



Man Group plc Notice of 2023 Annual General Meeting

**Friday 5 May 2023 at 10.00am at
Riverbank House, 2 Swan Lane,
London EC4R 3AD**

This document (the Notice) is important and requires your immediate attention. If you are in any doubt as to the action you should take, you are recommended to seek your own advice from your stockbroker, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you reside elsewhere, another appropriately authorised professional adviser.

If you have recently sold or otherwise transferred all of your shares in Man Group plc, please send this Notice and the accompanying documents (except any personalised form of proxy) to the purchaser or transferee of your shares or to the stockbroker, bank or other agent through whom the sale or transfer was effected, so they can pass these documents to the person who now holds the shares.

Chair's letter



Dear shareholder

I am pleased to invite you to the Annual General Meeting (the AGM) of Man Group plc (the Company) to be held at Riverbank House, 2 Swan Lane, London EC4R 3AD on Friday 5 May 2023 at 10.00am. The Company is also pleased to be able to offer facilities for shareholders to join the AGM virtually should they wish to do so.

Please note, shareholders joining the AGM virtually will not be able to vote on the day but may ask questions if joining by video link via a messaging function. Further information, including how to register your vote in advance of the day, is provided below.

AGM business

This year's meeting includes the standard AGM business transacted every year.

A summary and explanation of the business of the meeting is set out on pages 3 to 6 and the Notice of AGM, which contains the full wording of each resolution, is set out on pages 9 and 10.

Business update

Before the AGM proceedings formally start, Luke Ellis, our CEO, will give shareholders a short presentation on the progress of and outlook for the Company's business. This will be followed by the opportunity for shareholders to ask questions about business developments or performance, as well as to discuss any of the resolutions to be put before the meeting.

Board changes

Since the last AGM, Alberto Musalem was appointed to the board of directors of the Company (the Board) as a non-executive director and as a member of the Audit and Risk Committee and Remuneration Committee on 1 November 2022. Alberto brings extensive investment management experience, economic and public policy expertise and a broad knowledge of capital markets and regulation. Kate Barker will be stepping down from our Board on 1 April 2023, having served as a director of the Company for six years. Accordingly she will not be standing for re-election at the AGM.

I will be stepping down from the Board during the latter part of 2023 and as such, this will be my last AGM. Anne Wade will succeed me as Chair and I wish her and the Board every success for the future.

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Voting and shareholder questions

We believe that the AGM is an important opportunity for the Board to engage with you, our shareholders, and your vote is, as always, very important to us. Voting at the meeting will be conducted by poll as this delivers a fairer representation of shareholder views and is best practice at large company AGMs. Further details of the poll procedure is set out on page 11. If you are not attending the meeting in person at the AGM venue, you may vote on each of the resolutions set out in this Notice by either completing and returning a Form of Proxy or by completing a form online via our Registrar's website (www.sharevote.co.uk), in each case so that it is received by our Registrars no later than 10.00am on 3 May 2023.

Shareholders joining the AGM by video link or by telephone who wish to vote must register their vote in advance by appointing the Chair of the meeting or other named individual as proxy, with voting instructions. It will not be possible for shareholders who join us by video link or by telephone to vote on the day.

We are keen to hear your views, and to answer your questions on the business of the AGM. We recommend that you submit your questions in advance by emailing us at agm@man.com as soon as possible and before 5.00pm on 21 April 2023. This will enable us to respond to you before the deadline for appointing proxies, so that you can make a fully informed voting decision should you choose to vote by proxy. Please include your full name and your shareholder reference number in your email. We will provide answers to all pre-submitted questions under the 'Shareholder Meetings' section of the investor relations page of our website (www.man.com/investor-relations) by 5.00pm on 28 April 2023.

Please note that shareholders joining the meeting by video link or by telephone will be muted. However, if you would like to ask questions of the directors to be answered during the meeting, please email agm@man.com by 9.00am on 5 May 2023. Alternatively, if you are joining by video link, you may pose questions during the meeting using the messaging function in WebEx. Shareholders attending the AGM in person will be able to ask questions during the meeting in the usual way.

Join via video link or telephone

Shareholders are welcome to join the meeting via our video link function, WebEx, or by telephone (please note that you will only be able to ask questions during the meeting using the WebEx messaging function and not by telephone). Full details on how to join will be posted under the 'Shareholder Meetings' section of the investor relations page of our website (www.man.com/investor-relations). Please register your voting instructions in advance, as explained under "Voting and shareholder questions" above.

We encourage you to monitor our website www.man.com/investor-relations, where we will communicate any changes to the AGM arrangements, should the need arise.

Voting recommendation

The Board considers that the resolutions being proposed at the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of them, as the directors intend to do in respect of their own beneficial holdings.

John Cryan

Chair
27 February 2023

Summary and explanation of Resolutions

1. Receipt of the Annual Report and the financial statements for the year ended 31 December 2022

The Board asks that shareholders receive the Annual Report, including the Directors' and Auditor's reports and the financial statements which are set out on pages 131 to 179 of the Annual Report, for the year ended 31 December 2022.

2. Approval of the Directors' Remuneration report for the year ended 31 December 2022

Resolution 2 seeks shareholder approval of the Directors' Remuneration report which is set out on pages 104 to 127 of the Annual Report. The report provides details of the remuneration arrangements for and payments and awards made to the directors in respect of the year ended 31 December 2022. These are in accordance with the Directors' Remuneration Policy approved by shareholders at the 2022 AGM, a summary of which is included on page 109 of the Annual Report. This vote is advisory and will not affect the way in which the remuneration arrangements have been implemented.

3. Declaration of a final dividend for the year ended 31 December 2022

The directors recommend the payment of a final dividend of 10.1 US cents per ordinary share. If approved, the dividend will be paid on 19 May 2023 to shareholders on the register of members at the close of business on 11 April 2023. As advised in the Annual Report, the currency conversion rate for the final dividend will be set on 5 May 2023. Dividends will not be paid to any sanctioned person or to any person who cannot confirm that they have not been sanctioned, if requested to do so.

4–12. Retirement and reappointment of directors

In accordance with the provisions of the UK Corporate Governance Code, all of the directors listed below will retire from office at this year's AGM and will submit themselves for reappointment under Resolutions 4-12.

The evaluation of individual directors' performance carried out in 2022 confirmed that all of the directors proposed for reappointment continue to make a valuable contribution to the Board and demonstrate substantial commitment to their roles. Brief biographies and details of the directors' expertise and contribution, which the Board considers to be important to the Company's long-term sustainable success, are given below. Further information about the evaluation process and the Board's collective achievements during the year are given in the Governance report contained within the Annual Report.

4. Lucinda Bell

Lucinda Bell was appointed to the Board as a non-executive director in February 2020 and is Chair of the Audit and Risk Committee and a member of the Nomination Committee. Lucinda is a chartered accountant and served as CFO of The British Land Company plc from 2011 to 2018, where she also led on sustainability. She was a non-executive director and Chair of the Audit Committee at Rotork plc (2014 to 2020). Lucinda is a non-executive director and Chair of the Audit Committee at Derwent London plc and a non-executive director of Crest Nicholson Holdings plc. Lucinda has extensive financial and listed company expertise as well as valuable experience in ESG matters. She also has solid experience as an Audit Committee member and Chair.

5. Richard Berliand

Richard Berliand was appointed to the Board as a non-executive director in January 2016 and became Senior Independent Director (SID) in May 2017. He is also a member of the Audit and Risk, Nomination and Remuneration Committees. Richard held senior positions at J.P. Morgan for over 23 years, including Global Head of Prime Services, Global Head of Cash Equities and Chair of the firm's Market Structure practice. Richard was a non-executive director of Rothesay Life plc and Deputy Chair of Deutsche Börse AG until 2019. Richard is currently Chair of TP ICAP Group plc. Richard has a deep understanding of financial markets, the regulatory environment, risk management and technology gained through senior executive roles in the financial services sector and a diverse range of international non-executive positions.

6. John Cryan

John Cryan was appointed to the Board as a non-executive director in January 2015 and since January 2020, has served as Chair of the Board. John is Chair of the Nomination Committee and a member of the Remuneration Committee. John was CEO at Deutsche Bank AG from July 2015 to April 2018. Prior to this, he held a number of senior roles at UBS AG and was President of Temasek in Singapore. John is Chair of XCyber Group Ltd, a private cyber intelligence company based in the UK. John has a broad knowledge of international financial markets gained from experience at leading global financial institutions and significant understanding of the regulatory environment in which Man Group operates.

7. Luke Ellis

Luke Ellis was appointed to the Board as CEO in September 2016. Prior to joining the Board, Luke served as President of Man Group from 2012. Before this, he was Head and CIO of Man Group's Multi-Manager Business, Non-Executive Chair of Man GLG's Multi-Manager activities and Managing Director of Man FRM from 1998 to 2008. He was a Managing Director at J.P. Morgan in London from 1988 to 1998. Luke is Deputy Chair of the Standards Board for Alternative Investments Limited and Chair of the Board of Trustees of Greenhouse Sports Limited. Luke has a varied investment management background, strong and collaborative leadership approach and plays an essential role in maintaining a positive corporate culture across the organisation.

8. Antoine Forterre

Antoine Forterre was appointed to the Board as CFO in October 2021 and became CFO and COO in October 2022. Prior to his appointment to the Board, Antoine served as Co-CEO of Man AHL from 2017 and COO of Man AHL from 2015, before which he was Head of Corporate Development and Group Treasurer of Man Group. Before joining Man Group in 2011, Antoine worked at Goldman Sachs in London and Paris. Antoine has a strong background in finance, technology, strategy and corporate development and a comprehensive understanding of the key drivers of the business as a result of his previous leadership positions within the Man Group.

9. Jacqueline (Jackie) Hunt

Jackie Hunt was appointed to the Board as a non-executive director in February 2022 and is a member of the Remuneration Committee and Audit and Risk Committee. Jackie is a chartered accountant and has held senior executive and main board positions including as Chair at Allianz Asset Management, CEO of Prudential U.K., Europe and Africa and CFO of Standard Life plc over a career spanning more than 25 years. Jackie is a non-executive director of Standard Chartered plc and Standard Chartered Bank (since October 2022) and Rothesay Life plc (since July 2022). She will be appointed to the Board of Willis Towers Watson plc as a non-executive director with effect from 1 April 2023. Jackie has significant UK and international financial services expertise (including insurance and asset management), strategic and financial insight, and valuable experience as an executive director.

Summary and explanation of Resolutions continued

10. Cecelia (Ceci) Kurzman

Ceci Kurzman was appointed to the Board as a non-executive director in February 2020. Ceci was Vice President of Global Marketing for Epic Records at Sony Music Entertainment and prior to this, held various positions at Arista Records where she led marketing and artist development functions. Ceci is a non-executive director of Warner Music Group and Lanvin Group (since December 2022) and Founder and President of Nexus Management Group. Ceci has a deep knowledge of marketing, brand management and technology, specifically digital media and digital endorsement and significant experience with company launches and funding growth stage businesses.

11. Alberto G. Musalem

Alberto Musalem was appointed to the Board as a non-executive director in November 2022 and is a member of the Remuneration Committee and Audit and Risk Committee. Alberto founded Evince Asset Management LP and served as CEO and Co-CIO from 2018 to 2022. Prior to this, he served as Executive Vice President and Senior Advisor to the President at the Federal Reserve Bank of New York. He held a number of senior positions, including Global Head of Research, Managing Director and Partner, at Tudor Investment Corporation and served as an economist at the International Monetary Fund. Alberto is a non-executive director of Freddie Mac, a US federal home loan mortgage corporation founded by Congress. Alberto has extensive investment management expertise, economic and public policy experience and broad knowledge of capital markets and regulation.

12. Anne Wade

Anne Wade was appointed to the Board as a non-executive director in April 2020 and serves as Chair of the Remuneration Committee, and a member of the Nomination Committee. Anne held senior roles in research and equity investment during her 17-year career at Capital International, including Senior Vice President and Director. She also served as a non-executive director and Chair of the Remuneration Committee of John Laing Group plc from 2015 to 2021. Anne is a non-executive Director of Summit Materials, Inc. and a Partner in Leaders' Quest. Anne has significant experience in investment management, from fund management to social finance, ESG and impact investment.

13. Reappointment of Deloitte LLP as auditor

The Company's auditor is required to be appointed or reappointed at each general meeting at which year-end accounts are presented to shareholders. Accordingly, the Board, on the recommendation of the Audit and Risk Committee, is proposing the reappointment of Deloitte LLP (Deloitte) as auditor of the Company to hold office from the conclusion of the AGM until the accounts for the next financial reporting period are presented to shareholders in a general meeting.

Deloitte was first appointed as the Company's corporate external auditor in 2014 and will shortly have served a 10-year period. Under applicable audit legislation, companies are required to have a competitive tender of its auditors after 10 years. During the 2022 financial year, the Audit and Risk Committee led a tender process for external audit services, following which the Board has recommended the reappointment of Deloitte as the Company's corporate external auditors to shareholders for approval. Additional detail on the tender can be found in the Audit and Risk Committee report contained within the Annual Report. The mandatory rotation of Deloitte as external auditors is required in advance of the 31 December 2034 year-end.

14. Authority for the Audit and Risk Committee of the Board to determine the auditor's remuneration

It is proposed in Resolution 14 that shareholders authorise the Audit and Risk Committee of the Board to agree the auditor's remuneration, in line with best practice and as this Committee is best placed to assess the work involved and decide an appropriate fee.

15. Authority for the Company and its subsidiaries to make political donations and incur political expenditure

It is not the policy of the Company or its subsidiaries to make donations to political parties, other political organisations or independent election candidates and/or to incur political expenditure and the directors have no intention of changing that policy. However, for UK incorporated companies, as a result of the wide definitions in the UK Companies Act 2006 (the Act), expenditure on routine business activities that form part of the normal relationship between the Company and organisations concerned with matters of public policy, law reform and other business matters affecting the Company might be construed as falling within the Act restrictions. It is therefore common for UK incorporated companies to take the type of authority in this resolution as a precautionary measure to ensure no technical breach of the Act.

There is no restriction on donations by a company to political organisations under Jersey Law. However, in line with the practice of UK incorporated companies and as a matter of good governance, the directors will continue to seek this precautionary shareholder approval.

If passed, Resolution 15 would allow the Company and its subsidiaries to make donations to political parties, other political organisations and independent election candidates and to incur political expenditure (as defined in the Act) in the period beginning on the date of the passing of Resolution 15 and expiring at the conclusion of the AGM in 2024 or, if earlier, the close of business on 30 June 2024, provided that the combined aggregate value of donations made and political expenditure incurred does not exceed £50,000.

Summary and explanation of Resolutions continued

16-18. Directors' authorities to allot shares

16. General authority to allot

Paragraph (a) of Resolution 16 seeks authority for the directors to allot ordinary shares up to a nominal amount of US\$14,193,193. Paragraph (b) of Resolution 16 seeks authority for the directors to allot ordinary shares up to a further nominal amount of US\$14,193,193 provided that these shares are allotted for cash only to existing shareholders pursuant to a rights issue.

The aggregate nominal value of the shares for which authority to allot is sought under Resolution 16 is equivalent to approximately two-thirds (66.67%) of the nominal issued ordinary share capital of the Company, excluding treasury shares, as at 24 February 2023 (being the latest practicable date prior to publication of this Notice). This authority would remain in force until the AGM in 2024 or, if earlier, the close of business on 30 June 2024.

The authority being sought renews the existing authority given to directors last year and is in line with the Share Capital Management Guidelines issued by the Investment Association (the IA and the IA Guidelines). The IA Guidelines state that, in addition to directors' requests for authorisation to allot new shares in an amount up to one-third of a company's existing issued ordinary share capital, excluding treasury shares, (as proposed in paragraph (a) of Resolution 16), the IA will regard as routine any requests to authorise the allotment of shares in an amount up to a further one-third (as proposed in paragraph (b) of Resolution 16), provided that any shares allotted in an amount exceeding one-third are used solely for a rights issue and that the authority is only valid until the next AGM.

The Board has no current plans to make use of the authority sought under Resolution 16, except in relation to the Group's share plans, and is requesting it only to ensure that the Company has the maximum permitted flexibility to manage its capital resources.

As at 24 February 2023 (being the latest practicable date prior to the publication of this Notice), the Company held 108,652,361 treasury shares which represent 8.7% of the total number of ordinary shares in issue, excluding treasury shares, at that date.

17. Authority to allot shares for cash other than on a pro-rata basis to existing shareholders (special resolution)

Resolution 17 seeks to renew the directors' existing authority to allot shares wholly for cash on a non-pre-emptive basis, i.e. without first offering them to shareholders pro-rata to their existing shareholdings, in any circumstances up to an aggregate nominal amount of US\$2,128,979 which includes the sale on a non-pre-emptive basis of any treasury shares for cash. This maximum limit represents approximately 5% of the Company's issued ordinary share capital, excluding treasury shares, as at 24 February 2023 (being the latest practicable date prior to the publication of this Notice). The authority would remain in force until the AGM in 2024 or, if earlier, the close of business on 30 June 2024.

The directors are aware of the revised Statement of Principles and template resolutions published by the Pre-Emption Group on 4 November 2022, which include an increase in the limit on the disapplication of pre-emption rights. The directors have decided that they do not wish to increase the disapplication threshold at the current time, but that they will keep emerging market practice in this area under review.

The Board confirms that it does not intend to issue more than 7.5% of the Company's issued ordinary share capital, excluding treasury shares, for cash on a non-pre-emptive basis in any rolling three-year period (other than in connection with an acquisition or specified capital investment as described in the Pre-Emption Group's Statement of Principles and referenced in Resolution 18) without prior consultation with shareholders.

The Board has no current plans to make use of the authority sought under Resolution 17, except in relation to the Group's share plans, and is requesting it only to ensure that it maintains maximum flexibility in managing the Company's capital resources.

18. Authority to allot shares for cash other than on a pro-rata basis to existing shareholders in relation to acquisitions and specified capital investments (special resolution)

Resolution 18 seeks authority for directors to allot shares wholly for cash on a non-pre-emptive basis, in addition to any authority granted under Resolution 17, up to an aggregate nominal amount of US\$2,128,979 for the purpose of financing a transaction (or a refinancing within six months of the transaction) which the directors determine to be an acquisition or other capital investment contemplated by the Principles. This maximum limit represents approximately 5% of the Company's issued ordinary share capital, excluding treasury shares, as at 24 February 2023 (being the latest practicable date prior to the publication of this Notice). The authority would remain in force until the AGM in 2024 or, if earlier, the close of business on 30 June 2024.

The Board confirms that any shares issued under this authority would only be used in connection with an acquisition or a specified capital investment which is either announced at the same time as the proposed pre-emptive issue or which has taken place in the six-month period preceding the issue and is disclosed in the announcement of the issue.

The maximum nominal value of equity securities which could be allotted if both the authorities under Resolutions 17 and 18 were used would be US\$4,257,958, which represents approximately 10% of the Company's issued ordinary share capital, excluding treasury shares, as at 24 February 2023 (being the latest practicable date prior to publication of this Notice).

The Pre-Emption Group's Statement of Principles define a 'specified capital investment' as one or more specific capital investment related uses for the proceeds of an issuance of equity securities in respect of which sufficient information regarding the effect of the transaction on the listed company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

The Board has no current plans to make use of the authority sought under Resolution 18 and is requesting it only to ensure that it maintains maximum flexibility in managing the Company's capital resources.

Summary and explanation of Resolutions continued

19. Authority for the Company to purchase its own shares (special resolution)

Resolution 19 renews an existing share purchase authority which was given to the Company last year. It enables the Company to purchase in the market up to a maximum of 124,190,442 ordinary shares (representing approximately 10% of the Company's issued ordinary share capital, excluding treasury shares, as at 24 February 2023, being the latest practicable date prior to publication of this Notice).

The minimum price which may be paid for any share, exclusive of expenses, is 3³⁷ US cents (or sterling equivalent) and the maximum price which may be paid for a share, exclusive of expenses, is the higher of:

- (i) an amount equal to 105% of the average of the middle market prices shown in the quotations for the ordinary shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is purchased; and
- (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out.

The Board would use the authority sought under Resolution 19 only if it were satisfied that to do so would be in the best interests of shareholders generally and would lead to an increase in the Company's earnings per share. Shares purchased under this authority would be cancelled or held as treasury shares to be sold or cancelled at a later date or used to satisfy awards granted under the Group's share plans as the Board saw fit. If shares were held in treasury, the increase in earnings per share would only be effective until such time as the shares were subsequently sold or used for share awards. If treasury shares were used for share awards, such use would be within the limits on dilution contained in institutional shareholder guidelines. As at 24 February 2023 (being the latest practicable date prior to the publication of this Notice), the Company has 108,652,361 ordinary shares held in treasury. The authority would remain in force until the AGM in 2024 or, if earlier, the close of business on 30 June 2024.

As at 24 February 2023 (being the latest practicable date prior to publication of this Notice), the total number of ordinary shares that might be issued on the exercise of outstanding options was 26,931,338 which represented approximately 2.17% of the Company's issued share capital, excluding treasury shares, at that date. If the existing authority to purchase the Company's ordinary shares and the authority proposed to be granted under this resolution were exercised in full, these option awards would, assuming no further ordinary shares were issued after that date, represent 2.49% of the Company's issued ordinary share capital, excluding treasury shares, as at that date. This percentage would reduce to 2.41% if no further purchases were made under the existing authority but the authority proposed to be granted under Resolution 19 was exercised in full.

Information on the Company's share buyback programme, and on its use of the authority to purchase own shares as granted at the AGM in 2022, can be found in Note 24 to the financial statements in the Annual Report.

20. Authority to convene general meetings on 14 clear days' notice (special resolution)

The Company's Articles of Association provide that the minimum notice period for general meetings is 21 clear days unless the Company:

- (i) has passed a special resolution in general meeting approving the holding of a general meeting on 14 clear days' notice; and
- (ii) offers the facility for all shareholders to vote by electronic means.

The directors wish to retain the flexibility to call general meetings on 14 clear days' notice and Resolution 20 seeks to renew their existing authority to do this. The directors will not use the authority as routine and will ensure that it is used only where the flexibility is merited by the business of the meeting and it is in the interests of shareholders to do so. The renewed authority would remain in force up to the date of the 2024 AGM. The Company provides electronic proxy voting through CREST, Proxymity and through www.sharevote.co.uk for all shareholder meetings. Annual General Meetings must and will always be held on at least 21 clear days' notice.

Notes to the Notice of Annual General Meeting

The following notes should be read in conjunction with the details set out in the letter from the Chair on the arrangements for attending and asking questions at this year's AGM.

1. Appointment of proxies

A shareholder is entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the meeting. A shareholder may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. Such proxy or proxies need not be shareholders of the Company. Unless you have registered to receive shareholder documents via email alert, a Form of Proxy will be sent to you by post. To appoint more than one proxy, please obtain the appropriate number of additional Forms of Proxy from the Company's Registrars, EQ, or, if you have received a paper Form of Proxy, photocopy the Form you have received. Appointing a proxy will not prevent you from attending the meeting and voting in person if you so wish.

2. Online proxy voting

As an alternative to returning a paper Form of Proxy, a shareholder may register a proxy appointment and give voting instructions online via the EQ website (www.sharevote.co.uk) subject to the terms and conditions shown on the website. To do this you will need your voting ID, task ID and shareholder reference number shown on your Form of Proxy. Shareholders registered with www.shareview.com can log on and appoint a proxy and give voting instructions through that service.

3. Information rights

A person who is not a shareholder, but who has been nominated by a shareholder to enjoy information rights, does not have a right to appoint any proxies. A nominated person may have a right under an agreement with the relevant shareholder to be appointed as a proxy or to have somebody else appointed as a proxy for the meeting. If a nominated person does not have such a right, or has such a right and does not wish to exercise it, they may have a right under an agreement with the relevant shareholder to give instructions as to the exercise of voting rights. Nominated persons are requested to contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.

4. Record date for voting

Pursuant to Article 40 of the Companies (Uncertified Securities) (Jersey) Order 1999 and the Company's Articles of Association, the Company specifies that only those shareholders on the shareholder register as at 6.30pm on 3 May 2023 or, if the AGM is adjourned, at 6.30pm on the day two days prior to the adjourned meeting (excluding any day that is not a working day), shall be entitled to attend or vote at the AGM in respect of the number of ordinary shares registered in their name at that time. Changes to the register after 6.30pm on the relevant date shall be disregarded in determining the rights of any person to attend or vote at the meeting or any adjourned meeting.

5. Return date for proxies

To be effective, the Form of Proxy, duly signed, or your online proxy appointment must be sent to the Company's Registrars, EQ, and received no later than 10.00am on 3 May 2023. If you prefer, you may return the Form in an envelope to FREEPOST RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU. The completion and return of a Form of Proxy will not preclude shareholders entitled to attend and vote at the AGM from doing so in person if they so wish. You are requested to inform EQ in writing of any termination of the authority of a proxy.

6. CREST and Proxymity proxy voting

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual which can be viewed at www.euroclear.com. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf. CREST messages must, in order to be valid, be transmitted so as to be received by the Company's agent, EQ, ID RA19, no later than 10.00am on 3 May 2023.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10.00am on 3 May 2023 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

7. Voting by corporate representatives

Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual shareholder, provided that multiple corporate representatives do not do so in relation to the same shares.

8. Shareholders' right to request website publication of audit concerns

Under Article 160A of the Company's Articles of Association, shareholders who meet the threshold requirements set out in the Articles have the right to request that the Company publishes on a website a statement setting out any matter relating to (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The business which may be dealt with at the AGM will include the consideration of any statement that the Company has been required to publish on a website under its Articles of Association.

Notes to the Notice of Annual General Meeting continued

9. Shareholders' right to request resolution be moved at the AGM

Under Article 62B of the Company's Articles of Association, shareholders meeting the threshold requirements in those Articles have the right to request that the Company gives, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the meeting.

A resolution may properly be moved unless:

- (a) it would, if passed, be ineffective (whether by reason of inconsistency with any provision of the Company's Articles of Association or otherwise);
- (b) it is defamatory of any person; or
- (c) it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given, must be authenticated by the person or persons making it, must be received by the Company not later than the date which is six clear weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

10. Shareholders' right to ask questions

Shareholders have the right to ask questions at the meeting relating to the business of the AGM. Shareholders joining by video link will be able to ask questions of the directors using the WebEx messaging function. Shareholders joining by telephone will be unable to ask questions during the meeting but can submit questions by email in advance of the meeting. Any such questions should be submitted to agm@man.com by no later than 9.00am on 5 May 2023, however we recommend that you submit all questions by 5.00pm on 21 April 2023 in order to enable us to respond to you before the deadline for appointing proxies so that you can make a fully informed voting decision. We will provide answers to all pre-submitted questions received before 5.00pm on 21 April 2023 under the 'Shareholder Meetings' section of the investor relations page of our website (www.man.com/investor-relations) by 5.00pm on 28 April 2023. Please include your full name and your shareholder reference number in your email.

Shareholders attending the AGM in person at the AGM venue will be able to ask questions during the meeting in the usual way. Shareholders are reminded that unacceptable behaviour will not be tolerated at the meeting and will be dealt with appropriately by the Chair.

11. Documents available for inspection

Copies of executive directors' service contracts and non-executive directors' letters of appointment will be available for inspection at Riverbank House, 2 Swan Lane, London EC4R 3AD or at the Company's registered office during normal business hours on any weekday from the date of this Notice until the conclusion of the AGM.

12. Issued share capital and total voting rights

As at 24 February 2023 (being the latest practicable date prior to the publication of this Notice), the total issued ordinary share capital of the Company comprised 1,350,556,782 ordinary shares of 3³⁷ US cents. This figure includes 108,652,361 ordinary shares which are held in treasury and do not have voting rights attached. Therefore, the total number of voting rights in the Company as at 24 February 2023 was 1,241,904,421.

13. Copy of Notice available on website

A copy of the Notice of AGM can be found at www.man.com/investor-relations.

You may not use any electronic address provided in either this Notice of AGM or any other related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

Notice of Annual General Meeting

Notice is hereby given that the 2023 Annual General Meeting of Man Group plc will be held at Riverbank House, 2 Swan Lane, London EC4R 3AD on 5 May 2023 at 10.00am. You will be asked to consider and vote on the resolutions below. Resolutions 1 to 16 will be proposed as ordinary resolutions, and Resolutions 17 to 20 will be proposed as special resolutions.

1. To receive the Annual Report and the financial statements for the year ended 31 December 2022

2. To approve the Directors' Remuneration report (excluding the Directors' Remuneration Policy) as set out in the Company's Annual Report for the year ended 31 December 2022

3. To declare a final dividend of 10.1 US cents per ordinary share for the year ended 31 December 2022 payable on 19 May 2023 to shareholders whose names appear on the register of members at the close of business on 11 April 2023

4. To reappoint Lucinda Bell as a director of the Company

5. To reappoint Richard Berliand as a director of the Company

6. To reappoint John Cryan as a director of the Company

7. To reappoint Luke Ellis as a director of the Company

8. To reappoint Antoine Forterre as a director of the Company

9. To reappoint Jacqueline Hunt as a director of the Company

10. To reappoint Cecelia Kurzman as a director of the Company

11. To appoint Alberto G. Musalem as a director of the Company

12. To reappoint Anne Wade as a director of the Company

13. To reappoint Deloitte LLP as auditor of the Company to hold office from the conclusion of the 2023 AGM until the conclusion of the next general meeting at which accounts are laid before the Company

14. To authorise the Audit and Risk Committee of the Board to determine the remuneration of the auditor

15. To authorise the Company and its subsidiaries to make political donations and incur political expenditure

THAT the Company and any company which is or becomes a subsidiary of the Company at any time during the period to which this Resolution 15 relates be authorised to:

- (a) make political donations to political parties or independent election candidates (as such terms are defined in Sections 363 and 364 of the UK Companies Act 2006), not exceeding £50,000 in aggregate;
- (b) make political donations to political organisations other than political parties (as such terms are defined in Sections 363 and 364 of the UK Companies Act 2006), not exceeding £50,000 in aggregate; and/or
- (c) incur political expenditure (as such term is defined in Section 365 of the UK Companies Act 2006), not exceeding £50,000 in aggregate,

during the period beginning with the date of the passing of this resolution and ending with the conclusion of the next AGM of the Company after the date of the passing of this resolution or the close of business on 30 June 2024 (whichever is earlier), provided that the combined aggregate amount of donations made and political expenditure incurred pursuant to such authority shall not exceed £50,000 and that the maximum amounts referred to in (a), (b) and (c) may comprise sums in different currencies which shall be converted at such rate as the directors of the Company may in their absolute discretion determine to be appropriate.

16. To authorise the directors to allot shares

THAT the directors of the Company be generally and unconditionally authorised pursuant to Article 11 of the Articles to exercise all or any of the powers of the Company pursuant to the Articles to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of US\$14,193,193; and
- (b) in addition, comprising equity securities (as defined in the Articles) up to a further aggregate nominal amount of US\$14,193,193 in connection with an offer by way of a rights issue (as defined in the Articles),

(together the Securities),

and so that the directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to expire (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of the conclusion of the next AGM of the Company after the date of the passing of this resolution or the close of business on 30 June 2024 but, in each case, so that the Company may make offers and enter into agreements before the authorities expire which would, or might, require Securities to be allotted after the authorities expire and the directors of the Company may allot Securities under any such offer or agreement as if the authorities conferred hereby had not expired. References to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities) are to the nominal amount of shares that may be allotted pursuant to the rights.

Notice of Annual General Meeting continued

17. To authorise the directors to allot shares for cash other than on a pro-rata basis to existing shareholders*

That, subject to Resolution 16 being passed and in addition to any authority granted by Resolution 18, the directors of the Company be empowered, pursuant to the Articles, to allot equity securities (as defined in the Articles) wholly for cash pursuant to the authority conferred by Resolution 16 and/or to sell ordinary shares held by the Company as treasury shares for cash as if Article 11A of the Articles did not apply to any such allotment or sale, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with a pre-emptive offer of equity securities, but in the case of an allotment granted by paragraph (b) of Resolution 16, such power shall be limited to the allotment of equity securities by way of a rights issue (as defined in the Articles) only; and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (i)) up to a nominal amount of US\$2,128,979,

and so that the directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such power to apply (unless previously renewed, varied or revoked by the Company in general meeting) until the earlier of the conclusion of the next AGM of the Company to be held after the date of the passing of this resolution or the close of business on 30 June 2024, but, in each case, so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the Directors may allot equity securities under any such offer or agreement as if the power conferred hereby had not expired.

18. To authorise the directors to allot shares for cash other than on a pro-rata basis to existing shareholders in relation to acquisitions and specified capital investments*

THAT, subject to Resolution 16 and Resolution 17 being passed and in addition to any authority granted by Resolution 17, the directors of the Company be authorised to allot equity securities for cash under the authority given by Resolution 16 and/or to sell ordinary shares held by the Company as treasury shares for cash as if Article 11A of the Articles did not apply to such allotment or sale, provided that such authority shall be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of US\$2,128,979; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

and so that the directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such power to apply (unless previously renewed, varied or revoked by the Company in general meeting) until the earlier of the conclusion of the next AGM of the Company to be held after the date of the passing of this resolution and the close of business on 30 June 2024, but, in each

case, so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the directors of the Company may allot equity securities under any such offer or agreement as if the power conferred hereby had not expired.

19. To authorise the Company to purchase its own shares*

THAT the Company be generally and unconditionally authorised:

- (a) pursuant to Article 57 of the Companies (Jersey) Law 1991 (the Law) to make market purchases of the Company's ordinary shares of 3^{3/7} US cents each on such terms and in such manner as the directors may determine, provided that:
 - (i) the maximum number of ordinary shares authorised to be purchased is 124,190,442;
 - (ii) the minimum price (exclusive of any expenses) which may be paid for an ordinary share is 3^{3/7} US cents or the sterling equivalent of 3^{3/7} US cents (calculated on the basis of the spot rate of exchange in London (as derived from Reuters) for the purchase of US dollars with sterling at 6.00pm on the day before the relevant purchase) per ordinary share;
 - (iii) the maximum price (exclusive of any expenses) which may be paid for an ordinary share is the higher of:
 - (A) an amount equal to 105 per cent of the average of the middle market quotations for ordinary shares taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such shares are contracted to be purchased; and
 - (B) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out; and
 - (iv) the authority hereby conferred shall expire on the earlier of the conclusion of the next AGM of the Company to be held after the date of the passing of this resolution or the close of business on 30 June 2024 (except that the Company may make a contract or contracts to purchase ordinary shares under this authority before such authority expires, which will or may be executed wholly or partly after the expiry of such authority, and may make purchases of ordinary shares in pursuance of any such contract as if such authority had not expired); and
- (b) pursuant to Article 58A of the Law, to hold, if the Company so desires, as treasury shares any ordinary shares purchased pursuant to the authority conferred in paragraph (a) above.

20. To authorise a 14 days' clear notice period for general meetings other than AGMs*

THAT the directors be authorised to call general meetings of the Company other than AGMs on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the next AGM after the date of the passing of this resolution.

By order of the Board
Elizabeth Woods
Company Secretary
27 February 2023

22 Grenville Street, St Helier, Jersey, JE4 8PX, Channel Islands
Registered in Jersey no. 127570

* Special resolution which requires at least 75% of the votes to be cast in favour.

AGM information

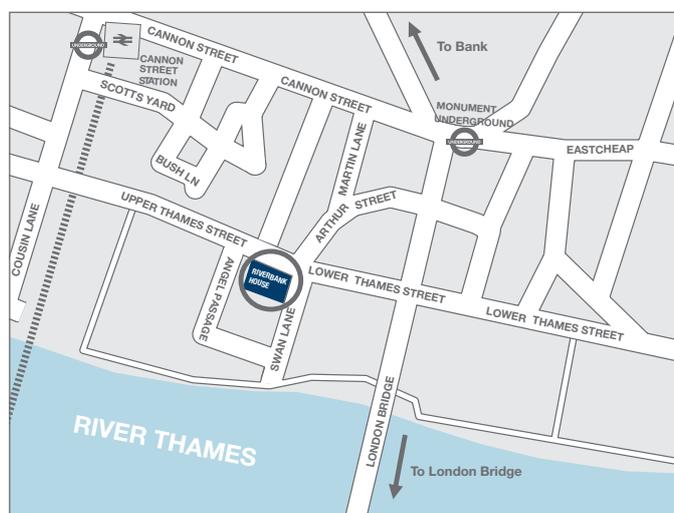
How to get there

By tube: Riverbank House is within walking distance of the following tube stations: Monument (5 minutes), Cannon Street (5 minutes), Bank (12 minutes) and London Bridge (10 minutes).

By train: Riverbank House is within walking distance of London Bridge (10 minutes) and London Cannon Street (5 minutes) rail stations.

By bus: There are numerous buses which stop near Riverbank House. Please visit www.tfl.gov.uk for further information.

By car: There is no car parking at Riverbank House; however, there is a public car park nearby. For more information, visit www.ncp.co.uk. Please note that Riverbank House is located within the congestion charging zone. For more information, visit www.tfl.gov.uk/modes/driving/congestion-charge.



Attending the meeting

If you intend to come to the AGM, please complete the Attendance Card and return it to our Registrars. This will give us an indication of how many shareholders to expect. In addition, please bring your Admission Card with you to the meeting as it will confirm your right to attend, speak and vote and will speed up your admission to the meeting. Both cards are attached to the Form of Proxy.

Voting – poll procedure

Voting on each of the resolutions will be conducted by poll rather than on a show of hands. Shareholders will be provided with a poll voting card on registration at the meeting and will be invited to complete it at the end of the meeting when the resolutions have been proposed. The results of the poll will be announced to the market and published on the Company's website later in the day.

Shareholders joining by video link or by telephone who wish to vote must register their vote in advance by appointing the Chair of the meeting or other named individual as proxy, with voting instructions. It will not be possible for shareholders who join us by video link or by telephone to vote on the day.

Shareholder enquiries

The address and contact details for the Company's Registrars, EQ, are: Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. Tel: +44 (0)371 384 2112¹. When calling from outside the UK, please ensure the country code is used.

Please note that you can check your shareholding and dividend payments and update your personal details by logging on to EQ's website: www.shareview.co.uk. To do this, you will need your shareholder reference number shown on your dividend confirmation or share certificate.

¹ Lines are open between 8.30am and 5.30pm every business day.

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