been generally encouraging. On a constant currency basis both Alexander Proudfoot and Kurt Salmon have increased revenues, by 22% and 4% respectively, although our reported results have been affected by the significant strengthening of Sterling as a result of which reported Group revenues in Sterling have increased by 1% to £125.0m.

Kurt Salmon had a good start to 2014 and this continued into the second quarter. In our French business, revenue levels have stabilised and margins have benefited from the management action taken last year to adjust resources to lower activity levels in that year. We have seen positive underlying trends in revenue elsewhere in Europe and in North America. Kurt Salmon is benefiting from increasing work in digital transformation, as clients across all sectors require help in adapting their business models and operations to an increasingly digital environment.

As previously reported Alexander Proudfoot had a slow start to the year and has been most affected by the material translation impact of currency movements. Reported revenues in Sterling for the first half of 2014 slightly exceed those in the same period last year but do not match those reported in the second half of 2013. We have made good progress with the change initiatives in the Alexander Proudfoot business announced earlier this year which will deliver a stronger platform for growth in the medium term, but, as expected, these have adversely affected profitability in the first half of 2014.

We have entered the second half of the year with some positive momentum in Kurt Salmon, although we are not yet seeing significant signs of growth in France, our largest market. We believe that Alexander Proudfoot will emerge as a stronger business by the end of 2014, although we will need to continue to build our order input strongly in the rest of the third quarter in order to maintain reported year on year revenue growth for 2014 as a whole, particularly if further currency headwinds persist in the second half. I look forward to an improving underlying performance for the Group in the second half, albeit with a suitable measure of caution at this stage of the year.

Alan Barber
Chairman
31 July 2014

Operating and financial review

with Nick Stagg and Chris Povey



Nick Stagg, Chief Executive

Chris Povey, Finance Director



“On a constant currency basis, the Group’s revenues increased by 8% in the first half of 2014 and underlying operating profit by an estimated 10% compared with the same period last year. At this stage both businesses are showing positive signs of an improving underlying performance in the second half, but our reported results in terms of year on year comparisons may continue to be affected by the translation impact of exchange rate movements.”

Highlights

- Reported results have been significantly impacted by currency translation, with revenue on a constant currency basis up by 22% and 4% for Alexander Proudfoot and Kurt Salmon respectively
- Underlying operating margin steady at 5.8%
- Alexander Proudfoot delivered a broadly break-even position for the first half of 2014
- Kurt Salmon’s improved operating margin of 7.5% reflects benefit of management action taken in 2013

Alexander Proudfoot

Alexander Proudfoot delivers measurable financial benefits to its clients by developing and installing processes and programmes to improve operations, helping companies to rapidly improve their operating performance by increasing revenues and productivity, reducing costs and generating incremental cash flow. Alexander Proudfoot differentiates itself from its competitors by working side-by-side with client management and front-line workers to implement sustainable changes. The annualised return on investment that clients obtain from working with Alexander Proudfoot is typically several times the

cost of the project. It helps clients across a broad range of sectors and has a particularly strong expertise in the natural resources, financial services and manufacturing industries.

Alexander Proudfoot’s reported revenue for the first half of 2014 was 9% higher than the same period in 2013 at £31.3m (H1 2013: £28.6m) but 22% lower than the preceding six month period (H2 2013: £40.2m). At H1 2013 exchange rates, H1 2014 revenues would have been £34.8m, an increase of 22% on the same period in 2013. The business reported a broadly break even position for the first half of 2014 with underlying operating profit of £0.1m, compared with £0.9m and a margin of 3.1% in the first half of 2013, reflecting the expected impact of the costs associated with the change initiatives announced earlier this year.

Alexander Proudfoot had a slow start to 2014 as previously disclosed. The opening order book at the beginning of the year was stronger than at the same time in 2013, but levels of order input in the first quarter were lower than those in the second half of 2013 and revenues were consequently weaker. In the most recent two months, input has picked up quite strongly and the order book is now better than at the beginning of the year and at a similar level to the same stage last year.

Operating and financial review continued

with Nick Stagg and Chris Povey

Alexander Proudfoot continued

In March 2014 the then CEO of Alexander Proudfoot stepped down from this role and as a director of MCG. At the same time the MCG Board announced that it intended to invest in and develop the Alexander Proudfoot offering in order to help build a more stable and predictable revenue base and drive top-line growth. Good progress has been made in the last five months in taking forward a series of initiatives to enhance sales and operations, introduce innovations relating to the offering and to explore new contracting models with clients. As expected these initiatives have required investment in the form of recruitment and lower utilisation, which have had an adverse effect on margins in the first half of 2014, and we expect that this impact will continue in the second half.

Alexander Proudfoot has unique capabilities in the natural resources sector which has continued to represent a significant component of the total revenues in the first half of 2014, higher than in 2013 at approximately 50% of the total (H1 2013: 30%). Manufacturing and financial services have continued to be the other key sectors in which the business is consistently successful. In terms of geographies, the business units in Europe, South America and Asia have reported increased revenues compared with the same period last year, whilst those in North America and Africa have slightly lower revenues. Much of the focus of the change initiatives has been on the North American operations, and the adverse margin impact in 2014 has been most apparent here. Alexander Proudfoot continues to operate very effectively in emerging market locations and in the first half of 2014 nearly 60% of total revenues related to work delivered outside North America and Western Europe (H1 2013: nearly 50%).

Kurt Salmon

Kurt Salmon is a global management consultancy business which partners with its clients to drive strategies and solutions that make a lasting and meaningful impact on their businesses. Kurt Salmon operates internationally in certain key industry verticals and has a particular focus on retail and consumer products and in financial services. In addition it has a number of strong regional practices, for example in healthcare in the United States and in the public sector in France. Kurt Salmon also provides functional expertise to its clients, for example through offerings focused on chief financial officers and chief information officers.

Kurt Salmon's reported revenue for the first half of 2014 was £93.7m. This was £1.1m or 1% lower than the corresponding first half revenue in 2013 of £94.8m, but equal to second half revenue in 2013. H1 2013 included revenues of £3.5m from the Cleversys business which was sold in October of that year. On a constant currency basis at H1 2013 exchange rates, H1 2014 revenues would have been £98.9m, an increase of 4.3% on the same period, or 8.3% if the Cleversys revenues in H1 2013 are excluded. Underlying operating profit for the first half of 2014 was £7.0m (H1 2013: £6.1m) representing a margin of 7.5%, higher than the 6.4% margin reported in the first half of 2013.

Kurt Salmon's operations in North America represent nearly 40% of the division as a whole. The North American retail and consumer goods practice has delivered a good performance in the first half of 2014, growing revenues by more than 20% on a constant currency basis. We continue to see increasing demand from US retail sector clients facing the challenges of adapting business models and operations to a new digital world. Our North American healthcare consulting practice continues to make good progress, although the US financial sector practice had a weaker first half in 2014 than last year.

More than half Kurt Salmon's revenues are generated in Europe, with the largest operation being in France which delivers around 70% of the total European revenues for the division. In 2012 and 2013 we saw a significant contraction in revenues in France driven by macro economic weakness and reduced demand for our services. Whilst we have not yet seen clear signs of growth in the French market and business sentiment remains fragile, underlying revenue levels in local currency in our French business stabilised in the first half of 2014 and our margins have improved significantly as a result of the management action taken during 2013 to manage resources to match demand.

Elsewhere in Europe the first half results have been encouraging, with revenue and profit growth in the retail-led consulting practices in Germany and the UK offset a little by weaker revenues in Belgium and Luxembourg which are more focused on the financial sector. In Asia the Kurt Salmon retail consulting operations in China and Japan have continued to make good progress but these are a relatively small component of the division as a whole.

Summary and outlook

On a constant currency basis, the Group's revenues increased by 8% in the first half of 2014 and underlying operating profit by an estimated 10% compared with the same period last year. However, material currency headwinds have impacted the Group's reported results for the first half and so show a more modest improvement in revenue and profitability.

Alexander Proudfoot has increased revenues year on year, in spite of a slow start to 2014. As expected, the changes being made to develop the offering and operations have had some adverse impact on margins, but we expect these initiatives to deliver a more stable and better business. Recent order input has helped us build a healthy order book to a similar level as the same stage in 2013, but we need to maintain the improved order intake rate that we have seen recently in order to achieve our objectives for the year as a whole, and we remain suitably cautious on the outlook at this stage of the year.

Kurt Salmon has delivered a much improved underlying performance, with margins benefiting from the action taken last year to address resourcing levels in France, and impressive growth in revenues in North America. The business is well placed for the second half, both in terms of its order book and its positioning in a market where clients increasingly need to devise and implement operational changes in response to the challenge of digital, an area where Kurt Salmon has continued to develop real expertise.

Net debt has decreased year on year to £48.0m (H1 2013: £51.7m) and remains at a comfortable level in relation to the Group's bank facility and covenant requirements. The normal phasing of cash flows means that historically the second half of the year tends to see stronger cash generation and the Board continues to expect this to be the case in 2014.

Stability in our French business and improving market conditions in some of the other geographies in which we operate provide an encouraging backdrop for Kurt Salmon as we enter the second half of the year, and we are making good progress in developing a firmer growth platform in Alexander Proudfoot. At this stage both businesses are showing positive signs of an improving underlying performance in the second half, but our reported results in terms of year on year comparisons may continue to be affected by the translation impact of exchange rate movements.

Operating and financial review continued

with Nick Stagg and Chris Povey

Group financial summary

Exchange rates

In the first half of 2014, only approximately 7% of the Group's total revenues were billed in Sterling. Nearly half of the Group's revenues are typically denominated in Euros and more than one third in US Dollars. Given the global nature of its project delivery capabilities, Alexander Proudfoot also operates in a range of other currencies, notably in South African Rand and Brazilian Real, which together comprised approximately 14% of divisional revenues in H1 2014.

The average exchange rates to Sterling used in the first half of 2014 were £1 = €1.22 (H1 2013: £1 = €1.18) and £1 = \$1.67 (H1 2013: £1 = \$1.55). Comparing the first half periods in 2014 and 2013, Sterling therefore strengthened by 3% against the Euro and by 8% against the US Dollar. Over the same period Sterling also strengthened by 26% against the South African Rand and by 22% against the Brazilian Real.

Whilst the translation impact on reported revenues of changes in exchange rates has been significant, the profit impact of exchange rate shifts is mitigated by the large degree of natural hedging in the Group's operations in that its expenses are broadly denominated in a similar mix of currencies to its revenues. However, the proportion of the Group's expenses that are denominated in Sterling tends to be somewhat higher than revenues in that currency, and therefore does have some negative impact on reported Group profit margins when Sterling is strengthening.

The closing exchange rates to Sterling used in balance sheet translation at 30 June 2014 were £1 = €1.25 (H1 2013: £1 = €1.17) and £1 = \$1.73 (H1 2013: £1 = \$1.52).

Revenue

Reported revenue for the first half of 2014 was £125.0m, 1% ahead of the corresponding figure for the previous year (H1 2013: £123.4m). Alexander Proudfoot recorded revenue of £31.3m, 9% higher than the same period in the previous year (H1 2013: £28.6m). Reported revenues from Kurt Salmon were £93.7m (H1 2013: £94.8m), a decrease of 1%.

Revenue from Europe in the first half of 2014 was lower than the corresponding period in 2013 at £64.6m (H1 2013: £66.7m). Revenue from the Americas increased to £50.6m (H1 2013: £47.8m) and in the Rest of World revenue increased to £9.8m (H1 2013: £8.9m). This analysis reflects the geographies in which the business units generating the revenues are located, and, particularly in the case of Alexander Proudfoot, this does not wholly reflect either the locations in which work is delivered or the currency in which revenue is billed. Approximately 18% of revenues in the first half of 2014 (H1 2013: 15%) were derived from projects delivered outside the developed economies of North America and Western Europe.

Underlying operating profit

Operating profit for the first half of 2014 was £5.3m (H1 2013: £4.4m). Underlying operating profit for the period increased compared with the corresponding period in 2013 by 3% to £7.2m (H1 2013: £7.0m). We estimate that reported underlying operating profit for H1 2014 measured at H1 2013 average exchange rates would have been approximately £0.5m higher than reported, or 10% higher than the corresponding period in 2013.

Non-recurring items for the first half of 2014 were an expense of £1.4m (H1 2013: £1.4m). These largely comprise the costs associated with the departure of the former Chief Executive of Alexander Proudfoot in March 2014 of £0.7m and restructuring costs related to some other planned employee departures in that business resulting from the change initiatives referred to above. Amortisation of acquired intangibles was £0.5m (H1 2013: £1.3m).

Interest

The total net finance costs for the period were £1.6m (H1 2013: £1.9m). The Group has paid margins of 2.63% over Libor rates on its bank borrowings during the period, 0.13% higher than the same period during 2013.

Taxation

Profit before tax for the first half of 2014 was £3.8m (H1 2013: £2.5m). Underlying profit before tax for the period was £5.6m (H1 2013: £5.1m). The tax rate on the underlying profit before tax was 63% (H1 2013: 30%). The higher than usual underlying tax rate in the period part reflects a mix of profits in the first half of 2014 weighted towards higher tax jurisdictions and project-specific withholding taxes in Alexander Proudfoot and is not expected to recur. The Group has tax losses in various jurisdictions and the underlying tax rate has benefited in recent years from the utilisation of these. However these losses are now largely recognised and the tax charge in future will not therefore be reduced as a result.

Earnings per share

Basic earnings per share were 0.3p (H1 2013: 0.4p per share) and underlying basic earnings per share were 0.4p (H1 2013: 0.7p per share).

Dividend

The final dividend for 2013 of 0.595p per ordinary share was paid on 2 July 2014 to shareholders on the register at 16 May 2014. The Board is declaring an interim dividend for 2014 of 0.23p per ordinary share (2013: 0.23p per share). The interim dividend will be paid on 6 January 2015 to shareholders on the register on 5 December 2014.

Balance sheet

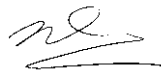
The Group's net debt at 30 June 2014 was £48.0m, which is £3.7m lower than the £51.7m reported at 30 June 2013 and £8.2m higher than the £39.8m reported at the end of 2013. The Group's operations are not typically cash generative in the first half of the year, primarily as a result of the timing of the payment of annual cash bonuses. As a result the Group has historically generated the majority of its cash in the second half of the calendar year and this trend is expected to continue in 2014.

The Group is financed by an £85m debt facility negotiated during 2011 and expiring in July 2016. At 30 June 2014 the gross debt drawn under this facility reflected in the Group balance sheet was £54.5m (H1 2013: £62.6m), held in Euros and US Dollars. The leverage covenant measure used in the debt facility agreement is a measure of the ratio of net debt to adjusted EBITDA and was 1.79 at 30 June 2014 compared with the maximum leverage permitted under the facility of 2.75. As a result the interest rate margin paid on the Group's debt in the remainder of 2014 will marginally increase to 2.75% above Libor and Euribor.

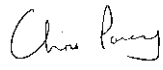
The net post-retirement obligations liability principally relates to a closed US defined benefit scheme in Alexander Proudfoot and to an unfunded Kurt Salmon pension obligation in Germany and has decreased from £19.6m at 31 December 2013 to £18.0m at 30 June 2014. The decrease is principally due to currency movements, offset to some extent by a decrease in the discount rates used to measure the pension obligations.

The Board's assessment in relation to going concern is included in note 2 of the financial information. Principal risks and uncertainties are set out in note 2 of the financial information.

There have been no transactions with or material changes to related parties that have materially affected the financial position or performance of the Group during the period.



Nick Stagg
Chief Executive
31 July 2014



Chris Povey
Finance Director
31 July 2014

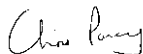
Directors' responsibility statement

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

We confirm that, to the best of our knowledge:

- (a) the condensed set of financial statements has been prepared in accordance with IAS 34 Interim Financial Reporting;
- (b) the Chief Executive's Review includes a fair review of the information required by DTR 4.2.7R (indication of important events during the first six months and description of principal risks and uncertainties for the remaining six months of the year); and
- (c) the Financial Review includes a fair review of the information required by DTR 4.2.8R (disclosure of related parties' transactions and changes therein).

By order of the Board



Chris Povey
Finance Director
31 July 2014

Cautionary statement

The Chairman's Statement, the Chief Executive's Review and the Financial Review have been prepared solely to provide additional information to shareholders to assess the Group's strategies and the potential for those strategies to succeed. They should not be relied on by any other party or for any other purpose.

They contain certain forward-looking statements. These statements are made by the directors in good faith based on the information available to them up to the time of their approval of this report but such statements should be treated with caution due to the inherent uncertainties, including both economic and business risk factors, underlying any such forward-looking information.

Independent review report

to the members of Management Consulting Group PLC

We have been engaged by the Company to review the condensed set of financial statements in the half-yearly financial report for the six months ended 30 June 2014 which comprises the Condensed Group statement of profit and loss, the Condensed Group statement of comprehensive income, the Condensed Group statement of changes in equity, the Condensed Group statement of financial position, the Condensed Group statement of cash flows and the related notes 1 to 8. We have read the other information contained in the half-yearly financial report and considered whether it contains any apparent misstatements or material inconsistencies with the information in the condensed set of financial statements.

This report is made solely to the Company in accordance with International Standard on Review Engagements (UK and Ireland) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Auditing Practices Board. Our work has been undertaken so that we might state to the Company those matters we are required to state to them in an independent review report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company, for our review work, for this report, or for the conclusions we have formed.

Directors' responsibilities

The half-yearly financial report is the responsibility of, and has been approved by, the directors. The directors are responsible for preparing the half-yearly financial report in accordance with the Disclosure and Transparency Rules of the United Kingdom's Financial Conduct Authority.

As disclosed in note 2, the annual financial statements of the Group are prepared in accordance with IFRSs as adopted by the European Union. The condensed set of financial statements included in this half-yearly financial report has been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting, as adopted by the European Union.

Our responsibility

Our responsibility is to express to the Company a conclusion on the condensed set of financial statements in the half-yearly financial report based on our review.

Scope of review

We conducted our review in accordance with International Standard on Review Engagements (UK and Ireland) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Auditing Practices Board for use in the United Kingdom. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK and Ireland) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed set of financial statements in the half-yearly financial report for the six months ended 30 June 2014 is not prepared, in all material respects, in accordance with International Accounting Standard 34 as adopted by the European Union and the Disclosure and Transparency Rules of the United Kingdom's Financial Conduct Authority.

Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom
31 July 2014

Condensed Group statement of profit and loss

for the six months ended 30 June 2014

	Note	Unaudited six months ended 30 June 2014 £'000	Unaudited six months ended 30 June 2013 £'000
Continuing operations			
Revenue	3	125,018	123,421
Cost of sales		(81,433)	(81,511)
Gross profit		43,585	41,910
Administrative expenses – underlying		(36,427)	(34,905)
Profit from operations – underlying		7,158	7,005
Administrative expenses – non-recurring		(1,361)	(1,356)
Profit from operations before amortisation of acquired intangibles		5,797	5,649
Administrative expenses – amortisation of acquired intangibles		(480)	(1,278)
Total administrative expenses		(38,268)	(37,539)
Profit from operations	3	5,317	4,371
Investment income		16	8
Finance costs		(1,578)	(1,894)
Profit before tax		3,755	2,485
Tax	5	(2,309)	(607)
Profit for the period attributable to owners of the Company		1,446	1,878
Earnings per share – pence			
From profit for the period attributable to owners of the Company			
Basic	6	0.3	0.4
Diluted	6	0.3	0.4
Basic – underlying	6	0.4	0.7
Diluted – underlying	6	0.4	0.7

Condensed Group statement of comprehensive income

for the six months ended 30 June 2014

	Unaudited six months ended 30 June 2014 £'000	Unaudited six months ended 30 June 2013 £'000
Profit for the period	1,446	1,878
Items that will not be subsequently reclassified to profit and loss		
Remeasurement of defined benefit pension schemes	48	4,367
Items that may be subsequently reclassified to profit and loss		
Loss on available-for-sale investments	(205)	(364)
Exchange differences on translation of foreign operations	(12,337)	10,757
	(12,542)	10,393
Total comprehensive (expense)/income for the period attributable to owners of the Company	(11,048)	16,638

Condensed Group statement of changes in equity

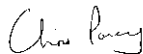
for the six months ended 30 June 2014

	Share capital £'000	Share premium £'000	Merger reserve £'000	Share compensation reserve £'000	Shares held by employee benefit trust £'000	Translation reserve £'000	Other reserves £'000	Retained earnings £'000	Total £'000
Unaudited six months ended 30 June 2014									
Shareholders' equity 1 January 2014									
	84,504	82,040	32,513	6,239	(4,111)	25,126	6,300	(21,745)	210,866
Total comprehensive income for the period	—	—	—	—	—	(12,337)	(205)	1,494	(11,048)
Dividends	—	—	—	—	—	—	—	(3,984)	(3,984)
Shares issued	14	322	—	—	—	—	—	—	336
Share-based payments	—	—	—	1,353	—	—	—	—	1,353
Vesting of share awards	—	—	—	(1,604)	1,333	—	—	263	(8)
Shares acquired by ESOP	—	—	—	—	(1,015)	—	—	—	(1,015)
Shares transferred from ESOP	—	—	—	—	58	—	—	—	58
Shareholders' equity 30 June 2014	84,518	82,362	32,513	5,988	(3,735)	12,789	6,095	(23,972)	196,558
Unaudited six months ended 30 June 2013									
Shareholders' equity 1 January 2013									
	84,504	82,040	32,513	5,732	(3,627)	23,214	6,383	(36,193)	194,566
Total comprehensive income for the period	—	—	—	—	—	10,757	(364)	6,245	16,638
Dividends	—	—	—	—	—	—	—	(2,878)	(2,878)
Share-based payments	—	—	—	1,097	140	—	—	75	1,312
Shares acquired by ESOP	—	—	—	—	(282)	—	—	—	(282)
Shares transferred from ESOP	—	—	—	—	92	—	—	—	92
Shareholders' equity 30 June 2013	84,504	82,040	32,513	6,829	(3,677)	33,971	6,019	(32,751)	209,448

Condensed Group statement of financial position

as at 30 June 2014

	Unaudited 30 June 2014 £'000	Audited 31 December 2013 £'000
Non-current assets		
Intangible assets	251,682	266,806
Property, plant and equipment	2,672	2,724
Investments	1,991	2,444
Deferred income tax assets	15,726	16,486
Total non-current assets	272,071	288,460
Current assets		
Trade and other receivables	72,363	68,709
Current tax receivable	1,893	1,941
Cash and cash equivalents	6,528	14,669
Total current assets	80,784	85,319
Total assets	352,855	373,779
Current liabilities		
Trade and other payables	(67,831)	(70,787)
Current tax liabilities	(7,756)	(9,014)
Total current liabilities	(75,587)	(79,801)
Net current assets	5,197	5,518
Non-current liabilities		
Financial liabilities	(54,500)	(54,481)
Retirement benefit obligations	(17,997)	(19,582)
Deferred tax liabilities	(3,842)	(3,764)
Long-term provisions	(4,371)	(5,285)
Total non-current liabilities	(80,710)	(83,112)
Total liabilities	(156,297)	(162,913)
Net assets	196,558	210,866
Equity		
Share capital	84,518	84,504
Share premium account	82,362	82,040
Merger reserve	32,513	32,513
Share compensation reserve	5,988	6,239
Shares held by employee benefit trust	(3,735)	(4,111)
Translation reserve	12,789	25,126
Other reserves	6,095	6,300
Retained earnings	(23,972)	(21,745)
Equity attributable to owners of the Company	196,558	210,866



Chris Povey
Director
31 July 2014

Condensed Group statement of cash flows

for the six months ended 30 June 2014

	Note	Unaudited six months ended 30 June 2014 £'000	Unaudited six months ended 30 June 2013 £'000
Net cash outflow from operating activities	7	(5,520)	(12,412)
Investing activities			
Interest received		16	8
Purchases of property, plant and equipment		(464)	(845)
Purchases of intangible assets		(137)	(931)
Purchase of financial assets		—	(664)
Proceeds on disposal of financial assets		25	—
Acquisition of subsidiaries		(600)	(319)
Net cash used in investing activities		(1,160)	(2,751)
Financing activities			
Dividends paid		(1,110)	(1,099)
Interest paid		(1,478)	(1,177)
Proceeds from borrowings		12,715	22,496
Repayment of borrowings		(10,320)	(7,689)
Purchase of shares		(1,014)	(282)
Net cash (outflow)/raised by financing activities		(1,207)	12,249
Net decrease in cash and cash equivalents		(7,887)	(2,914)
Cash and cash equivalents at beginning of period		14,669	14,862
Effect of foreign exchange rate changes		(254)	(1,005)
Cash and cash equivalents at end of period		6,528	10,943

Notes

for the six months ended 30 June 2014

1. General information

The results for the six months ended 30 June 2014 and 30 June 2013 are unaudited but have been reviewed by the Group's auditor, whose report on the current period forms part of this document. The information for the year ended 31 December 2013 does not constitute statutory accounts as defined in Section 434 of the Companies Act 2006. A copy of the statutory accounts for that year has been delivered to the Registrar of Companies. The auditor's report on those accounts was not qualified or modified, did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying the report and did not contain statements under Section 498 (2) or (3) of the Companies Act 2006.

2. Significant accounting policies

(a) Basis of preparation

The annual financial statements of the Group are prepared in accordance with International Financial Reporting Standards as adopted by the European Union and are available on our website: www.mcgplc.com. The set of condensed financial statements included in this half-yearly report has been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting, as adopted by the European Union.

In the current year the following new standards are effective which do not have any impact on the Group at present but may impact acquisitions in the future: IFRS 10 Consolidated Financial Statements, IFRS 11 Joint Arrangements, IFRS 12 Disclosure of Interests in Other Entities and IAS 28 (2011) Investments in Associates and Joint Ventures.

Principal risks and uncertainties

The Group has operating and financial policies and procedures designed to maximise shareholder value within a defined risk management framework.

The key risks to which the business is exposed are reviewed regularly by senior management and the Board as a whole.

The major risks the business faces are consistent with those set out in the Company's annual report for the year ended 31 December 2013. They are related to the demand for consultancy services in each of the markets and sectors in which the Group operates; retention and development of key client relationships; recruitment and retention of talented employees; optimisation of the Group's intellectual capital; and fluctuations in foreign exchange currency rates.

These risks are managed by anticipating consultancy trends; identifying new markets and sectors in which the Group might operate; maximising staff utilisation; having remuneration policies which reward performance and promote continued employment with the Group; maintaining a comprehensive knowledge management system; and undertaking hedging to mitigate currency risk where appropriate.

Potential contractual liabilities arising from client engagements are managed through careful control of contractual conditions and appropriate insurance arrangements. There is no material outstanding litigation against the Group of which the directors are aware which is not covered by insurance, or provided for in the financial statements.

Notes continued

for the six months ended 30 June 2014

2. Significant accounting policies continued

(b) Accounting policies

Going concern

The Group's business activities, together with the factors likely to affect its future development, performance and position, and the financial position of the Group, its cash flows, liquidity position and borrowing facilities are set out in the Chairman's Statement. Principal risks and uncertainties are described on the previous page.

The Group prepares regular business forecasts and monitors its projected compliance with its banking covenants, which are reviewed by the Board. Forecasts are then adjusted for sensitivities which address the principal risks to which the Group is exposed. Consideration is then given to the potential actions available to management to mitigate the impact of one or more of these sensitivities if required.

The Board has concluded that the Group should be able to operate within the level of its current facility and remain covenant compliant for the foreseeable future, being a period of at least twelve months from the date of approval of this half-yearly report.

Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

3. Segmental information

The Group's operating segments are defined as the two professional services practices, Alexander Proudfoot and Kurt Salmon. This is the basis on which information is provided to the Board of Directors for the purposes of allocating certain resources within the Group and assessing the performance of the business. The Board of Directors also receives information based on geography; the segments for this purpose are the Americas, Europe and the Rest of World. All revenues are derived from the provision of professional services.

Inter-segmental sales are not significant.

Income statement

(a) Revenue and underlying operating profit by geography

The Group operates in three geographical areas: the Americas, Europe and the Rest of World. The following is an analysis of financial information by geographic segment:

	Unaudited six months ended 30 June 2014			
	Americas £'000	Europe £'000	Rest of World £'000	Consolidated £'000
Revenue – continuing operations	50,580	64,597	9,841	125,018
Profit from operations – underlying	3,003	3,536	619	7,158
Non-recurring expenses and amortisation of acquired intangibles	(1,437)	(1,042)	638	(1,841)
Profit from operations	1,566	2,494	1,257	5,317
Investment income				16
Finance costs				(1,578)
Profit before tax				3,755

3. Segmental information continued

Income statement continued

(a) Revenue and underlying operating profit by geography continued

Unaudited six months ended 30 June 2013				
	Americas £'000	Europe £'000	Rest of World £'000	Consolidated £'000
Revenue – continuing operations	47,802	66,686	8,933	123,421
Profit from operations – underlying	2,820	3,395	790	7,005
Non-recurring expenses and amortisation of acquired intangibles	(475)	(2,154)	(5)	(2,634)
Profit from operations	2,345	1,241	785	4,371
Investment income				8
Finance costs				(1,894)
Profit before tax				2,485

(b) Revenue and underlying operating profit by operating segment

The two operating segments are combined into one reportable segment owing to similar underlying economic characteristics across both practices.

Not all significant non-recurring items and financial items can be allocated to the practices and are therefore disclosed for the reportable segment as a whole.

Unaudited six months ended 30 June 2014			
	Alexander Proudfoot £'000	Kurt Salmon £'000	Consolidated £'000
Revenue – continuing operations	31,288	93,730	125,018
Profit from operations – underlying	132	7,026	7,158
Non-recurring expenses and amortisation of acquired intangibles			(1,841)
Profit from operations			5,317
Investment income			16
Finance costs			(1,578)
Profit before tax			3,755

Unaudited six months ended 30 June 2013			
	Alexander Proudfoot £'000	Kurt Salmon £'000	Consolidated £'000
Revenue – continuing operations	28,620	94,801	123,421
Profit from operations – underlying	866	6,139	7,005
Non-recurring expenses and amortisation of acquired intangibles			(2,634)
Profit from operations			4,371
Investment income			8
Finance costs			(1,894)
Profit before tax			2,485

Notes continued

for the six months ended 30 June 2014

4. Dividends

	Unaudited six months ended 30 June 2014 £'000	Unaudited six months ended 30 June 2013 £'000
Amounts recognised as distributions to equity holders in the period:		
Final dividend in respect of the year ended 31 December 2013 of 0.595p (2012: 0.595p) per share	2,873	2,878
Interim dividend in respect of the year ended 31 December 2013 of 0.23p	1,110	—
	3,983	2,878

Dividends are not payable on treasury shares or shares held in the employee share trusts which have waived their entitlement to dividends.

The amount of the dividend waived in 2014 (in respect of the year ended 31 December 2013) was £77,660 (2013: £79,135).

An interim dividend of 0.23p per share (2013: 0.23p per share) will be paid on 6 January 2015 to shareholders on the register at 5 December 2014.

5. Taxation

The effective tax rate on the reported profit before tax for the half-year is 61% (H1 2013: 24%). The effective tax rate on the reported profit before tax as adjusted for the impact of non-recurring items and the accounting for amortisation of acquisition intangibles charge for the half-year is 63% (H1 2013: 30%). Of the total tax charge, £nil (H1 2013: £nil) arises in respect of the UK with the remainder of the charge arising outside the UK.

6. Earnings per share

The calculation of the earnings per share is based on the following data:

	Unaudited six months ended 30 June 2014 £'000	Unaudited six months ended 30 June 2013 £'000
Earnings		
Earnings for the purposes of basic earnings per share and diluted earnings per share being net profit for the period attributable to owners of the Company	1,446	1,878
Amortisation of acquired intangibles	480	1,278
Non-recurring items	1,361	1,356
Tax on exceptional items	(1,209)	(936)
Earnings for purpose of basic earnings per share excluding amortisation of acquired intangibles and non-recurring items	2,078	3,576

6. Earnings per share continued

	Number (m)	Number (m)
Number of shares		
Weighted average number of ordinary shares for the purposes of basic earnings per share and basic excluding amortisation of acquired intangibles and non-recurring items	483.4	484.2
Effect of dilutive potential ordinary shares:		
– share options and performance share plan	13.3	11.1
Weighted average number of ordinary shares for the purposes of diluted earnings per share	496.7	495.3
	Pence	Pence
Basic earnings per share – continuing operations	0.3	0.4
Diluted earnings per share – continuing operations	0.3	0.4
Basic earnings per share – excluding amortisation of acquired intangibles and non-recurring items	0.4	0.7
Diluted earnings per share – excluding amortisation of acquired intangibles and non-recurring items	0.4	0.7

The average share price for the six months ended 30 June 2014 was 25.0p (30 June 2013: 28.6p).

7. Notes to the statement of cash flows

	Unaudited six months ended 30 June 2014 £'000	Unaudited six months ended 30 June 2013 £'000
Profit from continuing operations	5,317	4,371
Adjustments for:		
Depreciation of property, plant and equipment	422	483
Amortisation of intangible assets	1,160	2,298
Profit on disposal of plant and equipment	(41)	(98)
Adjustment for cost of share-based payments	1,684	1,839
Decrease in provisions	(1,590)	(1,477)
Operating cash flows before movements in working capital	6,952	7,416
Increase in receivables	(6,960)	(5,269)
Decrease in payables	(2,927)	(12,989)
Cash absorbed by operations	(2,935)	(10,842)
Income taxes paid	(2,585)	(1,570)
Net cash outflow from operating activities	(5,520)	(12,412)

8. Financial instruments fair value disclosures

The directors consider that the carrying value amounts of financial assets and financial liabilities recorded at amortised cost in the condensed financial statements included in this half-yearly report are approximately equal to their fair values.

Contacts for investors and clients

www.mcgplc.com

Registered office

10 Fleet Place
London EC4M 7RB
United Kingdom
Tel: +44 20 7710 5000
Fax: +44 20 7710 5001

Company number

1000608

Registrar

Capita Asset Services

The Registry
34 Beckenham Road
Beckenham
Kent BR3 4TU
United Kingdom

Company Secretary

Charles Ansley

Charles.Ansley@mcgplc.com
London office: +44 20 7710 5000

We encourage shareholders to register for copies of corporate communications on our investor relations website at www.mcgplc.com.

Investor relations

The Group welcomes contact with its shareholders.

Enquiries should be directed to:

Nick Stagg, Chief Executive

Nick.Stagg@mcgplc.com or

Chris Povey, Finance Director

Chris.Povey@mcgplc.com

London office: +44 20 7710 5000

Enquiries and notifications concerning dividends, share certificates or transfers and address changes should be sent to the Registrar at the address shown.

Operational contacts

We welcome clients introduced by shareholders. Shareholders wishing to provide introductions to potential clients should contact Chris Povey (see contact details above).

Share price information

The Company's share price information can be found at www.mcgplc.com or through your broker. The share symbol is MMC.L.

Shareholder services

Online services are available to private shareholders. To use these facilities visit www.capitaassetsservices.com.

"Account Enquiry" allows shareholders to access their shareholding on the register including transaction history, dividend payment history and up to date share valuation. "Amendment of Standing Data" allows shareholders to change their registered postal address and add, change or delete dividend mandate instructions. Certain forms can be downloaded, such as dividend mandate forms and stock transfer forms.

Should you have any queries please contact Capita Asset Services' helpline on 0871 664 0300, from overseas on +44 20 8639 3399 or email ssd@capitaassetsservices.com.

Share dealings

A quick and easy share dealing service is provided by Capita Share Dealing Services for UK registered certificated holders to either buy or sell shares. For further information on this service, or to buy and sell shares, please contact www.capitadeal.com (online dealing) or 0871 664 0384 (telephone dealing).

Company advisers

Stockbrokers

Canaccord Genuity Limited

88 Wood Street
London EC2V 7QR
United Kingdom

Peel Hunt LLP

Moor House
120 London Wall
London EC2Y 5ET
United Kingdom

Financial advisers

Rothschild

New Court
St Swithins Lane
London EC4N 8AL
United Kingdom

Auditor

Deloitte LLP

2 New Street Square
London EC4A 3BZ
United Kingdom

Financial PR advisers

FTI Consulting

200 Aldersgate
Aldersgate Street
London EC1A 4HD
United Kingdom

Commercial bankers

HSBC Bank Plc

8 Canada Square
London E14 5HQ
United Kingdom

Lloyds TSB Bank Plc

25 Gresham Street
London EC2V 7HN
United Kingdom

Barclays Bank PLC

1 Churchill Place
London E14 5HP
United Kingdom

Legal advisers

Baker & McKenzie LLP

100 New Bridge Street
London EC4V 6JA
United Kingdom



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